Stock Code: 5314



2023 General Meeting of Shareholders Handbook

Date of Meeting: June 6, 2023 (Tuesday) 9:00 a.m. Location: 18F-7, No. 248, Sec. 2, Yong Hua Road, An Ping District Tainan City (The Company's Yonghua Conference

District, Tainan City (The Company's Yonghua Conference

Room)

Method: Physical shareholders' meeting

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Myson Century, Inc.

The Procedure for the 2023 General Meeting of Shareholders

- I. Call Meeting to Order
- II. Chairman's Message
- III. Matters to Be Reported
- IV. Ratifications
- V. Matters for Discussion
- VI. Provisional Motion
- VII. Adjournment

Myson Century, Inc.

Agenda of 2023 General Meeting of Shareholders

Date of meeting: 9:00 am, June 6, 2023 (Tuesday)

Location: 18F-7, No. 248, Sec. 2, Yong Hua Road, An Ping District, Tainan City (The Company's Yonghua Conference Room)

- I. Report the number of shares represented and declare meetings convened.
- II. Chairman's opening remarks

III. Report Items:

- (I) Business status in 2022.
- (II) Audit Committee's review report on 2022 financial statements.
- (III) The motion for progress on the implementation of a "sound operational plan" in 2022 for capital reduction to cover losses.
- (IV) The motion for not to proceed with the private placement of common shares approved by the General Meeting of Shareholders in 2022.

IV. Ratification:

- Motion 1: Motion for ratification on 2022 business report and financial statements.
- Motion 2: Motion for ratification on loss recovery in 2022.

V. Matters to be discussed:

- Motion 1: Motion for private placement of common shares.
- Motion 2: Motion for amendments to the Company's Articles of Incorporation.
- Motion 3: Motion for repealing and redefining the "Rules of Procedure for Shareholders Meetings".
- Motion 4: Motion for amendments to the Company's "Procedures for Acquisition and Disposal of Assets".

VI. Extraordinary Motion

VII. Adjournment

Report Items

Cause: (I) Report on business status in 2022.

Note: Please refer to Page 12~13 of the Handbook .

Cause: (II) Audit Committee's review report on 2022 financial statements.

Explanation: Please refer to Page 14 of the Handbook.

Cause: (III) The motion for progress on the implementation of the "sound operational plan" in 2022 for capital reduction to cover losses.

Explanation: Regarding seeking suppliers to develop new products in the sound operational plan in 2022 for capital reduction to cover losses, there has been no significant progress as suppliers were not keen on participation due to the impact of the pandemic. However, as the outbreak subsided and lockdowns were lifted, we will continue or revise its sound operational plan depending on the actual situation.

Cause: (IV) The motion for not to proceed with the private placement of common shares approved by the General Meeting of Shareholders in 2022.

Explanation: 1. According to Article 43-6 of the Securities and Exchange Act, the Company's private placement of common shares for 2022, approved by the shareholders' meeting held on May 31, 2022, shall be carried out one year before the expiration of the date of the resolution of the shareholders' meeting.

2. Due to the impact of COVID-19 and the approaching deadline, the Company will not continue to carry out the private placement plan within the remaining deadline.

Ratification

Motion 1: Motion for ratification on 2022 business report and financial statements. (Proposed by the Board of Directors)

Note: 1. The Company's 2022 financial statements were audited by Tien Chung-Yu and Lin Tzu-Yu, CPAs of PwC Taiwan. The aforementioned financial statements, along with the business report, have been audited by the Audit Committee, with a written report issued.

2. Please refer to Page 15~32 of the Handbook.

Resolution:

Motion 2: Motion for ratification on the Company's loss recovery in 2022. (Proposed by the Board of Directors) Explanation: For the 2022 statement of loss recovery, please refer to Page 33 of the Handbook. Resolution:

Matters to be discussed:

Motion 1: Motion for private placement of common shares. (Proposed by the Board of Directors)

Explanation: 1. In order to enrich the working capital for the purpose of improving financial structure and future development, and to consider the timeliness, convenience, issuance cost, and stability of equity in raising capital, the Company intends to carry out a private placement of common shares in accordance with Article 43-6 of the Securities and Exchange Act, with an issue limit of no more than 20,000 shares, at a par value of NT\$10 per share.

- 2. The basis and rationality of the pricing method: The issuance price of the common shares in this private placement shall be no less than 80% of the prices calculated on the following two bases before the pricing date, whichever is higher. The price of the private placement shall be determined within the range of not less than the majority of the resolution made by the shareholders' meeting to be authorized to the Board of Directors in the future in consultation with specific placees and the prevailing market conditions and the following pricing principles:
 - (1) The simple average closing price of the common shares of the TWSE listed or TPEx listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

- (2) The simple average closing price of the common shares of the TWSE listed or TPEx listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- 3. The price per share of the private placement common shares may be lower than the par value. The Company bases on the aforementioned pricing principles. However, if the actual issue price might possibly be lower than the par value of the shares in the future due to the prevailing market conditions, the pricing method shall be determined in accordance with the relevant laws and regulations and shall be reasonable. If such occurrences, the impact on shareholders' equity would be the accumulated losses arising from the difference between the actual private placement price and the face value. If the increase in the Company's accumulated losses result in an impact on shareholders' equity, it will be treated as a reduction in capital to cover the losses or a gain from future operations to cover the losses by way of earnings or capital surplus, depending on the Company's future operations and market conditions.
- 4. Placees: Certain persons who meet the requirements defined in Article 43-6 of the Securities and Exchange Act and the Order No. 1-Cai-Zheng-Yi-Zi-0910003455 dated June 13, 2002 issued by the Financial Supervisory Commission.

The current list of placees is tentatively set as:

Placee	Relationship with the Company		
Chang, Yu-Ming	Representative of the director of the		
	Company, the Company's chairman		
Sun Yad Construction Co., Ltd.	Parent company of the Company		
U-BEST Innovative Technology	Subsidiary company of the Company		
Co., Ltd.			
Huo Jui Investment Co. Lit.	The Company's chairman; its chairman		
	and the representative of the director of		
	the Company are the same person.		
Chi Hang Investment Co., Ltd.	Its chairman and the representative of the		
	director of the Company are		
	the same person.		
Zhong Qing Technology Co.,	Its chairman and the representative of the		
Ltd.	director of the Company are		
	the same person.		
Chin Hung Co., Ltd.	Its chairman and the representative of the		
	director of the Company are		
	the same person.		

A corporate placee shall specify the following:

Top ten shareholders of Sun Yad Construction Co. Ltd.

Top ten snarenoiders of sun Yad Construction Co., Ltd.					
Name of shareholder	Share holding	Relationship with the Company			
	ratio				
Chung Ching Technology Co. Ltd.	8.64%	Its chairman and the representative of the director of the Company are the same person.			
U-BEST Innovative Technology Co., Ltd	7.77%	Subsidiary company of the Company			
Chi Hang Investment Co., Ltd.	5.32%	Its chairman and the representative of the director of the Company are the same person.			
Huo Jui Investment Co. Lit.	2.71%	The Company's chairman; its chairman and the representative of the director of the Company are the same person.			
Tseng Chieh-Wei	1.36%	None			
Chin Hung Co., Ltd.	1.20%	Its chairman and the representative of the director of the Company are the same person.			
Chang, Yu-Ming	1.06%	Representative of the director of the			

		Company, the Company's chairman
Feei Cherng Enterprise Co., Ltd.	0.97%	Subsidiary of the Company
Chen Ya-Chin	0.96%	None
Chang Chao Su-Chu	0.85%	None

Top ten shareholders of U-BEST Innovative Technology Co., Ltd.

Name of shareholder	Share holding	Relationship with the Company
	ratio	
Sun Yad Construction Co., Ltd.	16.14%	Parent company of the Company
Tsang Chun-Jung	2.10%	None
Chen Wen-Kuang	1.45%	None
Chen Su-Ling	0.99%	None
Gong Song-Quan	0.94%	None
Chen Fu-Hsing	0.90%	None
Guo Zhe-Liang	0.87%	None
		Its chairman and the representative of
Chung Ching Technology Co. Ltd.	0.61%	the director of the Company are the
		same person.
Tseng Chen Dui-Yu	0.57%	None
Yang Yuan-Wen	0.55%	None

Top ten shareholders of Huo Jui Investment Co. Ltd.:

Name of shareholder	Share holding	Relationship with the Company		
	ratio			
Chang Yu-Ming	48.90%	Representative of the director of the		
Chang Fu-Ming	40.9070	Company, the Company's chairman		
		First-degree relative of the legal		
Chang Bai-Hong	24.50%	representative of the Company's		
		Chairman		
		First-degree relative of the legal		
Chang Jen-Wei	24.50%	representative of the Company's		
		Chairman		
Chang Hui-Fen	2.10%	General Manager of the Company		

Top ten shareholders of Chi Hangi Investment Co. Ltd.:

Name of shareholder	Share holding	Relationship with the Company
	ratio	
Cl. D. H	21.400/	First-degree relative of the legal
Chang Bai-Hong	21.48%	representative of the Company's Chairman
Chang Ion Wai	21.48%	First-degree relative of the legal representative of the Company's
Chang Jen-Wei	21.4870	Chairman
I -: V: O:	16.000/	First-degree relative of the legal
Lai Xiu-Qiong	16.00%	representative of the Company's
		Chairman
CI V CI:	12 000/	Second-degree relative of the legal
Chang Yu-Ching	12.00%	representative of the Company's
		Chairman
	44.000/	Second-degree relative of the legal
Chang Yu-Chen	11.00%	representative of the Company's
		Chairman
	10.000/	Second-degree relative of the legal
Chang Yueh-Hua	10.28%	representative of the Company's
		Chairman
		First-degree relative of the legal
Chang Chao Su-Chu	6.28%	representative of the Company's
		Chairman

Chang Yu-Ming	1.00%	Representative of the director of the Company, the Company's chairman
Chang Hui-Fen	0.48%	General Manager of the Company

Top ten shareholders of Chung Ching Technology Co. Ltd.

Name of shareholder	Share holding	Relationship with the Company		
	ratio			
Chang Yu-Ming	39.92%	Representative of the director of the		
Chang in while	37.7270	Company, the Company's chairman		
		First-degree relative of the legal		
Chang Jen-Wei	22.415%	representative of the Company's		
		Chairman		
		First-degree relative of the legal		
Chang Bai-Hong	20.29%	representative of the Company's		
		Chairman		
Chang Hui-Fen	13.06%	General Manager of the Company		
		Second-degree relative of the legal		
Chang Yueh-Hua	3.470%	representative of the Company's		
		Chairman		
		Second-degree relative of the legal		
Chang Yu-Chen	0.295%	representative of the Company's		
		Chairman		
		Second-degree relative of the legal		
Chang Shuo-Wen	0.270%	representative of the Company's		
_		Chairman		
		First-degree relative of the legal		
Lai Xiu-Qiong	0.270%	representative of the Company's		
		Chairman		
		The chairman is a second-degree		
City Family Co., Ltd.	0.010%	relative of the legal representative of		
		the Company's Chairman		

Top ten shareholders of Chin Hung Co., Ltd.

Name of shareholder	Share holding	Relationship with the Company
	ratio	
Chang Hui-Fen	39.98%	General Manager of the Company
Chang Bai-Hong	25.00%	First-degree relative of the legal representative of the Company's Chairman
Chang Jen-Wei	25.00%	First-degree relative of the legal representative of the Company's Chairman
Chang Yu-Ming	10%	Representative of the director of the Company, the Company's chairman

- 5. The private placements will be conducted in 3 installments within one year from the date of resolution by the shareholders' meeting. It is intended that the shareholders' meeting will authorize the Board of Directors with full discretion to handle the private placement depending on the Company's operational planning needs and market conditions. The uses of funds from each private placement and the expected benefits are as follows:
 - (1) Purpose of capital: To enrich the working capital.
 - (2) Expected benefits: The private placement is to respond to industry changes and strengthen the Company's operating health and competitiveness, and is expected to improve the financial structure, facilitate the stable growth of the Company's operations, posing positively to shareholders' equity.
- 6. The quota for the private placement of 20,000,000 common shares has exceeded 136% of the paid-in capital. The placees of the private placement are the insiders of the Company. The

- private placement should not result in changes in the operating rights and has no impact on shareholders' equity.
- 7. If there is a need to revise the pricing date, issue price, number of shares to be issued, amount to be raised, planned projects, expected progress of capital utilization and expected benefits and other related matters due to the opinions of the competent authorities or changes in laws and regulations and objective circumstances, it is intended that the shareholders' meeting will authorize the Board of Directors to handle such matters at full discretion.

Resolution:

Motion 2: Motion for amendments to the Company's Articles of Incorporation. (Proposed by the Board of Directors)

Explanation: 1. Amendments to the Company's Articles of Incorporation in line with the Company's future business plan.

2. For the "Comparison table before and after the amendments to the Articles of Incorporation", please refer to Page 34-35 of the Handbook.

Resolution:

Motion 3: Motion for repealing and redefining the "Rules of Procedure for Shareholders Meetings". (Proposed by the Board of Directors)

Explanation: 1. To enhance corporate governance and protect the interests of shareholders, the Company has amended its "Rules of Procedure for Shareholders Meetings" in accordance with the sample template announced by the authority.

- 2. In view of the fact that the original Rules for Shareholders' Meeting is no longer in compliance with the existing laws and practices, the Company intends to repeal the original provisions and make new ones.
- 3. For reformulation of the "Rules of Procedure for Shareholders Meetings", please refer to Page 36-42 of the Handbook.

Resolution:

Motion 4: Motion for amendments to the Company's "Procedures for Acquisition and Disposal of Assets".

Explanation: 1. Amended according to the needs of practical operation.

2. For the "Comparison Table Before and After the Amendments to the Procedures for Acquisition and Disposal of Assets", please refer to Page 43-48 of the Handbook.

Resolution:

Extraordinary Motion

Meeting adjourned

Appendix

Business Report

I. The 2022 business results:

Parent Company Only Unit: NT\$ thousand Product Type 2022 2021 Increase (Decrease) Variation Ratio 7,526 4,009 3,517 87.73 Operating Revenue Operating Gross Profit 8,214 4,607 127.72 3,607 Net Operating Loss (21,421)(29,681)8,260 (27.83)Profit (loss) before tax (2,671)(30,008)27,337 (91.10)

 Consolidated
 Unit: NT\$ thousand

 Product Type
 2022
 2021
 Increase (Decrease)
 Variation Ratio

 Operating Revenue
 18,432
 13,989
 4,443
 31.

31.76 16,791 5,335 214.73 Operating Gross Profit 11,456 Net Operating Loss (13,281)(28,812)15,531 (53.90)(30,008)(2,671)27,337 (91.10)Profit (loss) before tax

Unit: NTD thousand

Product Type	2022 Revenue	Proportion of revenue%	2021 turnover	Proportion of revenue%
Integrated Circuit Products	7,526	40.83	4,009	28.65
Digital surveillance system products	10,906	59.17	9,980	71.35
Total	18,432	100.00	13,989	100.00

The Company's main business includes the design, production and sale of integrated circuits and digital monitoring systems . The total consolidated net operating revenues of 2022 increased significantly by 31.76% compared to the previous year. Within the total consolidated revenue, the revenue from ICs was \$7,526 thousand, accounting for 40.83% of the total revenue, and the revenue from digital surveillance system products was \$10,906 thousand, accounting for 59.17% of the total revenue. The reason for the increase in revenue of its product lines compared to the previous year is the destocking of products in 2022.

The consolidated operating expenses for 2022 were NT\$30,072 thousand, a decrease of NT\$4,075 thousand from the previous year, mainly due to the organizational restructuring. The consolidated net non-operating expenses for 2022 were NT\$10,610 thousand, a decrease of NT\$11,806 thousand from the net non-operating expenses of NT\$1,196 thousand in the previous year, mainly due to the increase in rental income and dividend income. Based on the above, the net loss totaled NT\$2,671 thousand in 2022, with a net loss of NT\$2,671 thousand or a loss per share of NT\$0.18 attributed to owners of the parent company. The Company's capital amounted to NT\$147,000 thousand after the reduction.

II. Implementation of operating income and expense budget:

As the Company did not prepare financial forecasts for 2022, there is no need to disclose the implementation status.

III. Summary of the 2023 business plan

In 2023, the Company made great efforts to destock and reorganize to reduce operating costs.

The Company's business goals 2023 are as follows:

- 1. We will continue to carry out reorganization, inventory reduction, operating cost reduction, thus decreasing losses.
- 2. Under the principle of prudence, we will continue to explore new service items proactively in the hope that they will be a momentum for operation and can be developed into independent and profitable businesses, thus benefiting the growth of the Company's image.

Lastly, I would like to thank all the shareholders for their trust and support over the years. In the face of tough challenges, we will continue to work hard and look forward to your continued support.

Chairman: Chang Yu-Ming General Manager: Chang Yu-Ming Chief Accounting Officer: Chu Li-Chuan







The Board of Directors prepared the Company's 2022 business report, motions for the parent company only report and consolidated financial report. Among them, the parent company only financial report and consolidated financial report were audited by CPAs Tien Chung-Yu and Lin Tzu-Yu of PwC Taiwan, with an audit report issued thereafter, together with the financial statements, and the statement of loss for 2022. The Audit Committee has reviewed the aforementioned financial statements and found no inconsistency. These reports have been prepared in accordance with Article 219 of the Company Act.

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Myson Century, Inc. 2023 General Meeting of Shareholders

Chairman of the Audit Committee: Hsu, Shou-Te

February 24, 2023

Independent Auditor's Report

(112)Tsai-Shen-Pao-Tzu No. 22004103

To Myson Century, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Myson Century, Inc. and its subsidiaries(hereinafter referred to as the Group) as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, parent company only statements of changes in equity, consolidated statements of cash flows as of January 1 to December 31, 2022 and 2021, and notes to the consolidated financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and the audit reports of other public accountants, the above-mentioned parent company only financial statements present fairly, in all material aspects, the consolidated financial position of Myson Century, Inc. as of December 31, 2022 and 2021, and its consolidated financial performance and consolidated cash flows as of January 1 to December 31, 2022 and 2021 in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers," IFRSs, IASs, IFRICs, SICs approved and issued into effect by the FSC.

Basis for Opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants," and the auditing standards in the Republic of China. Our responsibility under such standards will be further explained in the section titled "Independent accountant's responsibilities for the audit of the consolidate financial statements." Our staffs subject to the independence requirements are complied with the Codes of Professional Ethics for Certified Public Accountants in the Republic of China, independent of the Group, and have fulfilled other ethical responsibilities in accordance with the Codes. 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 refer to those matters that, in our professional judgment, were of most significance in the audit of 2022 parent company only financial statements of the Group. 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.

The Group's key audit matters for 2022 are as follows:

Key audit matters- bank deposit audit

Description

For the accounting policies on cash and cash equivalents, please refer to Notes 4, (VI) Cash Equivalents and 4, (VIII) Financial Assets at Amortized Cost in the consolidated financial statements, respectively. For the amount of cash and cash equivalents and related disclosures, please refer to Note 6, (I) Cash and Cash Equivalents, Note 6, (III) Financial assets at amortized cost, and Note 8, Pledged assets of the consolidated financial statements. On December 31, 2022, the balances of Bank deposits and restricted time deposits were NT\$35,885 thousand and NT\$1,750 thousand, respectively.

Because bank deposit balances have a significant impact on consolidated financial statements, and the Group has deposits with numerous financial institutions, there is a high degree of liquidity risk. In addition, it is necessary to determine whether the time deposits meet the definition of short-term, highly liquid deposits that can be readily converted to certain amount of cash with minimal changes in value before they can be recognized as cash and cash equivalents, or reclassified to the appropriate accounts based on the guarantee status. These bank deposits accounted for 20.4% of the total assets. Therefore, the audit of bank deposits was considered to be the most critical issue for the audit this year.

Responsive audit procedures

The main procedures that we made for the specific scope of the key audit matter described above are set out below:

1. We verified the bank statements and sent confirmation letters to verify the existence of bank deposits, and the rights and obligations between Company and the financial institutions, as well as the provision of guarantees.

We verified the authenticity of essential information regarding the recipients of bank confirmation letters.

For bank accounts with frequent transactions, we conducted cash transaction tests on those with high amounts, which includes understanding the purpose of the bank account, confirming the nature of the transaction is necessary for the Company's operations, and reviewing relevant documents.

4. Review the appropriateness of the classification.

Other Matter - Parent Company Only Financial Report

For your reference, Myson Century Group has prepared its parent company only financial statements for the years 2022 and 2021, and we have issued an unqualified audit report thereon.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the FSC, and for such internal control as management determines is necessary to enable the preparation of the parent company only 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 operation, 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.

Independent accountant's 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 a report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing principles of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. Such misstatements 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 auditing principles of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the financial report, 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 and the directors.
- 4. Conclude on the appropriateness of the directors' 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 auditor's 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 auditor's 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 financial report, 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 the directors, 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 stated in the Codes of Professional Ethics for Certified Public Accountants in the Republic of China, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine the key audit matters for the Group's 2022 consolidated financial statements. We describe these matters in our auditor's 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.

CPA

PricewaterhouseCoopers, Taiwan

Financial Supervisory Commission

Approval No.: Chin-Kuan-Cheng-shen-Tzu No.1070323061 Former Securities Commission of the Ministry of Finance

Approval No.: (82) Tai-Tsai-cheng (6)No.44927

February 24, 2023

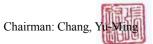


]	December 31, 2022		December 31, 2021	
	Assets	Notes	- A	Amount	%	Amount	%
	Current assets						
1100	Cash and cash equivalents	VI (I)	\$	30,125	16	\$ 30,678	17
1136	Financial assets at amortized cost - current	VI (III)	ý.	5,850	3	20,100	11
1170	Accounts receivable, net	VI (IV)		3,830	3	555	11
1180	Accounts receivable - related parties, net	7		- 0.000	-	333	-
1200	Other receivables			9,969	6	-	-
1220	Current tax assets for the period			3 30	-	2	-
130X	Inventory	VI (V)		30	-	170	-
1410	Prepayments			-	-	2	-
1470	Other current assets			1,368	1	105	-
11XX	Total current assets			140		3	
	Non-current assets			47,485	26	51,615	28
1517	Financial assets at fair value through other	VI (II)					
1535	comprehensive income/loss - non-current Financial assets at amortized cost - non-current			85,997	47	77,638	42
		VI (I)(III)&VIII		1,750	1	1,744	1
1600	Property, plant and equipment	VI (VII) & VIII		38,063	20	39,995	21
1755	Right-of-use assets	VI (VIII) & VII		10,666	6	14,942	8
1780	Intangible assets	VI (X)		167	-	389	-
1920	Refundable deposits	7		97	_	97	-
15XX	Total non-current assets			136,740	74	134,805	72
1XXX	Total assets		<u> </u>	184,225	100	\$ 186,420	100
			-	10 1,220		Ţ 100, 120	

(Continued)



			I	December 31, 2022		December 31, 2021	
	Liabilities and equity	Notes		Amount	%	Amount	%
	Current liabilities	-					
2130	Contract liabilities - current	VI (XVII) & VII	\$	172		\$ 84	
2170	Accounts payable			1/2	-	91	_
2200	Other payables	VI (XI)		7,096	4	6,632	4
2280	Leasing liabilities - current	VI (VIII) & VII		7,090	1	709	+
2320	Long-term liabilities due within one year or one	VI (XII) & VIII			-	709	-
2399	business cycle Other current liabilities -other			2,085	1	-	-
21XX	Total current liabilities			33		40	
	Non-current liabilities		-	10,166	6	7,556	4
2540	Long-term borrowings	VI (XII) & VIII					
2580	Leasing liabilities - non-current	VI (VIII) & VII		32,883	18	-	-
2645	Guarantee deposits received	75 (7) 22 7		9,671	5	14,552	8
25XX	Total non-current liabilities			9,044	5	36	
2XXX	Total liabilities			51,598	28	14,588	8
ZAAA				61,764	34	22,144	12
	Equity attributable to owners of the parent company Share capital						
3110	Share capital - common stock	VI (XIV)		147,000	80	600,000	322
3200	Capital surplus	VI (XV)		103	80	4,660	3
	Retained earnings	VI (II) (XV) (XVI)		103	-	4,000	3
3320	Special reserve			-	_	196	_
3350	Accumulated deficit		(4,386) (3)	(457,753)	(246)
3400	Other equity	VI (II)	(20,256) (11)	17,173	9
3XXX	Total equity			122,461	66	164,276	88
	Significant events after the balance sheet date	10		122,401		104,270	
3X2X	Total liabilities and equity		\$	184,225	100	\$ 186,420	100



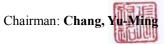




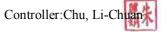


Unit: NTD thousand (Except for loss per share expressed in New Taiwan Dollar)

			2022			2021			
	Item	Notes		Amount	%		Amount		%
4000	Operating Revenue	VI (XVII) & VII	\$	18,432	100	\$	13,989		100
5000	Operating Cost	VI (V)	(1,641) (9)	(8,654)	(62)
5900	Operating Gross Profit		`	16,791	91	`	5,335	_	38
	Operating Expense	VI (VIII) (X) (XIII) (XXII) (XXIII), VII & XII					<u> </u>		
6100	Selling expenses		(822) (4)	(147)	(1)
6200	Administrative expenses		Ì	29,250) (159)	(34,067)	(244)
6300	Research and development expenses		`	=		(33)	`	_
6450	Gain on expected credit loss			-	_		100		1
6000	Total operational expenses		(30,072) (163)	(34,147)	(244)
6900	Operating losses		(13,281) (72)	(28,812)	(206)
	Non-operating Revenue and Expense		`			`		_	
7100	Interest revenue	VI (III) (XVIII)		116	1		292		2
7010	Other income	VI (II) (IX)							
7020	04 : 11	(XIX)		10,410	56		1,221		9
7020 7050	Other gains and losses Finance cost	VI (VIII) (XX)		752	4	(2,455)	(18)
/050	Finance cost	VI (VIII) (XXI) & VII	(668) (4)	(254)	(2)
7000	Total non-operating income and expenses	W 1 1		10,610	, 57	(1,196)	(<u> </u>
8200	Net loss for the period		(\$	2,671) (15)	(\$	30,008)	$\overline{}$	215)
	Other comprehensive income (loss)					<u> </u>		_	
8316	Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other	VI (II)							
	comprehensive income/loss		(\$	39,144) (212)	\$	17,860		128
8300	Other comprehensive income (net)		(\$	39,144) (212)	\$	17,860		128
8500	Total comprehensive income/loss for the period Net loss attributable to:		(\$	41,815) (227)	(\$	12,148)	(87)
8610	Owners of the parent		(¢	2 (71)	15)	(6	20,000	,	215)
0010	Total comprehensive income/loss attributable to:		(<u>\$</u>	2,671) (15)	(<u>\$</u>	30,008)	<u>_</u>	215)
8710	Owners of the parent		(\$	41,815) (227)	(<u>\$</u>	12,148)	(<u>87</u>)
	Loss per share	VI (XXV)							
9750	Basic and diluted		(\$		0.18)	(\$			2.04)

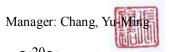






					Equity attrib	outable to o	wners of the par	ent compa	ny				
							Retained	earnings		Ot	her equity		
										Unrealiz	ed gain or losses		
										on financ	cial assets at fair		
										value	through other		
		ÇI	hare capital - common								hensive income		
	37.		•			C			1 . 1 1 6 .	-			m . 1
	Note	<u>S</u>	stock	Cap	oital surplus	Spec	cial reserve	Accun	nulated deficit	Pro	ofit or loss		Total equity
2021													
2021 Balance - January 1, 2021		\$	600,000	¢	4,660	9	196	(\$	428,432)	•	_	•	176,424
Net loss of 2021		<u>φ</u>	- 000,000	Ψ	- ,000	Ψ	170	(4	30,008	Φ		(30,008
Other comprehensive income/loss of 2021	VI (II)		_		_		_	(50,000)		17,860	(17,860
Total comprehensive income/loss of 2021	VI (II)	_						(30,008)		17,860	_	12,148)
Disposal of financial instrument measured at	VI (II)	_							30,000		17,000		12,140
fair value through other comprehensive	VI (II)												
income			_		_		_		687	(687)		_
Balance - December 31, 2021		\$	600,000	\$	4,660	\$	196	(\$	457,753)	\$	17,173	\$	164,276
2022		<u>*</u>	***,***	*	.,	<u> </u>		(4	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u> </u>	-,,-,-	*	
Balance at January 1, 2022		\$	600,000	\$	4,660	\$	196	(\$	457,753)	\$	17,173	\$	164,276
Net loss of 2022		<u>*</u>	-	*		-		(2,671)	-	-	_	2,671)
Other comprehensive income/loss of 2022	VI (II)		_		-		-	(_,,,,,	(39,144)	ì	39,144)
Total comprehensive income/loss of 2022	· /	_	=	-	_	-		(2,671)		39,144)		41,815)
Capital reduction to cover losses	VI (XIV)	(453,000)	_	-			453,000			`	
Capital surplus to cover losses	VI (XV)	,	´ - ´	(4,557)		-		4,557		-		-
Special reserve to cover losses	VI (XVI)		-	`	- 1	(196)		196		-		-
Disposal of financial instrument measured at	VI (II)												
fair value through other comprehensive													
income			_		_		_	(1,715)		1,715		_
Balance at December 31, 2022		\$	147,000	\$	103	\$	_	(\$	4,386)	(\$	20,256)	\$	122,461







	Notes		2022	2021
Cash flows from operating activities Net loss before tax of the period Adjustments		(\$	2,671) ((\$ 30,008)
Profit/loss				
Foreign exchange gain (loss)		(358)	2,152
Expected credit impairment loss /gain on reversal	XII		- ((100)
Gain on price recovery of inventory	VI (V)	(19,307) ((1,178)
Gains on lease modification	VI (VIII) (XX)	(548)	-
Depreciation expense	VI (VII) (VIII)		2.004	2.674
Amortization expense	(XXII) VI (X) (XXII)		2,684 222	2,674 208
Interest revenue	VI (XVIII)	(116) (292)
Dividend revenue	VI (II) (XIX)	(5,067) (,
Interest expense	VI (XXI)		668	254
Changes in operating assets/liabilities				
Changes in operating assets, net				
Accounts receivable			555	28
Accounts receivable - related parties		(9,969)	-
Other receivables Inventory		(1) 19.309	171 5.797
Prepayments		(1,263)	3,797
Other current assets		(137)	-
Changes in operating liabilities, net			,	
Contract liabilities - current			88 (2,902)
Accounts payable		(91)	18
Other payables			464	3,707
Other current liabilities		<u> </u>	7) (93)
Cash outflow generated from operating activities Interest received		(15,545) (116	16,487
Dividends received			5,067	424 137
Income taxes received			140	313
Interest paid		(668) (254)
Income taxes paid			- ´ (170)
Cash outflow generated from operating activities		(10,890) (16,037)
Cash flows from investing activities		·		
Acquisition of financial assets at fair value through other				
comprehensive income/loss	VII (II)	(87,319) (81,007)
Disposal of financial assets at fair value through other comprehensive income/loss	V1 (11)		39.816	21,229
Decrease in financial assets at amortized cost - current			14,244	71,019
Cash paid for property, plant, and equipment			- (138)
Acquisition of intangible assets	VI (X)		- (103)
Increase in refundable deposits			<u>-</u> (97
Net cash inflow (outflow) from investing activities		(33,259)	10,903
Cash flows from financing activities				
Repayment of lease principal	VI (XXVI)	(738) (504)
Long-term borrowings Repayment of long-term borrowings	VI (XXVI) VI (XXVI)	(36,000 1,032)	-
Increase of guarantee deposits received	VI (XXVI) VI (XXVI)	(9,008	6
Net cash inflow (outflow) from financing activities	VI (AAVI)	-	43,238 (498)
Effects of exchange rates			358	2.152
Decrease of cash and cash equivalents of the period		(553) (7,784
Cash and cash equivalents, beginning of period	VI (I)		30,678	38,462
Cash and cash equivalents, end of period	VI (I)	\$	30,125	\$ 30,678

Independent Auditors' Report and 2022 Parent Company Only Financial Statements

Independent Auditor's Report

(112)Tsai-Shen-Pao-Tzu No. 22004028

To Myson Century, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Myson Century, Inc. as of December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, parent company only statements of changes in equity, parent company only statements of cash flows as of January 1 to December 31, 2022 and 2021, and notes to the parent company only financial statements (including a summary of significant accounting policies).

In our opinion, based on our audit results and the audit reports of other public accountants, the above-mentioned parent company only financial statements present fairly, in all material aspects, the parent company only financial position of Myson Century, Inc. as of December 31, 2022 and 2021, and its parent company only financial performance and parent company only cash flows as of January 1 to December 31, 2022 and 2021 in accordance with "Regulations Governing the Preparation of Financial Reports by Securities Issuers."

Basis for Opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants," and the auditing standards in the Republic of China. Our responsibility under such standards will be further explained in the section titled "Independent accountant's responsibilities for the audit of the parent company only financial statements." Our staffs subject to the independence requirements are complied with the Codes of Professional Ethics for Certified Public Accountants in the Republic of China, independent of Myson Century, Inc., and have fulfilled other ethical responsibilities in accordance with the Codes. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Kev Audit Matters

Key audit matters refer to those matters that, in our professional judgment, were of most significance in the audit of Myson Century, Inc. 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters of Myson Century's 2022 parent company only financial statements are as follows:

Key audit matters- bank deposit audit

Description

For the accounting policies on cash and cash equivalents, please refer to Notes 4, (V) Cash Equivalents and IV, (VII) Financial Assets at Amortized Cost in the parent company only financial statements, respectively. For the amount of cash and cash equivalents and related disclosures, please refer to Note 6, (I) Cash and Cash Equivalents, Note 6, (III) Financial assets at amortized cost, and Note 8, Pledged assets of the parent company only financial statements. On December 31, 2022, the balances of bank deposits and restricted time deposits were NT\$23,025 thousand and NT\$1,750 thousand, respectively.

Because bank deposit balances have a significant impact on parent company only financial statements, and Myson Century, Inc. has deposits with numerous financial institutions, there is a high degree of liquidity risk. In addition, it is necessary to determine whether the time deposits meet the definition of short-term, highly liquid deposits that can be readily converted to certain amount of cash with minimal changes in value before they can be recognized as cash and cash equivalents, or reclassified to the appropriate accounts based on the guarantee status. These bank deposits accounted for 13.5% of the total assets. Therefore, the audit of bank deposits was considered to be the most critical issue for the audit this year.

Responsive audit procedures

The main procedures that we made for the specific scope of the key audit matter described above are set out below:

- 1. We verified the bank statements and sent confirmation letters to verify the existence of bank deposits, and the rights and obligations between Company and the financial institutions, as well as the provision of guarantees.
- 2. We verified the authenticity of essential information regarding the recipients of bank confirmation letters.
- 3. For bank accounts with frequent transactions, we conducted cash transaction tests on those with high amounts, which includes understanding the purpose of the bank account, confirming the nature of the transaction is necessary for the Company's operations, and reviewing relevant documents.
- 4. Review the appropriateness of the classification.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

In preparing the parent company only financial statements, management is responsible for assessing Myson Century'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 Myson Century or to cease operation, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee, are responsible for overseeing Myson Century's financial reporting process.

Independent accountant's responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing principles of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. Such misstatements 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 parent company only financial statements.

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

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

We communicate with the directors, 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 stated in the Codes of Professional Ethics for Certified Public Accountants in the Republic of China, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine the key audit matters for Myson Century's 2022 parent company only financial statements. We describe these matters in our auditor's 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.

PricewaterhouseCoopers, Taiwan



Financial Supervisory Commission

Approval No.: Chin-Kuan-Cheng-shen-Tzu No.1070323061 Former Securities Commission of the Ministry of Finance

Approval No.: (82) Tai-Tsai-cheng (6)No.44927

February 24, 2023



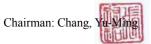
		Constitution		December 31, 2022		December 31, 2021	
	Assets	Notes		Amount	%	Amount	%
	Current assets	<u>.</u>					
1100	Cash and cash equivalents	VI (I)	\$	21,436	12	\$ 22,422	12
1136	Financial assets at amortized cost - current	VI (III)	Φ	1,649	12	20,100	11
1170	Accounts receivable, net	VI (IV)		1,049	1	,	11
1180	Accounts receivable - related parties, net	VII		-	-	555	-
1200	Other receivables			7,074	4	-	-
1220	Current tax assets for the period			3	-	3	-
1410	Prepayments			30	-	170	-
1470	Other current assets			165	-	87	-
11XX	Total current assets			136		_	
IIAA				30,493	17	43,337	23
	Non-current assets						
1517	Financial assets at fair value through other comprehensive income/loss - non-current	VI (II)		85,997	47	77,638	42
1535	Financial assets at amortized cost - non-current	VI (I)(III)&VIII		1,750	1	1,744	1
1550	Investments accounted for under the equity	VI (VI)		,	_	,	
1600	method Property, plant and equipment	VI (VII) & VIII		16,383	9	8,150	4
1755	Right-of-use assets	VI (VIII) & VII		38,063	20	39,995	22
1780	Intangible assets	VI (X)		10,666	6	14,942	8
1920	Refundable deposits	VI(X)		167	-	389	-
		VII		97		97	
15XX	Total non-current assets			153,123	83	142,955	77
1XXX	Total assets		\$	183,616	100	\$ 186,292	100

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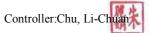


December 31, 2021

	Liabilities and equity Current liabilities	Notes	A	mount	%	Amount	%
-	Current liabilities						
	Current natimites						
2170	Accounts payable		\$			\$ 91	
2200	Other payables	VI (XI)	J.	6,659	4	6,392	4
2280	Leasing liabilities - current	VI (VIII) & VII		780	4	709	4
2320	Long-term liabilities due within one year or one	VI (XII) & VIII			-	709	-
2399	business cycle Other current liabilities -other			2,085	1	-	-
21XX	Total current liabilities			33	-	36	
	Non-current liabilities			9,557	5	7,228	4
2540	Long-term borrowings	VI (XII) & VIII					
2580	Leasing liabilities - non-current	VI (VIII) & VII		32,883	18	-	-
2645	Guarantee deposits received	VII		9,671	5	14,552	8
25XX	Total non-current liabilities	V 11	-	9,044	5	236	
				51,598	28	14,788	8
2XXX	Total liabilities			61,155	33	22,016	12
	Equity						
	Share capital						
3110	Share capital - common stock	VI (XIV)		147,000	80	600,000	322
3200	Capital surplus	VI (XV)		103	_	4,660	3
	Retained earnings	VI (II) (XIV)				,,	
3320	Special reserve	(XV) (XVI)				196	
3350	Accumulated deficit			4,386) (2) (- 246
3400	Other equity	VI (II)	((2) ((246)
3XXX	Total equity		(20,256) (17,173	9
	Significant events after the balance sheet date	X		122,461	67	164,276	88
3X2X	Total liabilities and equity		\$	183,616	100	\$ 186,292	100









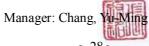
Myson Century, Inc. Parent Company Only Statements of Comprehensive Income

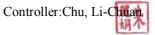
January 1 to December 31, 2022 and 2021

Unit: NTD thousand (Except for loss per share expressed in New Taiwan Dollar)

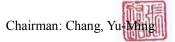
				2022			2021		
	Item	Notes		Amount	%		Amount		%
4000	Operating Revenue	VI (XVII) & VII	\$	7,526	100	\$	4,009		100
5000	Operating Cost	VI (V)		688	9	(402)	(10)
5900	Operating Gross Profit			8,214	109	-	3,607	_	90
	Operating Expense	VI (VIII) (X) (XIII) (XXII) (XXIII), VII & XII							
6100	Selling expenses		(694)	(9)	(17)		-
6200	Administrative expenses		(28,941)	(385)	(33,371)	(833)
6450	Gain on expected credit loss			-	-		100		2
6000	Total operational expenses		(29,635)	(394)	(33,288)	(831)
6900	Operating losses		(21,421)	(285)	(29,681)	(741)
	Non-operating Revenue and Expense		-			-		_	
7100	Interest revenue	VI (III) (XVIII)		81	1		290		7
7010	Other income	VI (II) (IX) (XIX) VII		10,398	138		1,451		36
7020	Other gains and losses	VI (VIII) (XX)		706		(2,090)	(52)
7050	Finance cost	VI (VIII) (XXI)					,,	`	- /
7070	Shares of profit (loss) of subsidiaries, associates and joint ventures accounted	& VII VI (VI)	(668)	(9)	(255)	(6)
	for under the equity method			8,233	109		277		7
7000	Total non-operating income and expenses			18,750	249	(327)	(8)
8200	Net loss for the period		(\$	2,671)	(36)	(\$	30,008)	(749)
	Other comprehensive income (loss)		1	•		1	•	_	
8316	Components not to be reclassified to profit or loss Unrealized gains and losses on valuation of investment in equity instruments measured at fair value through other comprehensive income/loss	VI (II)	(\$	39,144)	(520)	\$	17,860		446
8300	Other comprehensive income (net)		(\$	39,144)	(520)	\$	17,860		446
8500	Total comprehensive income/loss for the period		(\$	41,815)	(556)	(\$	12,148)	(303)
	Loss per share	VI (XXV)							
9750	Basic and diluted		(\$		0.18)	(\$			2.04)







				g-mounts			Retair	ned earnin	gs		Other equity		
	Notes		re capital - nmon stock	Capi	ital surplus	Spec	ial reserve	Accur	mulated deficit		alized income/loss ncial assets measured at FVOCI		Total equity
<u>2021</u>													
Balance - January 1, 2021		\$	600,000	\$	4,660	\$	196	(\$	428,432)	\$	<u>-</u>	\$	176,424
Net loss of 2021			-		-		-	(30,008)		-	(30,008)
Other comprehensive income/loss of 2021	VI (II)		<u>-</u>		<u>-</u>		<u>-</u>		<u>-</u>		17,860		17,860
Total comprehensive income/loss of 2021			_					(30,008)		17,860	(12,148)
Disposal of financial instrument measured at fair value through other comprehensive income	VI (II)		<u>-</u>		<u>-</u>		_		687	(687)		<u>=</u>
Balance - December 31, 2021		\$	600,000	\$	4,660	\$	196	(\$	457,753)	\$	17,173	\$	164,276
<u>2022</u>									_		<u> </u>		
Balance at January 1, 2022		\$	600,000	\$	4,660	\$	196	(\$	457,753)	\$	17,173	\$	164,276
Net loss of 2022			-		-		-	(2,671)		-	(2,671)
Other comprehensive income/loss of 2022	VI (II)		<u> </u>		<u>-</u>		<u>-</u>		<u>-</u>	(39,144)	(39,144)
Total comprehensive income/loss of 2022			_				_	(2,671)	(39,144)	(41,815)
Capital reduction to cover losses	VI (XIV)	(453,000)		-		-		453,000		-		-
Capital surplus to cover losses	VI (XV)		-	(4,557)		-		4,557		-		-
Special reserve to cover losses	VI (XVI)		-		-	(196)		196		-		-
Disposal of financial instrument measured at fair value through other comprehensive income	VI (II)		<u>-</u>		<u>-</u>		<u>-</u>	(1,715)		1,715		<u>-</u>
Balance at December 31, 2022		\$	147,000	\$	103	\$		(\$	4,386)	(\$	20,256)	\$	122,461



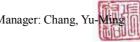






	Notes		2022	2021
Cash flows from operating activities				
Net loss before tax of the period		(\$	2,671) (\$	30,008)
Adjustments				
Profit/loss		,	150	2.001
Foreign exchange gain (loss) Gain on expected credit loss	XII	(158)	2,091 100)
Gain on price recovery of inventory	VI (V)	(11,605) (2,076)
Shares of loss (profit) of subsidiaries, associates and joint	VI (VI)	(11,005) (2,070)
ventures accounted for under the equity method	V1 (V1)	(8,233) (277)
Gains on lease modification	VI (VIII) (XX)	(548)	277)
Depreciation expense	VI (VIII) (XX)	(348)	-
Depreciation expense	(XXII)		2,684	2,674
A mortization armongo			2,004	2,074
Amortization expense Interest revenue	VI (X) (XXII) VI (XVIII)	(81) (290)
Dividend revenue	VI (XVIII) VI (II) (XIX)	(5,067) (,
		(137)
Interest expense	VI (XXI)		668	255
Changes in operating assets/liabilities				
Changes in operating assets, net			555	20
Accounts receivable, net			555	28
Accounts receivable - related parties		(7,074)	102
Other receivables			11.605	
Inventory			11,605	2,076
Prepayments		(78)	456
Other current assets		(136)	-
Changes in operating liabilities, net		,	01.)	27
Accounts payable		(91)	27
Other payables			267	3,603
Other current liabilities		}	3) (67
Cash outflow generated from operating activities		(19,744) (21,435)
Interest received			81	422
Dividends received			5,067	137
Income taxes received			140	313
Interest paid		(668) (255)
Income taxes paid		, 		170
Cash outflow generated from operating activities		(15,124) (20,988)
Cash flows from investing activities				
Acquisition of financial assets at fair value through other				
comprehensive income/loss		(87,319) (81,007)
Disposal of financial assets at fair value through other comprehensive	VI (II)			
income/loss			39,816	21,229
Decrease in financial assets at amortized cost - current			18,445	71,019
Acquisition of property, plant and equipment	VI (VII)		- (138)
Acquisition of intangible assets	VI (X)		- (103)
Increase in refundable deposits			<u> </u>	97)
Net cash inflow (outflow) from investing activities		(29,058)	10,903
Cash flows from financing activities				
Repayment of lease principal	VI (XXVI)	(738) (504)
Long-term borrowings	VI (XXVI)		36,000	-
Repayment of long-term borrowings	VI (XXVI)	(1,032)	-
Increase of guarantee deposits received	VI (XXVI)		8,808	6
Net cash inflow (outflow) from financing activities			43,038 (498)
Effects of exchange rates			158 (2,091)
Decrease of cash and cash equivalents of the period		(986) (12,674)
Cash and cash equivalents, beginning of period	VI (I)	*	22,422	35,096
Cash and cash equivalents, end of period	VI (I)	\$	21,436 \$	22,422
• • •	**			<u> </u>







Myson Century, Inc. Deficit Compensation Statement

Unit: NT\$

Item	Amount
Loss to be made up at beginning of period	(453,000,000)
Add: Capital reduction for loss recovery	453,000,000
Add: Net loss after tax for 2022	(2,670,926)
Add: Disposal of financial instrument measured at fair value through other comprehensive income	(1,714,948)
Deficit yet to be compensated – at the end of 2XXX	(4,385,874)

Chairman: Chang Yu-Ming General Manager: Chang Yu-Ming Chief Accounting Officer: Chu Li-Chuan







Myson Century, Inc.
Comparison Table Before and After the Amendments to the Articles of Incorporation (2023) **Shareholders' Meeting)**

Number of	Amendment	Current Provisions	Explanation of
Article	Amenument	Current Provisions	Amendment
Article 2	The business scope of the Company is as	The business scope of the Company is as	Amendments
	follows:	follows:	made in
	I. CC01080 Electronics Components	I. CC01080 Electronics Components	response to the
	Manufacturing.	Manufacturing.	Company's
	II. I301010 Information Software Services.	II. I301010 Information Software	future
	III. I501010 Product Designing.	Services.	operational
	IV. IZ99990 Other Industrial and Commercial Services.	III. I501010 Product Designing. IV. IZ99990 Other Industrial and	plan.
	V. F401010 International Trade.	Commercial Services. (Integrated circuit	
	VI. E801010 Indoor Decoration.	test)	
	VII. E801020 Doors and Windows Installation	V. F401010 International Trade.	
	Engineering.	I. Research, development, production,	
	VIII. E801030 Indoor Light-gauge Steel Frame	manufacturing and sale of hybrid	
	Engineering.	digital-analog and pure digital and pure	
	IX. E801040 Glass Installation Engineering.	analog integrated circuit system	
	X. E801060 Indoor Decoration.	products.	
	XI. E801070 Kitchenware and Sanitary Fixtures	II. Research, development, design,	
	Installation Engineering.	manufacturing and sales of mixed-signal	
	XII. E901010 Painting Engineering. XIII. E903010 Anti-Corrosion and Anti-Rust	ICs, including optical fiber interface ICs,	
	Engineering.	1-Gigabit Ethernet ICs, digital camera mixed-signal ICs, and QPSK ICs.	
	XIV. EZ99990 Other Engineering.	III. Research, development,	
	XV. F105050 Wholesale of Furniture, Bedding	manufacturing and sale of the following	
	Kitchen Utensils and Fixtures.	products.	
	XVI. F111090 Wholesale of Building Materials.	(1) Automotive electronic products.	
	XVII. F113050 Wholesale of Computers and	(2) Audio, video and multimedia	
	Clerical Machinery Equipment.	products.	
	XVIII. F113070 Wholesale of	(3) Various IC modules.	
	Telecommunication Apparatus.	(4) The system and applied spare parts of	
	XIX. F118010 Wholesale of Computer Software.	the above products.	
	XX. F119010 Wholesale of Electronic Materials. XXI. F205040 Retail Sale of Furniture, Bedding	IV. Testing, repair and technical consulting services for the above	
	Kitchen Utensils and Fixtures.	products.	
	XXII. F211010 Retail Sale of Building	V. Import/export trade of the above	
	Materials.	products.)	
	XXIII. F213030 Retail Sale of Computers and		
	Clerical Machinery Equipment.		
	XIV. H701010 Housing and Building		
	Development and Rental.		
	XXV. H703090 Real Estate Business.		
	XXVI. H703100 Real Estate Leasing.		
	XXVII. 1103060 Management Consulting. XXVIII. 1301020 Data Processing Services.		
	XXIX. I301030 Electronic Information Supply		
	Services.		
	XXX. I401010 General Advertisement Service.		
	XXI. I503010 Landscape and Interior Designing.		
	XXII. JE01010 Rental and Leasing.		
	XXIII. ZZ99999 All business activities that are		
	not prohibited or restricted by law, except those		
	that are subject to special approval.		
Article 3	Article 3: The Company is headquartered in	The Company is headquartered in	Amendments
	Tainan City and, when necessary, may establish	Hsinchu Science Park, Taiwan Province,	made in
	branches at home and abroad as resolved by the	R.O.C. and, when necessary, may	response to the
	Board of Directors.	establish branches at home and abroad as	Company's future
		resolved by the Board of Directors and	operational
		approved by the competent authorities.	operational

Number of	Amendment	Current Provisions	Explanation of
Article			Amendment
			plan.
Article 33	These Articles of Incorporation were established	These Articles of Incorporation were	Added the
	by the founders with the consent of all founders	established by the founders with the	amendment
	on July 12, 1991, and took effect from the date	consent of all founders on July 12, 1991,	date.
	they were submitted to the competent authorities	and took effect from the date they were	
	for registration.	submitted to the competent authorities	
	The 1st amendment was made on December 28,	for registration.	
	1992, the 2nd amendment was made on August	The 1st amendment was made on	
	25, 1993, the 3rd amendment was made on	December 28, 1992, the 2nd amendment	
	March 12, 1994, the 20th amendment	was made on August 25, 1993, the 3rd	
	was made on May 31, 2022. The 21st	amendment was made on March 12,	
	amendment was made on June 6, 2023.	1994, the 20th amendment	
		was made on May 31, 2022.	

Myson Century, Inc. Rules of Procedure for Shareholders Meetings

June 6, 2023

Article 1

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

Article 2

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

Article 3

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

Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

Thirty days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System (MOPS). The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company 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 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. Fifteen days before the Company convenes a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its professional shareholder service agency.

The Company shall provide the handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the shareholders' meeting in the following methods:

- 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. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of the removal of the non-compete clause for the directors, capitalization of earnings, capitalization of legal reserve, dissolution, merger, or demerger of the Company, or any matter in each subparagraph under Article 185, paragraph 1 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act, and 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 shareholders' meeting. None of the above matters may be raised by an extempore motion. Where an election of all directors and their inauguration date shall be stated in the notice of the shareholders' meeting, after the completion of the election in said meeting, such inauguration date may not be altered by any extempore motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of the issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited only 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 an annual shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholders' proposals in writing or by electronic means and the location and time period for their submission; the period for acceptance of shareholders' proposals may not be fewer than 10 days. Each of such proposals is 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 annual general meeting of shareholders and take part in the discussion of the proposal. The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board

of directors at the shareholders' meeting to be convened.

Article 4

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

Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form. Once a proxy form is received by the Company, if a shareholder wishes to attend the shareholders' meeting in person or to exercise their voting rights in writing or by electronic means, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail. Once the proxy form is received by the Company, in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting; otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5: (Principles for the venue and time of a shareholders' meeting)

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

When the Company convenes a shareholders' meeting by video conference, it is not subject to the restriction on the venue of the meeting under the preceding paragraph.

Article 6: (Preparation of a sign-in book and other documents)

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted. The time at which shareholders' sign-in begins, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The sign-in place shall be clearly marked and staffed with a sufficient number of suitable personnel. When the shareholders' meeting is convened by video conference, the sign-in process shall begin on the video conference platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the shareholders' meeting in person. Shareholders shall attend the shareholders' meetings with their attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attendance presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with a sign-in book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, ballots shall also be furnished. When the government or a juridical person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juridical person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting.

If the shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If the shareholders' meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them until the end of the meeting.

Article 6-1: (Convening of the shareholders' meeting by video conference and the matters to be included in the meeting notice) When the Company convenes the shareholders' meeting by video conference, the information below shall be stated in the meeting notice: I. Methods of shareholders participating in the video conference and exercising their rights.

II. The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:

- (I) To what time the meeting is postponed or from what time the meeting will 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.
- (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
- (III) When a physical shareholders' meeting is convened, along with a video conference, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.
- (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out. III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

Article 7: (Chair of the shareholders' meeting and attendees in a non-voting capacity)

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to exercise the powers as the chair for any reason, the Vice Chairman shall chair the meeting on his behalf. Where there is no such a position as Vice Chairman or the Vice Chairman is on leave or unable to exercise the powers as the chair for any reason, the Chairman shall appoint one of the managing directors to act as the chair. Where there is no such a position as managing director, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the managing directors or directors shall select, from among themselves, one person to serve as the chair.

When a managing director or director serves as the chair, as referred to in the preceding paragraph, the director shall have held that position for six months or more with great understanding of the Company's financial position and business conditions. The same shall apply for a representative of a institutional director to serve as the chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman in person and attended by a majority of the directors 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.

Where a shareholders' meeting is convened by a party with 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.

The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8: (Evidence of the audio or video recordings of the shareholders' meeting)

The Company shall make an uninterrupted audio and video recording of the entire process of the shareholders' meeting from shareholders' sign-in, the proceedings of the meeting, as well as the process of voting and vote counting.

The audio and video recording in the preceding paragraph shall be kept 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. If a shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, as well as voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

Article 9

Attendance at shareholders' meetings shall be counted based on numbers of shares. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conference platform plus the number of shares whose voting rights are exercised in writing or by electronic means. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and 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, for a combined total of no more than one hour, may be made. If attending shareholders still represent less than one third of the total number of issued shares after two postponements, the chair shall declare the meeting adjourned. If a shareholders' meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

If there are not enough shareholders representing at least one third of issued shares attending the meeting after two postponements, tentative resolutions may be passed in accordance with Article 175, paragraph 1 of the Company Act. Shareholders shall be notified of the tentative resolutions, and another shareholders' meeting will be convened within one month. If a shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference shall re-register with the Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of outstanding 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

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 other than the Board of Directors.

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

represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore 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: (Speeches by shareholders)

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech is not in alignment with the subject 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 motion, the chair may have the shareholder stop the speech.

Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped. When an institutional 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. If a shareholders' meeting is convened by video conference, shareholders who participate by video conference may ask questions in text on the video conference platform after the chair calls the meeting to order and before the chair declares the meeting adjourned. The number of questions raised by each shareholder for each motion shall not exceed two, each question shall be limited to 200 words, and the provisions of paragraphs 1 to 5 shall not apply.

Article 12 (Calculation of voting rights and recusal system)

Votes cast at shareholders' meetings shall be calculated based on numbers of shares.

With respect to resolutions by a shareholders' meeting, the number of shares held by a shareholder without voting rights shall not be calculated as part of the total number of outstanding shares.

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

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

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

Article 13

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company at least 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 shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person or by video conference, they shall serve a declaration of intent to retract the voting rights already exercised under the preceding paragraph two days before the shareholders' meeting in the same manner in which the voting rights were exercised; otherwise the voting rights exercised in writing or by electronic means shall prevail. If the shareholder exercises the voting right in writing or by electronic means and appoints a proxy with a proxy form to attend the shareholders' meeting, the voting right exercised by the attending proxy at the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, 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 vote by 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 on 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 the Company.

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

When a shareholders' meeting is convened by video conference, shareholders participating by video conference shall vote on various motions and election(s) on the video conference platform after the chair calls the meeting to order. They shall complete the voting before the chair declares the voting closed, otherwise they shall be deemed to have waived their voting rights. When a shareholders' meeting is convened by video conference, after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced.

If a shareholders' meeting is convened, along with a video conference held at the same time, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6, intend to attend the physical shareholders' meeting in person, shall rescind the registration in the same manner as the registration two days before the shareholders' meeting, otherwise they can only attend the shareholders' meeting by video conference.

Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the shareholders' meeting by video conference shall not exercise their voting rights on the same motions, propose amendment to the same motions, or exercise their voting rights for revised motions, except for extempore motions.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors 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 scrutineers 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 recording shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions by 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. Said distribution may be announced 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 votes won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

When a shareholders' meeting is convened by video conference, the minutes of the shareholders' meeting shall contain the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chair and the meeting taker, as well as the response method and the response situation when any natural disasters, accidents, or other force majeure events have obstructed the video conference platform or the participation in the video conference in addition to the matters that shall be recorded in accordance with the preceding paragraph.

When a shareholders' meeting is convened by video conference, the Company shall proceed as per the preceding paragraph and shall specify the alternative measures provided to shareholders who have difficulty participating in the video conference in the minutes of the shareholders' meeting.

Article 16: (Public announcement)

The Company shall, on the day of the shareholders' meeting, compile a statistical statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, and the number of shares in attendance in writing or by electronic means clearly on site at the shareholders' meeting. When a shareholders' meeting is convened by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting. When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.

If any resolutions by the shareholders' meeting are material information as stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content to the MOPS prior to a deadline.

Article 17: (Maintenance of the order of the venue)

Staff handling administrative affairs of a shareholders' meeting shall wear an identification badge or an armband. 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 badge or an armband, reading "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the 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 video conferences)

When a shareholders' meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.

Article 20: (Location of the chair and minute taker for shareholders' meeting by video conference only)

When a shareholders' meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.

Article 21: (Response to disconnection)

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, 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. In the event of any incident in the preceding paragraph that caused the meeting to be postponed or resumed, shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the meeting postponed or resumed.

For the meeting to be postponed or resumed under paragraph 1, shareholders who have registered to participate in the original shareholders' meeting by video conference and have completed the registration but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original shareholders' meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

During a postponed or resumed session of a shareholders meeting held under paragraph 1, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors. When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under paragraph 1, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 1.

When the meeting shall continue as in the preceding paragraph, for shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed to abstain for all motions resolved at the shareholders' meeting.

When the Company postpones or resumes the meeting in accordance with paragraph 1, it shall handle the relevant matters in accordance with the provisions set forth in Article 44-27 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original shareholders' meeting and the provisions of this article.

Based on the period under Article 12, second-half paragraph and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; 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, the Company shall postpone or resume the shareholders' meeting at a date as per paragraph 1.

Article 22: (Handling of digital divide)

When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be provided.

Article 23

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



Comparison Table Before and After the Amendments to the Procedures for Acquisition and Disposal of Assets

requisition and Disposar of resets						
Article No.	Original provisions	Provisions after amendment	Reasons for amendment			
Article 2-1	None	It has been newly added that acquisition or disposal of assets by the Company and its subsidiaries should be processed in accordance with the provisions of the Procedures. However, where financial laws or regulations provide otherwise, such provisions shall govern.	The addition was made in line with practical needs.			
Article 5	The limit for the investment in non-operating real estate and the right-of-use assets or securities is determined as follows for the Company's individual acquisition of the above assets: I. The total amount of the non-operating real estate and the right-of-use assets shall not exceed 20% of the net worth in the most recent financial statements. II. The total amount of the investment in long-term and short-term securities shall not exceed 120% of the net worth in the most recent financial statements. III. The total amount of the investment in individual securities shall not exceed 60% of the net worth in the most recent financial statements or N\$T900 million.	The limit for the investment in non-operating real estate and the right-of-use assets or securities is determined as follows for the Company's individual acquisition of the above assets: I. The total amount of the non-operating real estate and the right-of-use assets shall not exceed 50% of the net worth in the most recent financial statements. II. The total amount of the investment in long-term and short-term securities shall not exceed 100% of the net worth in the most recent financial statements. III. The total amount of the investment in individual securities shall not exceed 20% of the net worth in the most recent financial statements or N\$T900 million.	The amendment was made in line with practical needs.			

A4: -1 - 7	D 1	D 1	Tl
Article 7	Procedures for acquisition or disposal of	Procedures for acquisition or disposal of	The amendment
	property, equipment, or right-of-use assets	property, equipment, or right-of-use assets	was made in line
	I. Authorization amount	I. Authorization amount	with practical
	(I) The acquisition or disposal of property,	(I) The acquisition or disposal of property,	needs.
	equipment, and the right-of-use assets	equipment, and the right-of-use assets shall	
	shall be determined by inquiry, price	be determined by inquiry, price	
	comparison, price negotiation or open	comparison, price negotiation or open	
	bidding, with reference to the announced	bidding, with reference to the announced	
	present value, appraised value, and actual	present value, appraised value, and actual	
	transaction price of the nearby real estate.	transaction price of the nearby real estate.	
	The terms of trade and the price of trade	The terms of trade and the price of trade	
	are processed in accordance with the	are processed in accordance with the	
	relevant operating rules of the Company's	relevant operating rules of the Company's	
	internal control system and the approval	internal control system and the approval	
	authority.	authority.	
	核染主管	(II) Omitted	
	核決権限 董事會 董事長 總經歷	II. Omitted	
	a)新台幣 20,000,001 元以上者 * * *	III. Omitted	
	b)新台幣 80,001~20,700,000 元 * * * (2)新台幣 80,000 元以下 * * * * * * * * * * * * * * * * * * *	IV. Omitted	
	2. 資產取得(非營業用) * * * * * * * * * * * * * * * * * * *	IV. Offitted	
	a)新台幣 20,000,001 元本上者 * * *		
	b)新台幣 80,001 00,000 元 * c)新台幣 70,000 元以下者 *		
	(II) Omitted		
	II. Omitted		
	II. Omitted		
	IV. Omitted		

Article 8

Procedures for acquisition of real estate or the right-of-use assets from related parties I. Omitted.

II. Evaluation and operating procedures
For the acquisition and disposal of property or
use-of-right assets with the related party, or the
acquisition and disposal of assets other than the
property or right-of-right assets for an amount
exceeding 20% of the company's paid-in
capital, 10% of the total assets, or NT\$300
million, except for the trade of domestic bonds,
R/P and R/S bonds, subscription, or R/P of
monetary fund issued by domestic securities
investment trusts industry, the following
information should be submitted to the board of
directors for approval and to the supervisors for
ratification before having the trade contract
signed and payment made:

(I) Omitted

(II) Omitted

(III) Omitted

(IV) Omitted

(V) Omitted

(VI) Omitted

(VII) The restrictions and other important agreed matters of this transaction;

Omitted

III. Evaluation of the reasonableness of the transaction costs

(I) Omitted

(II) Omitted

(III) Omitted

(IV) Omitted

(V) The real estate or the right of use assets-acquired by the Company from the related party lower than the transaction price according to the evaluation results specified in (I) and (II) of Paragraph 3 shall be handled according to the provisions of (IV) of Paragraph 3. However, where objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply.

(VI) Omitted (VII) Omitted

Procedures for acquisition of real estate or the right-of-use assets from related parties I. Omitted.

II. Evaluation and operating procedures
For the acquisition and disposal of property or
use-of-right assets with the related party, or the
acquisition and disposal of assets other than the
property or right-of-right assets for an amount
exceeding 20% of the company's paid-in
capital, 10% of the total assets, or NT\$300
million, except for the trade of domestic bonds,
R/P and R/S bonds, subscription, or R/P of
monetary fund issued by domestic securities
investment trusts industry, the following
information should be submitted to the board of
directors for approval and to the supervisors for
ratification before having the trade contract
signed and payment made:

(I) Omitted

(II) Omitted

(III) Omitted

(IV) Omitted

(V) Omitted

(VI) Omitted

(VII) The restrictions and other important agreed matters of this transaction;

Omitted

III. Evaluation of the reasonableness of the transaction costs

(I) Omitted

(II) Omitted

(III) Omitted

(IV) Omitted

(V) The real estate or the right-of-use assets acquired by the Company from the related party lower than the transaction price according to the evaluation results specified in (I) and (II) of Paragraph 3 shall proceed with the following. The Company and public companies whose investments in the Company are accounted for under the equity method under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent. (I) For the difference between the transaction price and assessed cost of the property and its use-of-right assets, a special reserve shall be appropriated by the Company in accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act, and it shall not be distributed or capitalized with stock shares distributed. Where a the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.

The amendment was made in line with practical needs.

2. The supervisors shall handle the matter in accordance with Article 218 of the Company Act. Where an audit committee has been established in accordance with the provisions of the Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the audit committee.

(III) The processes stated in (V) of Paragraph 3 and Points 1 and 2 should be reported in the shareholders' meeting and the details of the transaction should be disclosed in the annual report and the prospectus.

(VI) Omitted

(VII) Omitted

Article 9

Procedures for the Acquisition or Disposal of Securities

I. Evaluation and operating procedures:
(I) The unit in charge of securities trading on the centralized trading market or on the Taipei Exchange shall be determined by the responsible unit based on market research and judgment, and the condition of the trade and the authorized amount shall be handled in accordance with the relevant operating rules of the Company's internal control system.

(II) For the trading of marketable securities not on the centralized trading market or on the Taipei Exchange, obtain the most recent financial statements of the underlying company that have been audited or reviewed by the CPA before the date of occurrence as a reference for evaluating the transaction price, taking into account the net value per share, profitability and future development potential, etc. The terms and conditions of the transaction and the authorized amount are set in accordance with the relevant operating rules of the Company's internal control system and the authority to approve such transactions.

(III) When submitting the acquisition or disposal of securities investments that require the consent of the board of directors for discussion, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Procedures for the Acquisition or Disposal of Securities

I. Evaluation and operating procedures:
(I) The unit in charge of securities trading on the centralized trading market or on the Taipei Exchange shall be determined by the responsible unit based on market research and judgment, and the condition of the trade and the authorized amount shall be handled in accordance with the

relevant operating rules of the Company's

internal control system.

- (II) For the trading of marketable securities not on the centralized trading market or on the Taipei Exchange, obtain the most recent financial statements of the underlying company that have been audited or reviewed by the CPA before the date of occurrence as a reference for evaluating the transaction price, taking into account the net value per share, profitability and future development potential, etc. The terms and conditions of the transaction and the authorized amount are set in accordance with the relevant operating rules of the Company's internal control system and the authority to approve such transactions. (III) When submitting the acquisition or disposal of securities investments that
- disposal of securities investments that require the consent of the board of directors for discussion, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each independent director.

The amendment was made in line with practical needs.

If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each independent director. In the event of a major asset transaction, the consent of more than half of the members of the Audit Committee is required before submitting to the board of directors for resolution. If the approval of one-half or more of all Audit Committee members is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting. The term "all audit committee members" and "all directors" as used in the paragraph shall mean the actual number of persons currently holding those positions.

- II. Authorization amount: Omitted.
- III. Execution unit: Omitted.
- IV. Obtaining expert opinions
- (I) When the Company acquires or disposes of securities and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.
- (II) Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

In the event of a major asset transaction, the consent of more than half of the members of the Audit Committee is required before submitting to the board of directors for resolution. If the approval of one-half or more of all Audit Committee members is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting. The term "all audit committee members" and "all directors" as used in the paragraph shall mean the actual number of persons currently holding those positions.

- II. Authorization amount: Omitted.
- III. Execution unit: Omitted.
- IV. Obtaining expert opinions
- (I) When the Company acquires or disposes of securities and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.
- (II) Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 10	Procedures for acquisition or disposal of	Procedures for acquisition or disposal of	The amendment
	intangible assets or the right-of-use assets	intangible assets or the right-of-use assets	was made in line
	or memberships	or memberships	with practical
	I. Evaluation and operating procedures:	I. Evaluation and operating procedures:	needs.
	Omitted	Omitted	
II. Authorization amount		II. Authorization amount	
	(I) For the acquisition or disposal of	(I) For the acquisition or disposal of	
intangible assets or the right-of-use a		intangible assets or the right-of-use assets	
	or members, the Company shall make	or members, the Company shall make	
	reference to expert appraisal reports or fair	reference to expert appraisal reports or fair	
	market prices, resolve the transaction	market prices, resolve the transaction terms	
	terms and transaction prices, and prepare an analysis report. The terms and	and transaction prices, and prepare an analysis report. The terms and conditions	
	conditions of the transaction and the	of the transaction and the authorized	
	authorized amount are set in accordance	amount are set in accordance with the	
	with the relevant operating rules of the	relevant operating rules of the Company's	
	Company's internal control system and the	internal control system and the authority to	
	authority to approve such transactions.	approve such transactions.	
	(A)	(II) Omitted.	
	a)新台替 20,000,001 元以五音 事 事 未 *	III. Omitted	
	b)新台幣 80 084 元以上者 * * *	IV. Omitted	
	□ 新音幣 80,000 元以下者 *		
	(II) Omitted.		
	III. Omitted		
	IV. Omitted		
Article 14	None	For the calculation of 10 percent of total	The addition was
-1		assets under these Procedures, the total assets stated in the most recent parent	made in line with
		company only financial report or individual	practical needs.
		financial report prepared under the	
		Regulations Governing the Preparation of	
		Financial Reports by Securities Issuers	
		shall be used.	
		In the case of a company whose shares	
		have no par value or a par value other than	
		NT\$10—for the calculation of transaction	
		amounts of 20 percent of paid-in capital	
		under these Procedures, 10 percent of	
		equity attributable to owners of the parent	
		shall be substituted; for calculations under	
		the provisions of these Procedures	
		regarding transaction amounts relative to	
		paid-in capital of NT\$10 billion, NT\$20	
		billion of equity attributable to owners of	
		the parent shall be substituted.	

Myson Century, Inc.

Rules of Procedure for Shareholders Meetings

May 21, 2002

Passed by the shareholders' meeting

- I. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened in accordance with these Rules.
- II. The Company furnishes the attending shareholders with a sign-in book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.
- III. Attendance and voting at shareholders' meetings shall be calculated based on the number of shares.
- IV. The Company's shareholders' meeting is held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
- V. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairman. In case the chairman of the Board of Directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors. If a shareholder meeting is convened by a party with the power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- VI. The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.Staff handling administrative affairs of a shareholders' meeting shall wear a work identification badge.
- VII. The audio or video recording of the shareholders' meeting of the Company will be retained for one year.
- VIII. The chair shall call the meeting to order at the appointed meeting time. However, when the

attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act.

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.

IX. If a Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in accordance with the agenda, which may not be changed without a resolution of the meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than 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 motions), except by a resolution of the shareholders' meeting.

After a meeting is adjourned, shareholders shall not elect another chair to hold another meeting at the same place or at any other place. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall select a new chair, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech is not in alignment with the subject on the speaker's slip, the spoken content shall prevail. Attending shareholders may not interfere with the speaking shareholders without the Chairman's consent and the speaking shareholders. The Chairman will have the violating shareholders stopped.

- XI. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes.If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
- XII. The juridical person who has attended the shareholder's meeting by proxy can authorize only one representative to attend the meeting.

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

- proposal.
- XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- XIV. When the chair deems that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.During voting of a motion, if the chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote.
- XV. Scrutineers and vote counting personnel for the voting on proposals shall be appointed by the chair, provided all scrutineers be shareholders of the Company. The outcome of a vote at the audit committee meeting shall be reported on the spot and be recorded accordingly.
- XVI. When a meeting is in progress, the chair may announce a break based on time considerations.
- XVII. For the resolution of proposals, unless otherwise provided in the Company Act and the Articles of Incorporation, the consent of a majority vote of the attending shareholders shall prevail.
- XVIII. 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.
- XIX. The chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. Such disciplinary officers (or security guards) shall wear badges marked "Disciplinary Officers" for identification purposes.
- XX. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Myson Century, Inc. - Articles of Incorporation (2022.05.31)

Chapter I General Provision

- Article 1: The Company is incorporated in accordance with the Company Act and named Myson Century, Inc.
- Article 2: The business scope of the Company is as follows:
 - I. CC01080 Electronics Components Manufacturing.
 - II. I301010 Information Software Services.
 - III. I501010 Product Designing.
 - IV. IZ99990 Other Industrial and Commercial Services. (Integrated circuit test)
 - V. F401010 International Trade.
 - 1. Research, development, production, manufacturing and sale of hybrid digital-analog and pure digital and pure analog integrated circuit system products.
 - Research, development, design, manufacturing and sales of mixed-signal ICs, including
 optical fiber interface ICs, 1-Gigabit Ethernet ICs, digital camera mixed-signal ICs, and
 QPSK ICs.
 - 3. Research, development, manufacturing and sale of the following products.
 - (1). Automotive electronic products.
 - (2). Audio, video and multimedia products.
 - (3). Various IC modules.
 - (4). The system and applied spare parts of the above products.
 - 4. Testing, repair and technical consulting services for the above products.
 - 5. Import/export trade of the above products.
- Article 2-1: The Company may make endorsements and guarantees to external parties subject to the resolution of the Board of Directors.
- Article 2-2: The Board of Directors is authorized to determine the amount of the Company's reinvestment based on the circumstances, and is not subject to the restriction that the total amount of the Company's reinvestment shall not exceed 40% of the Company's paid-up capital under the Company Act.
- Article 3: The Company is headquartered in Hsinchu Science Park, Taiwan Province, R.O.C. and, when necessary, may establish branches at home and abroad as resolved by the Board of Directors and approved by the competent authorities.
- Article 4: Deleted

Chapter II Shares

- Article 5: The total authorized capital of the Company shall be NT\$ 350 million, divided into 350 million shares (including 30,000,000 shares of employee stock warrants), at the price of NT\$ 10 per share. New shares may be issued at a premium over par value when capital is increased. For the unissued shares, the Board of Directors is authorized to issue the shares in separate installments.
- Article 6: The share certificates of the Company shall be in registered form and numbered and shall be signed or sealed by three or more directors, and shall be certified by the registrar as designated by the competent authority or authorized by the registrar before issuance. The Company may be exempted from printing any new share certificates. Shares are issued in a paperless form.
- Article 7: The shareholders' affairs of the Company shall be handled in accordance with the Regulations Governing the Administration of Stock Affairs of Public Companies and applicable laws and regulations.

- Article 8: The shares are to be transferred to the employee at a price lower than the average price of the shares actually bought back or issues employee stock warrants at a price lower than the closing price of the common stock on the date of issuance and shall be adopted by a majority vote at a meeting of shareholders attended by shareholders representing two-thirds or more of the total number of the outstanding shares of the Company.
- Article 8-1: According to Article 267 of Company Act, the shares reserved for subscription by employees at the time of issuance of new shares and restricted stock units may be issued to employees of the Company's controlling or subordinate companies meeting certain criteria, which are set by the Board of Directors.

Chapter III Shareholders' Meetings

- Article 9: Share transfer registration shall be suspended for 60 days prior to a regular shareholders' meetings, or for 30 days prior to a special shareholders' meetings, or for 5 days prior to the record date fixed for distributing dividends, bonus, or any other benefit.
- Article 10: The shareholders' meeting of the Company shall be divided into the following two:
 - (1). General meeting of shareholders: Convened by the Board of Directors within six months after the close of each fiscal year.
 - (2). Special meetings: Convened by the Board of Directors when deemed necessary in accordance with the law.

When convening a shareholders' meeting, electronic means shall be included as one of the channels for shareholders to exercise their voting rights, and the relevant operations shall be handled in accordance with the regulations of the competent authority.

- Article 10-1: The shareholders' meeting of the Company may be convened by video conference or by other means as announced by the central competent authority. Regulations governing the requirements, operating procedures, and other matters that must be followed for shareholders' meetings by video conference, unless otherwise specified by the securities competent authority, such regulations shall apply.
- Article 11: During the shareholders' meeting, the chairman shall serve as chair of the meeting. Where the chairman is on leave or for any reason is unable to exercise the powers of the chair, the chairman shall appoint a representative to preside over the meeting. If the chairman does not appoint a representative, the directors are to select a representative from among themselves to preside over the meeting, where there are two or more parties with the right to convene, one of them shall be elected to preside over the meeting.
- Article 12: The shareholders shall be notified 30 days prior to convening of a general meeting of shareholders and 15 days in advance prior to convening of a special meting; and shall comply with the provisions of the Company Act, the Securities and Exchange Act and applicable laws and regulations.
- Article 13: Shareholders who are unable to attend a shareholders' meeting in person may appoint a proxy to attend the meeting by executing a power of attorney printed by the Company, stating therein the scope of power authorized to the proxy. The voting rights shall be limited by Article 177 of the Company Act. The power of attorney shall be used in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.
- Article 14: Shareholders are entitled to one voting right per share, except as provided by law.
- Article 15: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. During voting, if the chair solicits and receives no dissents by the shareholders at the meeting, the motion is deemed passed, with equivalent force as a resolution by vote.
- Article 15-1: Matters relating to the resolutions by 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 should record the essentials of the proceedings and the result of the meeting. The meeting minutes should be kept in the Company along with the shareholders' attendance book and the proxy form.) The distribution of the minutes of the shareholders' meeting of the Company may be effected by public announcement.

Chapter IV Directors and managers

Article 16 The Company shall have five to **nine** directors with a term of office of three years. The shareholders' meeting shall elect all persons with disposing capacity and are eligible for reelection. The directors shall adopt the candidate nomination system. The number of independent directors referred to above shall not be less than three and shall not be less than one fifth of the total number of directors.

Independent directors and non-independent directors shall be elected together and the number of elected seats should be counted separately. Independent directors' professional qualifications, shareholdings, restrictions on part-time jobs, determination of independence, methods of nomination and selection, the exercise of powers, and other procedures for compliance shall be handled in accordance with the Company Act and the regulations of the competent authority in charge of securities.

The Company may purchase liability insurance for each term of Board of Directors within the scope of their duties.

Pursuant to Article 14-4 of the Securities and Exchange Act, all of the independent directors shall comprise the "Audit Committee" to form an "Audit Committee" of which there shall be no less than three members, one of whom shall be the convener, and at least one of whom shall possess accounting or financial expertise. The number, term of office, terms of reference, and rules of procedure of the Audit Committee shall be determined in accordance with the relevant provisions of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and shall be governed by the Charter of the Audit Committee.

The Board of the Company has established the Audit Committee and the Remuneration Committee as required by law. The Company may also establish other functional committees. The Charter of the Audit Committee and the Charter of the Remuneration Committee shall be stipulated by the Board of Directors.

- Article 17: The Board of Directors shall be organized by the directors, and the functions and powers thereof are as follows:
 - (1). Preparation of business plan.
 - (2). Proposal for the distribution of earnings and appropriation for making up losses
 - (3). Proposal for capital increase or decrease.
 - (4). Establishment of the key rules and charter for the Company.
 - (5). Appointment and dismissal of the Company's general managers and vice general managers.
 - (6). Establishment and abolition of branches.
 - (7). Creation of budgets and settlement of accounts.
 - (8). Other powers vested in the Company Act or the resolution of the shareholders' meeting.
- Article 18: Where the directors forms the board, the Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, who shall conduct all affairs of the Company in accordance with the law, the Articles of Incorporation, and the resolutions of the shareholders' meetings and the board meetings.
- Article 19: Unless otherwise specified in the Company Act, a meeting of the Board of Directors shall be convened by the chairman. Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.
- Article 19-1 All directors shall be notified seven days prior to convening of a meeting of the Board of Directors, explaining the reason(s), except that in case of emergencies, a meeting may be convened at any time.

The convening notice referred to in the preceding paragraph may be effected in writing, facsimile or electronic means.

Article 20: The chairman is the chair of a meeting of the Board of Directors. In the event that the chairman is on leave or is unable to perform his/her duty, the proxy thereof shall be handled in accordance with Article 208 of the Company Act. Each director shall attend the board meeting in person. If a director is unable to attend the meeting for any reason, they may entrust another director to attend by proxy; however, each director shall act as a proxy for only one director.

Article 21: Deleted

Article 22: Deleted

Article 23: The Company may have a Chief Executive Officer, General Manager, Vice General Managers, and Officers. The appointment, dismissal and the remuneration of such persons shall be handled in accordance with Article 29 of the Company Act. (A resolution must be made with the attendance of a majority of the directors and the consent of a majority of the directors present) The Board of Directors shall establish separately the authority and scope of signature for the managers to sign for the Company in management of affairs.

Article 24: The minutes of the meeting of the Board of Directors' meetings shall be recorded, which shall be affixed with the signature and seal of the chair and shall be distributed to all directors within 20 days after the meeting. The meeting minutes should record the essentials of the proceedings and the result of the meeting. The meeting minutes should be kept in the Company along with the shareholders' attendance book and the proxy form.

Chapter V Accounting

- Article 25: The fiscal year of the Company is from January 1 to December 31. The accounts should be finalized at the end of each year.
- Article 26: The Company shall, at the end of each fiscal year, have the business report, financial statements, proposals for earnings distribution or loss offsetting, etc. prepared by the Company in accordance with Article 228 of the Company Act. These reports shall be submitted to the Audit Committee for review 30 days before the general meeting of shareholders, and then presented to the general meeting of shareholders for ratification.
- Article 27: Dividends and bonuses are distributed according to the shareholding ratio of each shareholder. When there is no surplus, the Company shall not distribute dividends and bonuses.
- Article 27-1: The Company must pay remuneration to directors for performing their duties of the Company,regardless of the Company's profit or loss. The Board of Directors is authorized to determine the remuneration based on the extent of the Directors' participation in and the value of the contributions to the Company's operations, and in consideration of the common standards in the industry. If the Company has earnings, the remuneration shall be distributed in accordance with Article 28 of the Articles of Incorporation.
- Article 28: Where the Company has a profit for the year, an amount of 1-10% shall be appropriated as the remuneration to the employees and no more than 5% of the profit shall be set aside as the remuneration to the directors. Remuneration to employees may be paid in the form of shares or cash, and the rewards in shares or cash may include employees of the Company's controlling or subordinate companies meeting certain criteria, and the Board of Directors is authorized to determine such relevant regulations.

The aforementioned profit is the profit before tax for the current year before deducting the remuneration to employees and directors.

The allocation of remuneration to employees and directors shall be shall be resolved with a consent of a majority of the directors present at a meeting attended by more than two thirds of the total directors and reported to the shareholder's meeting by the Board.

Article 28-1: The competition in the industry that the Company is in is fierce. Based on the need for capital expenditure and sound financial planning in order to achieve sustainable operation, the Company hereby stipulates this dividend policy:

1.1 The Company's earnings distribution or loss supplement can be made at the end of each semi-fiscal year.

If there is earnings on a semi-annual fiscal year, the Company shall estimate and retain taxable contributions, make up for losses in accordance with the law, estimate and retain the remuneration to employees, and set aside 10% as legal reserves. paid-in capital. However, this does not apply when the accumulated legal reserve has reached the Company's paid-in capital. Earnings shall be appropriated or reversed as special reserve in accordance with the law or the regulations of the competent authority. Any remaining earnings shall be added to the accumulated earnings undistributed as dividends to the shareholders, with the distribution to be proposed by the Board of Directors. If earnings are distributed in the form of issuing new shares, a resolution shall be adopted at the shareholders' meeting; if earnings are distributed in the form of cash, a special resolution shall be adopted by the Board of Directors.

1.2 The current year's earnings of the Company, if any, shall first be used to pay taxes and cover previous year's deficit, and then 10% of the remaining amount shall be set aside as legal reserve, unless accumulated legal reserve has reached a amount equal to the Company's paid-in capital. Further, special reserve shall be set aside or reversed in accordance with Article 41 of the Securities and Exchange Act. Appropriation of the remainder earnings, if any, shall be added to the earnings undistributed of the previous years at the beginning of the period according to the business status and the balanced dividend policy. Except for a portion that shall be retained, the remaining earnings shall be added together with the earnings of previous years and the Board of Directors shall propose a motion for the earnings distribution to be approved at the shareholders' meeting.

In accordance with the provisions of Articles 241 and 241 of the Company Act, the Company authorizes the distribution of dividend and bonus or statutory surplus to be resolved in favor of a majority of the directors in a meeting with more than two-thirds of the directors present at the board meeting. Reserve and capital reserve, in whole or in part, in the form of cash distributions shall be reported to the shareholders' meeting.

2. Conditions and timing of dividend distribution:

In order to support the Company's long-term growth, the Company distributes dividends in principle to satisfy its future operation and development requirements. The Board of Directors shall plan the distribution of dividends according to the Articles of Incorporation after comprehensive consideration of a sound financial structure, maintenance of stable dividends, protection of reasonable returns to shareholders, etc. Issue of new shares shall be approved at the shareholdings' meeting and the competent authorities.

3.1 (every half a fiscal year)

Percentage of cash and stock dividends: The Company distributes dividends to shareholders in cash dividends and stock dividends every half a fiscal year. In consideration of maintaining a balanced dividend policy, the Company appropriates at least 30% of the earnings shareholders' dividends, but when the surplus for distribution is less than 10% of the paid-in capital, the Board of Directors may decide not to distribute the dividends. Dividends may be distributed in stock or cash, with cash dividends of not less than 10% of the total dividends.

3.2 (every fiscal year)

Percentage of cash and stock dividends: The Company distributes dividends to shareholders in cash dividends and stock dividends after earnings are finalized each year. In consideration of maintaining a balanced dividend policy, the Company appropriates at least 30% of the earnings shareholders' dividends, but when the surplus for distribution is less than 10% of the paid-in capital, the Board of Directors may decide not to distribute the dividends. Dividends may be distributed in stock or cash, with cash dividends of not less than 10% of the total dividends. For the distribution of the aforementioned earnings, the Board of Directors may adjust the proportion of cash and stock dividends distribution after considering the Company's operation and capital expenditure needs, and draft a distribution proposal in the form of new shares issuance. Issue of new shares shall be approved at the shareholdings' meeting.

Article 29: Dividends may only be distributed to shareholders whose names are recorded in the shareholders' register five days prior to the record date for the determination of dividend distribution.

Chapter VI Supplementary Provisions

Article 30: Deleted.

Article 31: The Company's Charter and Enforcement Rules shall be separately adopted by the Board of

Directors.

Article 32: Any matters that are not properly addressed in the Articles of Incorporation shall be handled in accordance with the Company Act.

Article 33: These Articles of Incorporation were established by the founders with the consent of all founders on July 12, 1991, and took effect from the date they were submitted to the competent authorities for registration.

The 1st amendment was made on December 28, 1992,

The 2nd amendment was made on August 25, 1993,

The 3rd amendment was made on March 12, 1994,

The 4th amendment was made on March 18, 1995,

The 5th amendment was made on May 27, 1995,

The 6th amendment was made on February 29, 1996,

The 7th amendment was made on March 14, 1997,

The 8th amendment was made on May 4, 1998,

The 9th amendment was made on May 14, 1999,

The 10th amendment was made on June 28, 2000,

The 11th amendment was made on June 26, 2001,

The 12th amendment was made on May 21, 2002,

The 13th amendment was made on June 9, 2006,

The 14th amendment was made on June 19, 2012,

The 15th amendment was made on June 20, 2014,

The 16th amendment was made on June 9, 2015,

The 17th amendment was made on June 7, 2016,

The 18th amendment was made on May 26, 2017,

The 19th amendment was made on June 26, 2018,

The 20th amendment was made on May 31, 2022.

Shareholdings of All Directors

Book closure date: April 8, 2023

	Book closure date. April 6, 2025				
Title	Name		Number of shares held in the register at book closure date		
			Number of shares	Percentage	
Chairman	Huo Jui Investment Co. Lit. Representative: Chang, Yu-Ming		782,530	5.32%	
	Sun Yad Construction Co., Ltd.		2,507,367	17.06%	
Director	Representative	Chang, Shuo-Wen			
	Representative	Chao, Tien-Tsung			
	Representative	Tseng, Peng-Kuang			
Shareholdings	of all shareholders	Total	3,289,897	22.38%	
Independent director	Hsu. Shou-Te		0	0%	
Independent director	Hsu, Chi-Jeng		0	0%	
Independent director	Lin, I-Chi		0	0%	
Shareholdings of all independent shareholders Total		0	0%		

- I. The Company's paid-in capital was NT\$147,000,000, and 14,700,000 shares were issued.
- II. Pursuant to Article 26 of the Securities and Exchange Act and the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", all directors of the Company are required to own a minimum of 1,764,000 shares.
- III. The shareholdings of individual directors and the directors collectively as of the book closure date are stated as above.