

Stock Code : 6924



**EIKEI GROUP (CAYMAN) Co., Ltd.**

**2026 Annual General Meeting**

**Meeting Handbook**

**Date and Time: 9 a.m., Wednesday, June 17, 2026**

**Address: No. 28, Lane 420, Section 5, Chengkung Road, Neihu  
District, Taipei City (Kang Ning Service Apartment  
Multifunction Conference Hall)**

**Meeting Format: Physical Shareholders' Meeting**

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**EIKEI GROUP (CAYMAN) CO., LTD.**

**2026 Procedure of Annual Shareholders Meeting**

- I. Call to order**
- II. Remarks by the Chairperson**
- III. Report Items**
- IV. Ratification**
- V. Discussion items**
- VI. Extemporaneous Motions**
- VII. Meeting adjourned**

# **Meeting Agenda**

## **EIKEI GROUP (CAYMAN) CO., LTD. 2026 Agenda of Annual Meeting of Shareholders**

**Time: 9:00 a.m., Wednesday, June 17, 2026**

**Venue: No. 28, Lane 420, Sec. 5, Chenggong Rd., Neihu Dist., Taipei City  
(Kang Ning Service Apartment Multifunction Conference Hall)**

**Method of Convening: Physical AGM**

- I. Report the number of shares represented and declare the meeting open.**
- II. Remarks by the Chairperson**
- III. Report Items**
  - (I) 2025 business report.**
  - (II) 2025 Audit Committee’s Review Report.**
  - (III) Report on the 2025 distribution of employee remuneration and directors’ remuneration.**
  - (IV) Report on the distribution of cash dividends from 2025 earnings.**
  - (V) Report on the execution of treasury stock repurchases for the most recent fiscal year.**
  - (VI) Amendments to certain provisions of the Company’s “GM-32 Code of Practice for Sustainable Development.”**
- IV. Ratification**
  - (I) 2025 business report and financial statements.**
  - (II) 2025 earnings distribution proposal.**
- V. Discussion items**
  - (I) Amendments to certain provisions of the Company’s “Articles of Incorporation.”**
  - (II) Amendments to certain provisions of the Company’s “Management of Endorsements and Guarantees”**
- VI. Extemporaneous Motions**
- VII. Meeting adjourned**

## **Report Items**

### Item 1

Subject: 2025 business report.

Explanation: Please refer to page 7, "Attachment 1," for the Company's 2025 business report.

### Item 2

Subject: 2025 Audit Committee's Review Report.

Explanation: (I) The Company's 2025 financial statement books have been audited and certified by CPAs and reviewed by the Audit Committee. The Audit Committee's review report and the CPA's audit report are attached for reference; please refer to page 11, "Attachment 2," and page 12, "Attachment 3."

### Item 3

Subject: Report on the 2025 distribution of employee remuneration and directors' remuneration.

Explanation: (I) In accordance with Article 14.4 of the Company's Articles of Incorporation, during the period in which the Company's shares are listed in the Republic of China, unless otherwise provided by the Cayman Islands Companies Act, the rules governing public issuing companies, or the Articles of Incorporation, where the Company has annual profits, no less than 5% of the profits shall be appropriated as employee remuneration, and no more than 3% of the profits may be appropriated as remuneration for directors (excluding independent directors), subject to a resolution adopted by more than half of the directors present at a meeting of the Board of Directors attended by more than two-thirds of the directors.

(II) In 2025, the Company proposed distributing employee bonuses of USD 202,588.13 (NT\$ 6,317,306) and decided against paying directors' remuneration, consistent with the amount previously estimated in the accounts. All of the employee remuneration appropriated this time will be distributed in cash, and it is proposed that the Chairperson be authorized to determine the distribution date and handle all related matters.

### Item 4

Subject: Report on the distribution of cash dividends from 2025 earnings.

Explanation: (I) In accordance with Article 14.3 of the Company's Articles of Incorporation, where an earnings distribution proposal involves the distribution of cash dividends, such distribution shall be approved by a resolution of the Board of Directors attended by more than two-thirds of the directors and adopted by more than half of the directors present, and shall be reported at the most recent AGM.

(II) The Company's net profit after tax for 2025 was NT\$ 118,420,851. Cumulative distributable earnings reached NT\$ 171,556,554 as of the end of the year. A cash dividend of NT\$ 5 per share is proposed, totaling NT\$ 103,120,000.

- (III) With respect to cash dividend distribution, if subsequent repurchase of the Company's shares or conversion of convertible corporate bonds into common shares affects the number of outstanding shares, resulting in a change to the dividend distribution rate and requiring an amendment, the Company proposes to authorize the Chairman to adjust the dividend distribution rate based on the actual number of outstanding shares as of the ex-dividend date and to handle related matters.
- (IV) Cash dividends to each shareholder shall be calculated to the nearest NT\$1 (with any fractional amounts discarded), and any odd lots less than NT\$1 shall be included in the Company's other income.
- (V) The Chairman is authorized to determine the ex-dividend record date and distribution date for cash dividends, as well as other related matters.

Item 5

Subject: Report on the execution of treasury stock repurchases for the most recent fiscal year.

Explanation: (I) According to Paragraph 1 of Article 28-2 of the Securities and Exchange Act, to maintain the Company's credit and shareholders' equity interests, shares repurchased shall be cancelled and a change registration shall be completed within 6 months from the date of repurchase. and shall be handled in accordance with the letter of the Financial Supervisory Commission dated January 14, 2026, Ref. No. 1150331021.

(II) The Company's treasury stock repurchase program was executed as follows:

<b>Execution of Treasury Stock Repurchases</b>	
Expected repurchase of treasury shares	
Date of Board resolution	2025/11/11
Purpose of repurchase	To protect the Company's credit and shareholder interests
Scheduled repurchase period	2025/11/12 ~ 2026/1/11
Repurchase price range	NT\$40 - NT\$75
Planned number of shares to be repurchased	300,000 shares
Upper limit on total repurchase amount	NT\$ 284,498,273
Implementation status of share repurchases	
Actual buyback period	2025/12/8 ~ 2026/1/2
Actual quantity repurchased	226,000 shares
Actual amount of shares repurchased	NT\$ 15,265,716
Average Repurchase Price per Share	NT\$ 67.55
Reasons for Non-Completion	To protect shareholder interests and take into account market mechanisms, the Company repurchased shares in batches based on stock price changes and trading volume, and therefore did not complete the repurchase
Implementation Details	Share cancellation is complete

Item 6

**Subject:** Amendments to certain provisions of the Company’s “GM-32 Code of Practice for Sustainable Development.”

**Explanation:** In line with the amendments to the “Corporate Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies”, the Company proposes to amend sections of its “Sustainable Development Best Practice Principles”. Please refer to p. 23, “Attachment 6”, for a comparison table of the provisions before and after the amendments.

## **Ratification Items**

### Item 1

**Subject:** The 2025 annual report and financial statements are submitted for ratification. (Proposed by the Board of Directors)

**Explanation:** (I) The Company's 2025 annual report and Consolidated Financial Statements were Approved by the Board of Directors and audited by Chen Chi-Tung and Lai Tsung-Hsi of PricewaterhouseCoopers, who issued an unqualified opinion. The Audit Committee has also completed its review.

(II) Please refer to "Attachment 3" on page 12 for the Company's 2025 CPA audit report and financial statements.

(III) Submitted for ratification.

**Resolutions:**

### Item 2

**Subject:** Please approve the 2025 profit distribution. (Proposed by the Board of Directors)

**Explanation:** (I) The Company's 2025 earnings distribution was Approved by the Board of Directors in accordance with the Company Act and the Company's Articles of Incorporation

According to the Articles of Incorporation, the proposal for distribution of earnings was submitted to the Audit Committee for review, and the 2025 earnings distribution table is set out in "Attachment 4" on page 21.

(II) The Company's net profit after tax for 2025 was NT\$118,420,851, and for the current year

accumulated distributable earnings totaled NT\$171,556,554, and a cash dividend of NT\$5 per share is proposed, for a total of NT\$103,120,000.

(III) With respect to cash dividend distributions, if, subsequently, the number of outstanding shares is affected due to the Company's repurchase of its own shares or the conversion of convertible corporate bonds into

conversion into common shares or other events, resulting in a change in the dividend payout ratio to shareholders that requires revision, it is proposed to authorize the Chairman to adjust the dividend payout ratio based on the actual number of outstanding shares on the ex-dividend record date and handle related matters.

(IV) The cash dividend for each shareholder shall be calculated to the nearest NT\$1 (with any fractional amount less than NT\$1 disregarded), and no cash dividend shall be distributed for any amount less than NT\$1.

Any fractional amount less than NT\$1 shall be recognized as the Company's other income.

(V) The Chairman is authorized to determine the ex-dividend record date and distribution date for cash dividends, as well as other related matters.

(VI) Submitted for ratification.

**Resolutions:**

## **Discussion items**

### Item 1

**Subject:** Amendments to certain provisions of the Company's Articles of Incorporation have been submitted for discussion. (Proposed by the Board of Directors)

**Explanation:** (I) In accordance with amendments to the "Taiwan Stock Exchange Foreign Issuer Registration Country Shareholder Equity Protection Checklist" and related regulations, and to comply with legal requirements and strengthen the Company's corporate governance, we propose to revise portions of the Company's Articles of Incorporation.

(II) To improve the Company's dividend payment flexibility and align the Articles of Incorporation with its actual operations, it is proposed to adjust the method of cash dividend distribution from once a year to up to twice a year, and accordingly amend the relevant provisions of the Company's Articles of Incorporation.

(III) For the comparison table of the provisions before and after amendment, please refer to page 24, "Attachment 7".

**Resolutions:**

### Item 2

**Subject:** Proposal for partial amendments to the Company's "Management of Endorsements and Guarantees", submitted for discussion. (Proposed by the Board of Directors)

**Explanation:** To support the Company's operational practices and strengthen its internal controls, proposed revisions to portions of the Company's "Management of Endorsements and Guarantees" are hereby submitted. Please refer to "Attachment 8" on page 33 for a comparison table of the provisions before and after amendment.

**Resolutions:**

## **Extraordinary Motions**

## **Adjournment**

## EIKEI GROUP (CAYMAN) CO., LTD.

### Business Report

#### I. 2024 Operating Results

##### (I) Review the implementation of the business plan

The Company's Consolidated Financial Statements operating revenues for 2025 were NT\$1,693,719 thousand, down 4% from NT\$1,762,824 thousand in 2024; Net income after tax for 2025 reached NT\$118,421 thousand, a 17% decrease from NT\$142,527 thousand in 2024.

In terms of sales regions, operating revenue in Thailand was NT\$516,866 thousand, representing 31% of operating revenue, a decrease from 42% in the previous year. This decline was primarily attributable to lower revenue from key customers in Thailand, while other regions benefited from increasing AI demand and consequently a gradually growing share of operating revenue.

##### (II) Financial income and expense and profitability analysis

###### 1. Financial income and expense

As of the end of 2025, the Company's debt-to-asset ratio was 46%, the ratio of non-current assets to property, plant and equipment was 1.4 times, shareholders' equity was NT\$575,870 thousand, and earnings per share were NT\$5.68. Cash and cash equivalents on the Company's books amounted to NT\$398,888 thousand, representing a 17% increase from NT\$340,899 thousand in the same period last year.

###### 2. Profitability analysis

Item	2024	2025
Return on assets (%)	15.55	11.04
Return on equity (%)	31.28	20.37
Ratio of operating income to paid-in capital (%)	79.50	73.49
Ratio of income before tax to paid-in capital (%)	89.78	75.02
Net profit margin (%)	8.09	6.99
Earnings per share (NT\$)	7.30	5.68

##### (III) Review of budget implementation

In 2025, the Company established only internal budgetary targets and did not publicly disclose any financial forecasts. Overall budget execution was generally in line with the Company's planned targets.

##### (IV) Research and development (R&D)

The Company's Thai subsidiary has established a quality laboratory and procured the necessary testing equipment. Simultaneously, application development engineers for new PCB materials have been established within the Engineering Department's R&D unit, dedicated to the application, testing, and verification of electronic materials.

In 2025, PCB new material application development engineers were primarily responsible for the testing, verification, and analysis of PCB electronic materials, such as copper clad laminate (CCL), and promoted the evaluation of solutions for applying copper foil laminate to automotive high-current baseboards by various manufacturers.

Assist customers in improving product quality and optimizing costs through material testing and technology integration, and support the development of electronic materials required for new products, thereby accelerating product introduction schedules and reducing research and development costs. All R&D and testing projects are progressing as planned, and the progress has met expectations.

## II. Future Business Directions and Development Strategies

Looking ahead to 2026, the global electronics industry will see a gradual improvement in market demand structure, driven by developments in AI applications, high-performance computing, and smart technologies. The Company will continue to adhere to principles of sound management and enhance overall competitiveness and operational resilience through product optimization and regional expansion.

The future development plan is as follows:

### (I) Optimize product structure and increase added value

The Company will continue to strengthen the competitiveness of its AI and consumer electronics products, while stabilizing its existing customer base and enhancing the flexibility and profitability of its overall product portfolio.

### (II) Capitalize on growth opportunities in the AI application market

Demand for related products will continue to grow as AI applications, high-performance computing, and data center construction continue to advance. The Company will continue to deepen its strengths in high-speed, high-layer products and supply chain integration, and strengthen its technical support and service capabilities to capitalize on growth opportunities arising from the expansion of the AI application market.

### (III) Deepen North American market penetration

In response to the realignment of the North American supply chain and the trend of nearshoring, the Company completed the establishment of a sales base in Mexico in 2025 as a strategic foothold for entering the North American market. In addition to strengthening local customer service and technical support capabilities, the site can also enhance market intelligence and business development efficiency.

In the future, the Mexico site will serve as a regional operating platform to gradually deepen cooperative relationships with North American customers, expand opportunities for new products and new applications, and establish a cross-regional supply collaboration model to strengthen the Company's global presence and long-term competitive advantage.

### (IV) Expand into the European market

To enhance service capabilities and strengthen operational infrastructure in the European market, the Company plans to establish sales and service locations in Europe, with completion expected in 2026. The facility will serve local and European customers, strengthen localized support capabilities, and establish a cross-regional operations network as a foundation for the Company's long-term development in the European market.

### (V) Enhance risk management and financial structure

Amid uncertainties including changes in the global economic environment, exchange rate fluctuations, and supply chain restructuring, the Company will continue to strengthen its overall risk management mechanisms and financial structure to ensure operational stability and a foundation for long-term development. In financial management, the Company will continue to optimize working capital allocation and cash flow management, strengthen accounts receivable and inventory control efficiency, and improve capital turnover and utilization, while maintaining a reasonable debt-to-equity ratio and a sound capital structure.

In terms of risk control, the Company will continue to strengthen its exchange rate risk management mechanisms and reduce the impact of regional concentration risks on

operations through diversified sourcing and cross-regional collaboration. Furthermore, the Company will continue to enhance its internal control systems and risk assessment processes to institutionalize and normalize risk management, further strengthening the Company's overall operational resilience and responsiveness.

(VI) Deepen sustainable governance and ESG integration

The Company continues to integrate ESG principles into its corporate strategy and daily operations, progressively strengthening its sustainability framework and internal management systems. In terms of environmental performance, the Company will promote energy conservation, carbon reduction, and enhanced energy efficiency, while strengthening the collection and disclosure quality of relevant information in line with international sustainability disclosure trends. In social aspects, the Company will continue to refine talent development mechanisms and workplace safety management, building a stable and highly skilled organizational team. In terms of corporate governance, the Company will strengthen the oversight function of the Board of Directors, internal control systems, and risk management mechanisms, and enhance corporate governance transparency and decision-making quality.

III. Projected Sales Volume and Basis, and Key Production and Marketing Policies

Looking ahead to 2026, although the Company has not publicly disclosed any financial forecasts, we maintain a cautiously optimistic outlook on business growth. This year, our production and marketing focus remains on developing new products, acquiring new customers, and entering new markets. We will continue to diversify our product portfolio and enhance quality to strengthen the Company's overall competitiveness.

IV. Effect of External Competition, Legal Environment, and Overall Business Environment

(I) Effect of External Competition

In recent years, China's PCB production capacity has expanded significantly. Specifically, the supply of low- to mid-range products has been relatively high, leading to increased price competition. Meanwhile, Taiwanese and Japanese and Korean manufacturers have gradually focused on high-end, high-reliability, and special-application products, resulting in a structural shift within the industry.

Demand for AI servers, automotive electronics, and high-speed computing has driven growth in high-layer-count boards and high-frequency, high-speed boards, while consumer electronics demand has remained relatively flat. Market competition has shifted from "capacity competition" to "technology and application competition".

The Company operates a light-asset model, avoiding significant capital expenditures. By leveraging cross-regional supply chain integration and strong project management capabilities, it has been able to enhance its bargaining flexibility and scheduling efficiency during periods of overcapacity, thereby mitigating the impact of price competition on its operations.

In addition, geopolitical factors and tariff policies have led to a gradual shift of supply chains towards Southeast Asia. The Company's main operating locations are in Thailand and China, providing regional integration and flexible adjustment capabilities to meet customer supply chain restructuring needs.

(II) Effect of Legal Environment

1. Tightening Environmental Regulations

PCB manufacturing involves the use of chemicals and wastewater treatment. Countries have increasingly tightened environmental protection and chemical management requirements, including EU RoHS and REACH regulations, as well as China's related discharge and environmental management regulations. In recent years, management of carbon emissions and energy use has also been gradually strengthened. Relevant regulations may increase equipment investment and

compliance costs for manufacturers, which may in turn be reflected in product pricing. Although the Company does not directly manufacture products, it still needs to monitor its suppliers' legal compliance to mitigate costs and supply risks.

## 2. Impacts of Trade Policies and Tariff

In recent years, international trade policies have been in flux. The United States has imposed tariffs on certain electronic products from China, and evolving regulations regarding rules of origin and export controls globally have impacted the PCB industry's supply chain configuration. Consequently, some companies have relocated production to Southeast Asia to mitigate risk.

The Company's current market is primarily in Asia, with its main operations centered in Thailand and China. As the U.S. market share is limited, the direct impact of tariff policies on the Company is relatively limited, though the Company continues to monitor changes in the international trade environment.

## (III) Effect of the Overall Business Environment

### 1. Cyclical end demand

The PCB industry continues to exhibit cyclical trends. Fluctuations in demand for end markets—including smartphones, PCs, and consumer electronics—will affect order visibility and price levels.

In recent years, the rapid development of AI servers and high-speed computing applications has driven growth in demand for high-layer-count boards and high-speed, high-frequency boards, creating new structural opportunities for the industry. However, AI-related applications are currently concentrated in specific high-end product segments, and the overall industry is still simultaneously affected by traditional consumer market cycles.

The Company reduces the impact of single industry fluctuations on operations by diversifying its customer base and application areas, and by focusing on growth markets such as AI and automotive electronics.

### 2. Raw Material Prices and the Financial Environment

The main raw materials of the PCB industry include copper foil, copper clad laminate (CCL), resin, and related chemical materials, the prices of which fluctuate with international commodity market conditions and supply and demand. Changes in raw material prices will affect the manufacturing cost structure and may be reflected in product prices through market quotation mechanisms.

The Company does not engage in direct manufacturing, and fluctuations in raw material prices primarily affect overall market price levels through the supply chain. The Company continuously monitors supplier cost fluctuations and market supply and demand to maintain favorable procurement terms and gross profit structure.




In addition, the Company operates with a light-asset model, maintaining low fixed capital investment and debt levels. This provides a flexible financial structure that helps it navigate market fluctuations and economic cycles.

### 3. Industry upgrading and the trend toward automation

With the growth of AI applications and high-speed computing, PCB products have been upgrading towards higher layer counts and more advanced applications. Manufacturing has continuously adopted automation and data management technologies to enhance quality stability and production efficiency; industry competition has gradually shifted from production capacity scale to technological expertise and supply chain integration efficiency. In the future, companies with strong information management and supply chain capabilities will be more competitive.

The Company has continuously strengthened its supply chain information integration and operational management capabilities, improving its control over delivery schedules and cost fluctuations to address industry upgrading trends.

**EIKEI GROUP (CAYMAN) CO., LTD.**

<b>Chairman:</b>	<b>Liu, Shih-Lin</b>	
<b>General Manager:</b>	<b>Hsu, Ming-Che</b>	
<b>Accounting Supervisor</b>	<b>Hua Yi-Ting</b>	

**EIKEI Group (CAYMAN) CO., LTD.**

**Audit Committee Review Report**

The Board of Directors has prepared the Company's 2025 annual report, Consolidated Financial Statements, and proposal for earnings distribution. The Consolidated Financial Statements were audited by certified public accountants Chen Chi-Tung and Lai Chung-Hsi of PricewaterhouseCoopers, and an independent auditors' report has been issued. The aforementioned business report, Consolidated Financial Statements, and proposal for earnings distribution have been reviewed by the Audit Committee, which found no irregularities. This report is hereby prepared in accordance with Article 14-4 of the Securities and Exchange Act for your review.

EIKEI Group (CAYMAN) CO., LTD.



Convener of the Audit Committee: Lin, Chun-Hung





資誠

Independent Auditors' Report

(2026) Cai-Shen-Bao-Zi No. 25004416

To the attention of EIKEI Group (Cayman) Co., Ltd.:

**Audit Opinions**

We have audited the consolidated balance sheets of EIKEI Group (Cayman) Co., Ltd. and its subsidiaries (hereinafter referred to as the "EIKEI Group") as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows, and notes to the Consolidated Financial Statements (including a summary of significant accounting policies) for the years from January 1 to December 31, 2025 and 2024.

In our opinion, the accompanying Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of EIKEI Group (Cayman) Co., Ltd. and its subsidiaries as of December 31, 2025 and 2024, and their consolidated financial performance and consolidated cash flows for the years from January 1 to December 31, 2025 and 2024 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission.

**Basis for Opinion**

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. The personnel of our firm who are subject to independence requirements have maintained independence from EIKEI Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China and have fulfilled their other responsibilities under those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for EIKEI Group's Consolidated Financial Statements for the year ended December 31, 2025, are as follows:

### **Occurrence of sales revenue from significant new trading partners**

#### Description of matters

For the accounting policies related to revenue recognition, please refer to Note 4(23) of the Consolidated Financial Statements. The consolidated operating revenue for fiscal year 2025 was NT\$1,693,719 thousand. Details regarding the accounting for operating revenue can be found in Note 6(13) to the Consolidated Financial Statements.

EIKEI Group primarily sells printed circuit boards and other products. Its customers are mostly companies with which it has long-term and stable business relationships. Since sales revenue from the top 10 customers accounted for a relatively high proportion of total sales revenue, the occurrence of sales revenue from the top 10 customers had a material impact on EIKEI Group's Consolidated Financial Statements. Therefore, we identified the occurrence of sales revenue from significant new trading partners as one of the most significant matters in our audit.

#### Corresponding audit procedures

The corresponding procedures we have performed in response to the specific aspects described in the key audit matter above are summarized as follows:

1. We interviewed management to understand the policies for revenue recognition and whether such policies were applied consistently during the comparative periods of the financial statements.
2. We obtained an understanding of and tested the credit approval process for significant new trading partners, and confirmed that such significant new trading partners had been duly approved and reconciled with relevant supporting documents, including searches for information related to the trading partners.
3. We interviewed management to understand the reasons for overdue accounts receivable from significant new trading partners and assessed the reasonableness thereof.
4. We obtained and performed sample checks on the sales revenue details and original transaction documents of significant new trading partners.
5. We confirmed accounts receivable from significant new trading partners. For replies with discrepancies from the amounts recorded in the books, we investigated the reasons for the discrepancies and tested the reconciliation items prepared by the Group; for non-replies, we performed subsequent collection testing.

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

Management is responsible for the preparation and fair presentation of the Consolidated Financial Statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, Interpretations, and Interpretive Bulletins as endorsed and issued into effect by the Financial Supervisory Commission, and for maintaining such internal control as management determines is necessary to enable the preparation of Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is also responsible for assessing EIKEI 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 EIKEI Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of EIKEI Group, including the Audit Committee, are responsible for overseeing the financial reporting process.

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement in the Consolidated Financial Statements. Misstatements may arise from fraud or error. If the individual amount or aggregate amount of misstatements could reasonably be expected to influence the economic decisions of users taken on the basis of the Consolidated Financial Statements, such misstatements are considered material.

In performing an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism. We also perform the following work:

1. Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error; design and perform appropriate responses to the assessed risks; and obtain sufficient and appropriate audit evidence 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 EIKEI Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Based on the audit evidence obtained, conclude on the appropriateness of management's use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on EIKEI Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause EIKEI Group to no longer be able to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the related notes, and whether the Consolidated Financial Statements fairly present the relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities 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 and for forming the Group audit opinion.

We communicate with those charged with governance regarding the planned scope and timing of the audit, as well as significant audit findings, including significant deficiencies in internal control identified during the audit.

We also provide those charged with governance with a statement that the personnel of our firm subject to independence requirements have complied with the independence requirements of the Code of Professional Ethics for Certified Public Accountants of the Republic of China, and communicate with those charged with governance all relationships and other matters that may reasonably be thought to bear on our independence, including related safeguards.

From the matters communicated with those charged with governance, we determine the key audit matters for the audit of EIKEI Group's 2025 Consolidated Financial Statements. We describe these matters in our audit report unless law or regulation precludes public disclosure of specific matters, or, in extremely rare circumstances, we determine not to communicate specific matters in our audit report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PwC Taiwan

Chen, Chi-Tung



CPA

Lai, Chung-Hsi



Financial Supervisory Commission (FSC)

Approval No. of Certified Public Accountant: Jin-Guan-Zheng-Shen-Zi No. 1130350413

Former Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan

Approval No. of Certified Public Accountant: Jin-Guan-Zheng-Liu-Zi No. 0960038033

March 11, 2026

EIKEI Group (Cayman) Co., Ltd. and Subsidiaries  
Consolidated Balance Sheets  
December 31, 2025 and 2024



Unit: NT\$ thousand

<b>Assets</b>	Note	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
<b>Current assets</b>					
1100	Cash and cash equivalents	6(1)	\$ 398,888	37	\$ 340,899 31
1150	Net notes receivable	6(2) and 8	13,466	1	7,140 1
1170	Net accounts receivable	6(2)	460,695	43	541,659 50
1200	Other receivables		19,694	2	13,941 1
1220	Current income tax assets		23,459	2	7,926 1
130X	Inventory	6(3)	80,091	8	90,448 8
1410	Prepayments		14,936	1	19,364 2
1470	Other current assets		431	-	743 -
11XX	<b>Total current assets</b>		<u>1,011,660</u>	<u>94</u>	<u>1,022,120 94</u>
<b>Non-current assets</b>					
1600	Property, plant and equipment	6(4)	43,376	4	41,467 4
1755	Right-of-use assets	6(5)	8,403	1	13,470 1
1780	Intangible assets		2,547	-	1,340 -
1840	Deferred income tax assets	6(19)	1,560	-	3,055 -
1920	Refundable deposits		4,758	1	4,857 1
15XX	<b>Total non-current assets</b>		<u>60,644</u>	<u>6</u>	<u>64,189 6</u>
1XXX	<b>Total assets</b>		<u>\$ 1,072,304</u>	<u>100</u>	<u>\$ 1,086,309 100</u>

(Continued on next page)

EIKEI Group (Cayman) Co., Ltd. and Subsidiaries  
Consolidated Balance Sheets (Continued)  
December 31, 2025 and 2024



Unit: NT\$ thousand

Liabilities and equities	Note	December 31, 2025		December 31, 2024		
		Amount	%	Amount	%	
Current liabilities						
2100	Short-term borrowings	6(8) and 8	\$ 11,680	1	\$ 6,311	1
2130	Contract liabilities - current	6(13)	-	-	1,412	-
2170	Accounts payable		371,722	35	374,860	34
2200	Other payables	6(6)	54,660	5	52,549	5
2230	Current income tax liabilities		28,390	3	28,712	3
2250	Provisions for current liabilities		115	-	320	-
2280	Lease liabilities - current		6,107	-	9,370	1
2365	Refund liabilities - current	6(13)	997	-	4,333	-
2399	Other current liabilities - other		1,892	-	2,308	-
21XX	Total current liabilities		<u>475,563</u>	<u>44</u>	<u>480,175</u>	<u>44</u>
non-current liabilities						
2570	Deferred income tax liabilities	6(19)	7,888	1	6,050	1
2580	Lease liabilities - non-current		2,519	-	4,471	-
2600	Other non-current liabilities	6(7)	10,464	1	8,739	1
25XX	Total non-current liabilities		<u>20,871</u>	<u>2</u>	<u>19,260</u>	<u>2</u>
2XXX	Total liabilities		<u>496,434</u>	<u>46</u>	<u>499,435</u>	<u>46</u>
Equity						
Share capital						
3110	Common stock	6(9)	208,500	19	208,500	19
Capital surplus						
3200	Capital surplus	6(10)	146,187	14	146,187	14
Retained earnings						
3310	Legal reserve	6(11)	37,338	4	23,105	2
3320	Special reserve		-	-	4,980	1
3350	Retained earnings		183,370	17	189,149	17
Other equity						
3400	Other equity	6(12)	14,260	1	14,953	1
3500	Treasury shares	6(9)	( 13,785)	( 1)	-	-
3XXX	Total equity		<u>575,870</u>	<u>54</u>	<u>586,874</u>	<u>54</u>
Major Subsequent Matters						
3X2X	Total liabilities and equity		<u>\$ 1,072,304</u>	<u>100</u>	<u>\$ 1,086,309</u>	<u>100</u>

The accompanying notes to the Consolidated Financial Statements are an integral part of these Consolidated Financial Statements and should be read in conjunction with them.

Chairman: Liu, Shih-Lin



Manager: Hsu, Ming-Che



Accounting Supervisor: Hua, Yi-Tin



IKEI Group (Cayman) Co., Ltd. and Subsidiaries  
Consolidated Statements of Comprehensive Income  
January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand  
(except for earnings per share in NT\$)

	Item	Note	2025		2024	
			Amount	%	Amount	%
4000	Operating revenue	6(13)	\$ 1,693,719	100	\$ 1,762,824	100
5000	Operating costs	6(3)(17)(18)	( 1,313,654)	( 78)	( 1,357,603)	( 77)
5900	Gross profit		380,065	22	405,221	23
	Operating expenses	6(17)(18)				
6100	Marketing expense		( 93,237)	( 5)	( 90,525)	( 5)
6200	Management fees		( 129,639)	( 8)	( 145,951)	( 8)
6300	R&D expenses		( 2,825)	-	( 2,405)	-
6450	Expected credit impairment loss	12(2)	( 1,137)	-	( 578)	-
6000	Total operating expenses		( 226,838)	( 13)	( 239,459)	( 13)
6900	Operating profit		153,227	9	165,762	10
	Non-operating income and expenses					
7100	Interest income	6(14)	7,641	-	7,355	-
7010	Other income		72	-	429	-
7020	Other gains or losses	6(15)	3,541	-	14,509	1
7050	Financial costs	6(16)	( 987)	-	( 874)	-
7000	Total non-operating income and expenses		3,185	-	21,419	1
7900	Profit before tax		156,412	9	187,181	11
7950	income tax expense	6(19)	( 37,991)	( 2)	( 44,654)	( 3)
8200	Net profit for the period		\$ 118,421	7	\$ 142,527	8
	Other comprehensive income (net)					
	Items not reclassified to profit or loss					
8311	Remeasurements of defined benefit plans	6(7)	(\$ 272)	-	(\$ 198)	-
8341	Other items not reclassified to profit or loss	6(12)	( 17,516)	( 1)	29,585	2
	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign financial statements	6(12)	16,823	1	( 9,652)	( 1)
8300	Other comprehensive income (net)		(\$ 965)	-	\$ 19,735	1
8500	Total comprehensive income of current period		\$ 117,456	7	\$ 162,262	9
	Net income attributable to:					
8610	Parent company owner		\$ 118,421	7	\$ 142,527	8
	Total comprehensive income attributable to:					
8710	Parent company owner		\$ 117,456	7	\$ 162,262	9
	Basic earnings per share	6(20)				
9750	Basic earnings per share		\$ 5.68		\$ 7.30	
	Diluted earnings per share	6(20)				
9850	Diluted earnings per share		\$ 5.65		\$ 7.26	

The accompanying notes to the Consolidated Financial Statements are an integral part of these Consolidated Financial Statements and should be read in conjunction with them.

Chairman: Liu, Shih-Lin



Manager: Hsu, Ming-Che



Accounting Supervisor: Hua, Yi-Tin



# EIKEI Group (Cayman) Co., Ltd. and Subsidiaries

## Consolidated Statements of Changes in Equity

January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	Note	Equity attributable to owners of the parent company						Exchange differences on translation of foreign financial statements	Treasury shares	Total equity
		Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Retained earnings			
<u>2024</u>										
Balance on January 1		\$ 175,500	\$ -	\$ 12,161	\$ 5,050	\$ 136,694	(\$ 4,980)	\$ -	\$ 324,425	
Net profit for the period		-	-	-	-	142,527	-	-	142,527	
Other comprehensive income for the period	6(12)	-	-	-	-	(198)	19,933	-	19,735	
Total comprehensive income of current period		-	-	-	-	142,329	19,933	-	162,262	
Appropriation and distribution of earnings:	6(11)									
Appropriation of legal reserve		-	-	10,944	-	(10,944)	-	-	-	
Reversal of special reserve		-	-	-	(70)	70	-	-	-	
Cash dividends		-	-	-	-	(79,000)	-	-	(79,000)	
Cash capital increase	6(9)(10)	33,000	146,042	-	-	-	-	-	179,042	
Share-based payment	6(8)(10)	-	145	-	-	-	-	-	145	
Balance as of December 31		\$ 208,500	\$ 146,187	\$ 23,105	\$ 4,980	\$ 189,149	\$ 14,953	\$ -	\$ 586,874	
<u>2025</u>										
Balance on January 1		\$ 208,500	\$ 146,187	\$ 23,105	\$ 4,980	\$ 189,149	\$ 14,953	\$ -	\$ 586,874	
Net profit for the period		-	-	-	-	118,421	-	-	118,421	
Other comprehensive income for the period	6(12)	-	-	-	-	(272)	(693)	-	(965)	
Total comprehensive income of current period		-	-	-	-	118,149	(693)	-	117,456	
Appropriation and distribution of earnings:	6(11)									
Appropriation of legal reserve		-	-	14,233	-	(14,233)	-	-	-	
Reversal of special reserve		-	-	-	(4,980)	4,980	-	-	-	
Cash dividends		-	-	-	-	(114,675)	-	-	(114,675)	
Stock repurchase	6(9)	-	-	-	-	-	-	(\$ 13,785)	(\$ 13,785)	
Balance as of December 31		\$ 208,500	\$ 146,187	\$ 37,338	\$ -	\$ 183,370	\$ 14,260	(\$ 13,785)	\$ 575,870	

The accompanying notes to the Consolidated Financial Statements are an integral part of these Consolidated Financial Statements and should be read in conjunction with them.

Chairman: Liu, Shih-Lin



Manager: Hsu, Ming-Che



Accounting Supervisor: Hua, Yi-Tin



# EIKEI Group (Cayman) Co., Ltd. and Subsidiaries

## Consolidated Statements of Cash Flows January 1 to December 31, 2025 and 2024

	Note	2025	2024
Unit: NTS thousand			
<b>Cash flow from operating activities</b>			
Current period net profit before tax		\$ 156,412	\$ 187,181
Adjustment items			
Revenue and expense items			
Depreciation expense	6(4)(5)(17)	17,876	16,299
Amortization expense	6(17)	3,318	3,140
Expected credit impairment loss	12(2)	1,137	578
Interest expenses	6(16)	987	874
Interest income	6(14)	( 7,641)	( 7,355)
Share-based payments	6(8)(10)	-	145
(Gain) loss on disposal of property, plant and equipment	6(15)	( 112)	6
Lease modification gain	6(5)(15)	( 41)	-
Changes in operating assets and liabilities			
Net changes in assets from operating activities			
Notes receivable		( 6,326)	12,088
Accounts receivable		79,827	303,814
Other receivables		( 5,753)	( 5,571)
Inventory		10,357	7,073
Prepayments		4,428	8,899
Other current assets		312	9
Net changes in liabilities from operating activities			
Contract liabilities - current		( 1,412)	677
Accounts payable		( 3,138)	66,551
Other payables		2,111	22,805
Provisions for current liabilities		( 205)	107
Refund liabilities - current		( 3,336)	( 1,711)
Other current liabilities - other		416	1,423
Cash inflow (outflow) generated from operations		248,385	22,558
Interest received		7,641	7,355
Interest expense		( 987)	( 874)
Income tax paid		( 49,781)	( 53,280)
Net cash inflow (outflow) from operating activities		205,258	69,357
<b>Cash flows from investing activities</b>			
Acquisition of property, plant and equipment	6(4)	( 6,347)	( 1,261)
Proceeds from disposal of property, plant and equipment		487	227
Acquisition of intangible assets		( 4,564)	( 3,160)
Increase in refundable deposits		-	( 462)
Decrease in refundable deposits		99	-
Net cash outflow in investing activities		( 10,325)	( 4,656)
<b>Cash flows from financing activities</b>			
Borrowing short-term loans	6(21)	61,735	41,135
Repayment of short-term borrowings	6(21)	( 56,389)	( 53,957)
Principal repayment of lease obligations	6(21)	( 12,382)	( 11,348)
Cash dividends paid	6(21)	( 114,675)	( 79,000)
Cash capital increase	6(9)	-	179,042
Cost of treasury stock repurchases	6(9)	( 13,785)	-
Net cash (outflow) inflow from financing activities		( 135,496)	75,872
Exchange differences		1,448	20,210
Increase in cash and cash equivalents in the current period		57,989	22,069
Opening balance of cash and cash equivalents		340,899	318,830
Closing balance of cash and cash equivalents		\$ 398,888	\$ 340,899

The accompanying notes to the Consolidated Financial Statements are an integral part of these Consolidated Financial Statements and should be read in conjunction with them.

Chairman: Liu, Shih-Lin



Manager: Hsu, Ming-Che



Accounting Supervisor: Hua, Yi-Tin



Attachment 4 - 2025 Earnings Distribution Table

**EIKEI Group (Cayman) Co., Ltd.**  
**2025 Earning Distribution Table**

Unit: New Taiwan Dollars

Item	Amount	
	Subtotal	Total
Beginning retained earnings		65,222,540
Add: Net profit after tax for the year	118,420,851	
Less: Other comprehensive income for the year	(271,946)	
Less: 10% legal reserve	(11,814,891)	
Distributable earnings		171,556,554
Allocation items:		
Cash dividends	(103,120,000)	
Ending retained earnings		68,436,554

## Attachment 5: Treasury Share Repurchase Status

Repurchase batch	1st
<b>Expected Repurchase Volume</b>	
Date of Board resolution	2025/11/11
Purpose of repurchase	To protect the Company's credit and shareholder interests
Scheduled repurchase period	2025/11/12 ~ 2026/01/11
Repurchase price range	NT\$40.00 to NT\$75.00
Planned number of shares to be repurchased	300,000 shares
Percentage of repurchased shares relative to total issued shares.	1.44%
Upper limit on total repurchase amount	NT\$ 284,498,273
<b>Implementation status of share repurchases</b>	
Actual Purchase Window	2025/12/08 ~ 2026/01/02
Actual quantity repurchased	226,000 shares
Actual shares repurchased as a percentage of total shares issued.	1.08%
Actual amount of shares repurchased	NT\$ 15,265,716
Average Repurchase Price per Share	NT\$ 67.55
Treasury stock repurchase execution rate	75.33%
Reasons for Non-Completion	To protect shareholder value and considering market conditions, the Company repurchased shares in tranches based on stock price fluctuations and trading volume, and the repurchase was not fully executed.
Implementation Details	Cancelled shares

**Attachment 6: Comparison Table of Sustainable Development Best Practice Principles Before and After Amendments**

**Sustainable Development Best Practice Principles**

**Comparison Table of Amended Provisions**

Amended Provisions	Current Provisions	Explanation
<p>Article 12</p> <p>Publicly listed companies are advised to consider the impact of their operations on ecological benefits, promote and advocate sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact of their operations on the natural environment, biodiversity, and people:</p> <p>I. Reduce resource and energy consumption in products and services.</p> <p>II. Reduce emissions of pollutants, toxic substances, and waste, and ensure proper waste disposal.</p> <p>III. Improve the recyclability and reusability of raw materials and products.</p> <p>IV. Maximize the sustainable use of renewable resources.</p> <p>V. Enhance product durability.</p> <p>VI. Improve the performance of products and services.</p> <p>VII. <u>Improve the conservation of marine or terrestrial biodiversity and ecosystems, the sustainable use of resources, and fair and equitable benefit sharing.</u></p>	<p>Article 12</p> <p>Publicly listed companies are advised to consider the impact of their operations on ecological benefits, promote and advocate sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact of their operations on the natural environment and people:</p> <p>I. Reduce resource and energy consumption in products and services.</p> <p>II. Reduce emissions of pollutants, toxic substances, and waste, and ensure proper waste disposal.</p> <p>III. Improve the recyclability and reusability of raw materials and products.</p> <p>IV. Maximize the sustainable use of renewable resources.</p> <p>V. Enhance product durability.</p> <p>VI. Improve the performance of products and services.</p>	<p>The text of this article has been revised to align with the amendments to the “Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies”, and Subparagraph 7 has been added.</p>
<p>Article 14</p> <p>Publicly listed companies are advised to create a favorable environment for employees' career development and establish effective training programs for career development capabilities.</p>	<p>Article 14</p> <p>Publicly listed companies are advised to create a favorable environment for employees' career development and establish effective training programs for career development capabilities.</p>	<p>In accordance with the “Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies”, Paragraph 2 has been added, and the existing Paragraph 2 has</p>

<p><u>Publicly listed companies are advised to establish industry-academia collaboration programs to cultivate seed talent for the industry.</u></p> <p>Publicly listed companies shall establish and implement reasonable employee welfare measures (including compensation, leave, and other benefits), and appropriately reflect business performance or results in employee remuneration, so as to ensure the recruitment, retention, and motivation of human resources and achieve the goal of sustainable operations.</p>	<p>Publicly listed companies shall establish and implement reasonable employee welfare measures (including compensation, leave, and other benefits), and appropriately reflect business performance or results in employee remuneration, so as to ensure the recruitment, retention, and motivation of human resources and achieve the goal of sustainable operations.</p>	<p>been renumbered as Paragraph 3.</p>
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**Attachment 7: Comparison Table of the Articles of Incorporation Before and After Amendments**

**EIKEI Group (Cayman) Co., Ltd.**

**Comparison Table between the Proposed Amendments and the Original Memorandum of Association of Association**

Proposed Amendment	Original Article	Reason for Amendment
Cover		
<p align="center"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p align="center"><b>FIFTH AMENDED AND RESTATED MEMORANDUM</b></p> <p align="center"><b>AND</b></p> <p align="center"><b>ARTICLES OF ASSOCIATION</b></p> <p align="center"><b>OF</b></p> <p align="center"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b></p> <p align="center"><b>Incorporated on the 12th day of October, 2015 (adopted by a Special Resolution passed on June 17, 2026)</b></p>	<p align="center"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p align="center"><b>FOURTH AMENDED AND RESTATED MEMORANDUM</b></p> <p align="center"><b>AND</b></p> <p align="center"><b>ARTICLES OF ASSOCIATION</b></p> <p align="center"><b>OF</b></p> <p align="center"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b></p> <p align="center"><b>Incorporated on the 12th day of October, 2015 (adopted by a Special Resolution passed on Sep 4, 2024)</b></p>	<p>This Article was amended to reflect the number of revisions and the date of shareholder meeting resolution.</p>
Memorandum of Association of Association		
<p align="center"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p align="center"><b><u>FIFTH</u> AMENDED AND RESTATED MEMORANDUM</b></p> <p align="center"><b>AND</b></p> <p align="center"><b>ARTICLES OF ASSOCIATION</b></p> <p align="center"><b>OF</b></p> <p align="center"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b></p> <p align="center"><b>(adopted by a Special Resolution passed on <u>June 17, 2026</u>)</b></p>	<p align="center"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p align="center"><b><u>FOURTH</u> AMENDED AND RESTATED MEMORANDUM</b></p> <p align="center"><b>AND</b></p> <p align="center"><b>ARTICLES OF ASSOCIATION</b></p> <p align="center"><b>OF</b></p> <p align="center"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b></p> <p align="center"><b>(adopted by a Special Resolution passed on <u>Sep 4, 2024</u>)</b></p>	<p>This Article was amended to reflect the number of revisions and the date of shareholder meeting resolution.</p>

Table

<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b>FIFTH AMENDED AND RESTATED MEMORANDUM</b></p> <p style="text-align: center;"><b>AND</b></p> <p style="text-align: center;"><b>ARTICLES OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b> (adopted by a Special Resolution passed on June 17, 2026)</p>	<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b>FOURTH AMENDED AND RESTATED MEMORANDUM</b></p> <p style="text-align: center;"><b>AND</b></p> <p style="text-align: center;"><b>ARTICLES OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b> (adopted by a Special Resolution passed on Sep 4, 2024)</p>	<p>This Article was amended to reflect the number of revisions and the date of shareholder meeting resolution.</p>
Articles of the Articles of Association		
<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b>FIFTH AMENDED AND RESTATED MEMORANDUM</b></p> <p style="text-align: center;"><b>AND</b></p> <p style="text-align: center;"><b>ARTICLES OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b> (adopted by a Special Resolution passed on June 17, 2026)</p>	<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b>FOURTH AMENDED AND RESTATED MEMORANDUM</b></p> <p style="text-align: center;"><b>AND</b></p> <p style="text-align: center;"><b>ARTICLES OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>EIKEI Group (Cayman) Co., Ltd. EIKEI GROUP (CAYMAN) CO., LTD.</b> (adopted by a Special Resolution passed on Sep 4, 2024)</p>	<p>This Article was amended to reflect the number of revisions and the date of shareholder meeting resolution.</p>
<p>14.3 With respect to the dividends to be distributed at the end of each half of a financial year subject to the Companies Act of the Cayman Islands and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each half of a financial year in accordance with a proposal for profit distribution. <u>For the distribution of interim dividends, a proposal</u></p>	<p>14.3 With respect to the dividend to be distributed at the end of each financial year, subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each financial year in accordance with a proposal for profit distribution <u>approved by, in the case of dividend to be paid in cash,</u> a majority of the Directors at a meeting attended by two-</p>	<p>This Article was amended to reflect the dividends to be distributed at the end of each half of a financial year.</p>

<p><u>for profit distribution or loss offset for the first half of the financial year, together with the business report and the financial statements audited or reviewed by a certified public accountant, shall be submitted to the Audit Committee for approval and thereafter to the Board for resolution. If the Board decides not to distribute interim dividends, the Directors shall adopt a resolution to confirm such non- distribution after the relevant first half of the financial year. Where the proposal for profit distribution involves a cash dividend, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and then reported to the Members in the next annual general meeting or, in the case of Article 12.3(a) or 12.5 (in the case of an issuance of new shares as bonus shares), a majority of the Directors at a meeting attended by a majority or more of the total number of the Directors and Supermajority Resolution in the general meeting.</u></p>	<p>thirds or more of the total number of the Directors and then reported to the Members in the next annual general meeting or, in the case of Article 12.3(a) or 12.5 (in the case of an issuance of new shares as bonus shares), a majority of the Directors at a meeting attended by a majority or more of the total number of the Directors and Supermajority Resolution in the general meeting.</p>	
<p>14.5 In determining the Company's dividend policy, the Board recognizes that the <u>Company</u> is in the growth stage <u>of its operations and shall, in accordance with the following order of priority, formulate a proposal for distribution of dividends, or other distributions (if any), which shall be resolved by the Board or submitted to the Members for approval in accordance with the Law, the Applicable Public Company Rules or the Articles:</u></p>	<p>14.5 In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. <u>In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board:</u></p>	<p>This Article was amended to reflect the dividends to be distributed at the end of each half of a financial year.</p>
<p>14.6 For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, <u>subject</u> to compliance with the Law and after setting aside the amounts for Employees'</p>	<p>14.6 For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, <u>subject</u> to compliance with the Law and after setting aside the amounts for Employees'</p>	<p>This Article was amended to reflect the dividends to be distributed at the end of each half of a financial year.</p>

<p>Compensations and Directors' Remuneration in accordance with Article 14.4 and such amounts as the Board deems fit in accordance with the dividend policy set out in Article 14.5, <u>the remaining balance, if any, subject to the Law and the Applicable Public Company Rules and after having considered the financial, business and operational factors of the Company,</u> the Board shall recommend to Members for approval to distribute no less than 10 per cent of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.</p>	<p>Compensations and Directors' Remuneration in accordance with Article 14.4 and such amounts as the Board deems fit in accordance with the dividend policy set out in Article 14.5, the Board shall recommend to Members for approval to distribute no less than 10 per cent of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.</p>	
<p><u>14.8 When the Company makes the interim distribution, the Company shall (a) estimate and reserve all payable taxes, (b) offset losses incurred in previous years, and (c) reserve the Statutory Reserve(unless the Statutory Reserve has reached the total paid-up capital of the Company).</u></p>	<p>(Newly Added)</p>	<p>This Article was amended to reflect the dividends to be distributed at the end of each half of a financial year.</p>
<p><u>14.9</u> The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.</p>	<p><u>14.8</u> The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.</p>	<p>Article numbers adjusted following the addition of Article 14.8</p>
<p><u>14.10 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Board may provide that the Register of Members be closed for transfers for five days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.</u></p>	<p><u>14.9 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Board may provide that the Register of Members be closed for transfers for five days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.</u></p>	<p>Article numbers adjusted following the addition of Article 14.8</p>

<p>14.11 <u>No unpaid dividend and compensation shall bear interest as against the Company.</u></p>	<p>14.10 <u>No unpaid dividend and compensation shall bear interest as against the Company.</u></p>	<p>Article numbers adjusted following the addition of Article 14.8</p>
<p>20.5 <u>For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Board shall, no later than thirty (30) days prior to an annual general meeting or fifteen (15) days prior to an extraordinary general meeting, prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.</u></p>	<p>20.5 <u>For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT\$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post</u></p>	<p>This Article is amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on February 4, 2026.</p>

	<u>System shall be completed at least thirty (30) days for an annual general meeting.</u>	
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**EIKEI Group (Cayman) Co., Ltd.**  
**榮惠集團(開曼)股份有限公司**  
**2026年章程修訂對照表**

修訂後條文	原條文	說明
封面		
<p>開曼群島公司法（修訂版）股份有限公司  <b>第五次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            公司設立於 2015 年 10 月 12 日            （經西元 2026 年 6 月 17 日特別決議通過生效）</p>	<p>開曼群島公司法（修訂版）股份有限公司  <b>第四次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            公司設立於 2015 年 10 月 12 日            （經西元 2024 年 9 月 4 日特別決議通過生效）</p>	更新擬於股東會特別決議通過此次修訂章程之次數和日期。
章程大綱		
<p>開曼群島公司法（修訂版）股份有限公司  <b>第五次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2026 年 6 月 17 日特別決議通過生效）</p>	<p>開曼群島公司法（修訂版）股份有限公司  <b>第四次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2024 年 9 月 4 日特別決議通過生效）</p>	更新擬於股東會特別決議通過此次修訂章程之次數和日期。
目錄		
<p>開曼群島公司法（修訂版）股份有限公司  <b>第五次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2026 年 6 月 17 日特別決議通過生效）</p>	<p>開曼群島公司法（修訂版）股份有限公司  <b>第四次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2024 年 9 月 4 日特別決議通過生效）</p>	更新擬於股東會特別決議通過此次修訂章程之次數和日期。
章程		
<p>開曼群島公司法（修訂版）股份有限公司  <b>第五次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2026 年 6 月 17 日特別決議通過生效）</p>	<p>開曼群島公司法（修訂版）股份有限公司  <b>第四次修訂及重述章程大綱和章程</b></p> <p><b>EIKEI Group (Cayman) Co., Ltd.</b>  <b>榮惠集團(開曼)股份有限公司</b>            （經西元 2024 年 9 月 4 日特別決議通過生效）</p>	更新擬於股東會特別決議通過此次修訂章程之次數和日期。
14.3 對於於每半會計年度結束後所分派之股利，在不牴觸開曼群島	14.3 對於於每一會計年度結束後所分派之股利，在不牴觸開曼群島	有鑑於公司擬發行期中股利，故修正本條。

<p>公司法、本條或任何股份所附加之權利或限制之規定下，本公司得於每半會計年度後依據盈餘分派議案分派股息。<u>為分派期中股利，有關前半會計年度的盈餘分派或虧損撥補之議案，連同營業報告書及經會計師查核或核閱之財務報表，應送交審計委員會決議後，提董事會決議之。如董事會決定不分派期中股利，董事會應於前半會計年度後，以決議確認不分派期中股利。</u>該等盈餘分派議案，如為分派現金股利之情形，應由董事會以三分之二以上董事之出席，出席董事過半數之決議為之，且應於最近一次股東常會報告該次分派；如為本章程第 12.3 (a) 條及第 12.5 條（於發行新股作為紅利股份之情形）條之情形，應經董事會普通決議及以股東會重度決議為之。</p>	<p>公司法、本條或任何股份所附加之權利或限制之規定下，本公司得於每一會計年度後依據盈餘分派議案分派股息。該等盈餘分派議案，如為分派現金股利之情形，應由董事會以三分之二以上董事之出席，出席董事過半數之決議為之，且應於最近一次股東常會報告該次分派；如為本章程第 12.3 (a) 條及第 12.5 條（於發行新股作為紅利股份之情形）條之情形，應經董事會普通決議及以股東會重度決議為之。</p>	
<p>14.5 就本公司股利政策之決定，董事會了解本公司營運之業務係屬成長階段，<u>由董事會依照以下順序擬具股利或其他分派數額（若有），並依據開曼群島公司法、公開發行公司規則或本章程規定，由董事會決議或提請股東會同意之：</u> （略）</p>	<p>14.5 就本公司股利政策之決定，董事會了解本公司營運之業務係屬成長階段。<u>於各會計年度建請股東同意之股利或其他分派數額（若有）之決定，</u>董事會： （略）</p>	<p>有鑑於公司擬發行期中股利，故修正本條。</p>
<p>14.6 股份登錄興櫃或於中華民國上市櫃期間，在不違反開曼群島公司法之情形下，且依本章程第 14.4 條規定提撥員工酬勞及董事酬勞並依本章程第 14.5 條之股利分派政策提列董事會認為適當之金額後，如有剩餘，依<u>開曼群島公司法及公開發行公司規則，在考量財務、業務及經營因素後，</u>董事會應提撥不少於可分派數額中屬上一會計年度盈餘部分（不含先前年度之累積盈餘）之百分之十作為股東股利，經股東會決議通過後分派。</p>	<p>14.6 股份登錄興櫃或於中華民國上市櫃期間，在不違反開曼群島公司法之情形下，且依本章程第 14.4 條規定提撥員工酬勞及董事酬勞並依本章程第 14.5 條之股利分派政策提列董事會認為適當之金額後，董事會應提撥不少於可分派數額中屬上一會計年度盈餘部分（不含先前年度之累積盈餘）之百分之十作為股東股利，經股東會決議通過後分派。</p>	<p>有鑑於公司擬發行期中股利，故修正本條。</p>

<p>14.8 本公司分派期中股利時，應 (a) 先預估並保留應納稅捐、(b) 彌補虧損，及 (c) 提列法定盈餘公積 (除非法定盈餘公司已達本公司實收資本)。</p>	<p>(本條新增)</p>	<p>有鑑於公司擬發行期中股利，故新增本條。</p>
<p>14.9 董事會應擇定基準日決定有權獲配股息或其他分派之股東。</p>	<p>14.8 董事會應擇定基準日決定有權獲配股息或其他分派之股東。</p>	<p>配合新增第 14.8 條，調整條項。</p>
<p>14.10 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼群島公司法規定之期間內，不得為之。</p>	<p>14.9 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼群島公司法規定之期間內，不得為之。</p>	<p>配合新增第 14.8 條，調整條項。</p>
<p>14.11 本公司就未分派之股利及酬勞概不支付利息。</p>	<p>14.10 本公司就未分派之股利及酬勞概不支付利息。</p>	<p>配合新增第 14.8 條，調整條項。</p>
<p>20.5 股份登錄興櫃或於中華民國上市櫃期間，本公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案 (包含但不限於選任或解任董事之議案) 等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，於股東常會開會三十日前或股東臨時會開會十五日前，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。</p>	<p>20.5 股份登錄興櫃或於中華民國上市櫃期間，本公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案 (包含但不限於選任或解任董事之議案) 等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。但本公司於最近會計年度終了日總實收資本額達新臺幣二十億元以上或最近會計年度召開股東常會其股東名冊記載之外資及陸資持股比例合計達已發行股份總數之百分之三十以上時，應於股東常會開會三十日前完成將前開資訊及檔案透過公開資訊觀測站傳送或傳送至公開資訊觀測站。</p>	<p>依據臺灣證券交易所於 2026 年 2 月 4 日公布之修正後「外國發行人註冊地股東權益保護事項檢查表 (創新板)」，修正本條。</p>

**Attachment 8: Comparison Table of Endorsement and Guarantee Management Before and After Amendment**

**EIKEI GROUP (CAYMAN) CO., LTD.**

**Comparison Table of Amendments to the Management of Endorsements and Guarantees**

Amended Provisions	Current Provisions	Explanation
<p>Article 5 Limit on Endorsements and Guarantees</p> <p>I. For parties seeking endorsements or guarantees from the Company due to business dealings, the amount of each endorsement or guarantee shall not exceed the amount of business transactions between the two parties in the most recent year, and the amount of business transactions refers to whichever is higher of the purchase amount or sales amount between the two parties.</p> <p>II. The total amount of external endorsements and guarantees provided by the Company shall not exceed 200% of the Company's net worth as shown in its most recent financial statements audited or reviewed by a CPA.</p> <p>III. The limit of the Company's endorsements or guarantees for a single enterprise shall not exceed 160% of the Company's net worth as</p>	<p>Article 5 Limit on Endorsements and Guarantees</p> <p>I. For parties seeking endorsements or guarantees from the Company due to business dealings, the amount of each endorsement or guarantee shall not exceed the amount of business transactions between the two parties in the most recent year, and the amount of business transactions refers to whichever is higher of the purchase amount or sales amount between the two parties.</p> <p>II. The total amount of external endorsements and guarantees provided by the Company shall not exceed 200% of the Company's net worth as shown in its most recent financial statements audited or reviewed by a CPA.</p> <p>III. The limit of the Company's endorsements or guarantees for a single enterprise shall not exceed 160% of the Company's net worth as shown in its most recent</p>	<p>In response to the Company's operational needs, the current operating procedures were reviewed to improve management efficiency and operational consistency, and these Procedures were therefore amended.</p>

Amended Provisions	Current Provisions	Explanation
<p>shown in its most recent financial statements audited or reviewed by a CPA.</p> <p>IV. The Company may provide endorsements or guarantees among companies in which it directly and indirectly holds 90% or more of the voting shares, and the amount thereof shall not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements and guarantees among companies in which the Company directly and indirectly holds 100% of the voting shares.</p> <p>V. The total amount of endorsements and guarantees that may be provided by the Company and its subsidiaries as a whole shall not exceed <del>160</del><sup>250</sup>% of the Company's net worth as shown in its most recent financial statements audited or reviewed by a CPA.</p> <p>VI. The accumulated amount of endorsements and guarantees provided by the Company and its subsidiaries as a whole for a single enterprise shall not exceed 160% of the Company's net</p>	<p>financial statements audited or reviewed by a CPA.</p> <p>IV. The Company may provide endorsements or guarantees among companies in which it directly and indirectly holds 90% or more of the voting shares, and the amount thereof shall not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements and guarantees among companies in which the Company directly and indirectly holds 100% of the voting shares.</p> <p>V. The total amount of endorsements and guarantees that may be provided by the Company and its subsidiaries as a whole shall not exceed 160% of the Company's net worth as shown in its most recent financial statements audited or reviewed by a CPA.</p> <p>VI. The accumulated amount of endorsements and guarantees provided by the Company and its subsidiaries as a whole for a single enterprise shall not exceed 160% of the Company's net worth</p>	

Amended Provisions	Current Provisions	Explanation
<p>worth as shown in its most recent financial statements audited or reviewed by a CPA.</p>	<p>as shown in its most recent financial statements audited or reviewed by a CPA.</p>	
<p>Article 16 Supplementary Provisions</p> <p>These procedures were established on December 14, 2021.</p> <p>These procedures were revised on June 29, 2022.</p> <p><b>These procedures were revised on June 17, 2026.</b></p>	<p>Article 16 Supplementary Provisions</p> <p>These procedures were established on December 14, 2021.</p> <p>These procedures were revised on June 29, 2022.</p>	<p>Revision date added</p>

**Appendix I: Articles of Incorporation (before amendment)**

This translation is for reference  
purposes only; the English  
version shall prevail  
Company Number: 304756

**THE COMPANIES ACT (AS REVISED)  
COMPANY LIMITED BY SHARES**

**FOURTH AMENDED AND RESTATED MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**EIKEI Group (Cayman) Co., Ltd.**

**榮惠集團(開曼)股份有限公司**

**Incorporated on the 12th day of October, 2015  
(adopted by a Special Resolution passed on September 4, 2024)**



[www.verify.gov.ky](http://www.verify.gov.ky) File#: 304756

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**THE COMPANIES ACT (As Revised)**  
**COMPANY LIMITED BY SHARES**  
**FOURTH AMENDED AND RESTATED**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**EIKEI Group (Cayman) Co., Ltd.**

(adopted by a Special Resolution passed on September 4, 2024)

1. The name of the Company is EIKEI Group (Cayman) Co., Ltd. 榮惠集團(開曼)股份有限公司
2. The Registered Office of the Company is at the offices of Portcullis (Cayman) Ltd, *The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P. O. Box 32052, Grand Cayman, KY1-1208, Cayman Islands*, or at such other place within the Cayman Islands as the Board may decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies Act (As Revised).
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act (As Revised).
5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Act (As Revised), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (As Revised), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (As Revised).
6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each Member is limited to the amount from time to time unpaid on the Member's shares.
8. The authorized share capital of the Company is New Taiwan Dollars 600,000,000 divided into 60,000,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (As Revised) and the Articles of Association, the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original,

redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (As Revised).

**THE COMPANIES ACT (AS REVISED)**  
**COMPANY LIMITED BY SHARES**  
**FOURTH AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**EIKEI Group (Cayman) Co., Ltd.**  
(adopted by a Special Resolution passed on September 4, 2024)

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**THE COMPANIES ACT (AS REVISED)**  
**COMPANY LIMITED BY SHARES**  
**FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

**EIKEI Group (Cayman) Co., Ltd.**

(adopted by a Special Resolution passed on September 4, 2024)

**Table A**

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

**INTERPRETATION**

**1. Definitions**

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

**Acquisition** as defined in the ROC Business Mergers and Acquisitions Act whereby a company acquires shares, business or assets of another company on exchange for shares, cash or other assets.

**Applicable Law** the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;

**Applicable Public Company Rules** the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEx and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;

**Articles** these Articles of Association as altered from time to time;

**Audit Committee** the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;

<b>Board</b>	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
<b>Capital Reserve</b>	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company;
<b>Chairman</b>	the Director elected amongst all the Directors as the chairman of the Board;
<b>Company</b>	EIKEI Group (Cayman) Co., Ltd. 榮惠集團(開曼)股份有限公司；
<b>Compensation Committee</b>	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
<b>Communication Facilities</b>	shall mean video, video-conferencing, internet or online - conferencing and/or any other video-communication facilities permitted under the Applicable Public Company Rules;
<b>Cumulative Voting</b>	the voting mechanism for an election of Directors as described in Article 35.2;
<b>Directors</b>	the directors for the time being of the Company and shall include any and all Independent Director(s);
<b>Directors' Remuneration</b>	has the meaning given thereto in Article 14.4;
<b>Dissenting Member</b>	has the meaning given thereto in Article 28.2;
<b>Electronic Record</b>	has the same meaning as in the Electronic Transactions Act;
<b>Electronic Transactions Act</b>	the Electronic Transactions Act (As Revised) of the Cayman Islands;
<b>Employees' Compensations</b>	has the meaning given thereto in Article 14.4;
<b>Employee Subscription Portion</b>	has the meaning given thereto in Article 2.3;
<b>ESM</b>	the emerging stock market of the ROC;

<b>Family Relationship within Second Degree of Kinship</b>	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first person's spouse;
<b>FSC</b>	the Financial Supervisory Commission of the ROC;
<b>Independent Directors</b>	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;
<b>Joint Operation Contract</b>	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms thereof;
<b>Law</b>	The Companies Act (As Revised) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
<b>Lease Contract</b>	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
<b>Litigious and Non-Litigious Agent</b>	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
<b>Management Contract</b>	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a predetermined compensation from the Company while the

	Company continues to be entitled to the profits (or losses) of such business;
<b>Market Observation Post System</b>	the public company reporting system maintained by the TSE;
<b>Member</b>	a person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means a person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
<b>Memorandum</b>	the memorandum of association of the Company as altered from time to time;
<b>Merger</b>	means:  a "merger" or "consolidation" as defined under the Law; or  other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
<b>month</b>	calendar month;
<b>Notice</b>	written notice as further provided in the Articles unless otherwise specifically stated;
<b>Officer</b>	any person appointed by the Board to hold an office in the Company;
<b>Ordinary Resolution</b>	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority vote of the Members present at the meeting, in person or by proxy;
<b>Preferred Shares</b>	has the meaning given thereto in Article 6;
<b>Private Placement</b>	means, for so long as the shares are traded on the ESM or listed on the TPEX or the TSE in Taiwan, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;
<b>Public Offering Portion</b>	has the meaning given thereto in Article 2.3;

<b>Register of Directors and Officers</b>	the register of directors and officers referred to in Article 42;
<b>Register of Members</b>	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TPEX or the TSE in Taiwan) the Applicable Public Company Rules;
<b>Registered Office</b>	the registered office for the time being of the Company;
<b>Restricted Shares</b>	has the meaning given thereto in Article 2.5;
<b>ROC</b>	Taiwan, the Republic of China;
<b>Seal</b>	the common seal or any official or duplicate seal of the Company;
<b>Secretary</b>	a person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
<b>share(s)</b>	share(s) of par value New Taiwan Dollars 10.00 each in the Company;
<b>Share Exchange</b>	a 100% share exchange as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the "Acquiring Company") acquiring all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;
<b>Special Resolution</b>	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorized representatives by computing the number of votes to which each Member is entitled;
<b>Spin-off</b>	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or a newly incorporated company (the "Acquirer") with

	the consideration being the shares of the Acquirer, cash or other assets;
<b>Statutory Reserve</b>	has the meaning given thereto in Article 14.5;
<b>Subsidiary</b>	with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; or (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation;
<b>Supermajority Resolution</b>	a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
<b>TPEX</b>	the Taipei Exchange;
<b>Treasury Shares</b>	means shares of the Company held in treasury pursuant to the Law and the Articles;
<b>TDCC</b>	the Taiwan Depository & Clearing Corporation;
<b>TSE</b>	the Taiwan Stock Exchange Corporation;
<b>Virtual Meeting year</b>	means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including without limitation, the Chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities; and calendar year.
<b>Year</b>	Fiscal year.

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

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;

- (d) the words:-
    - (i) "may" shall be construed as permissive; and
    - (ii) "shall" shall be construed as imperative;
  - (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
  - (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
  - (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and
  - (h) Sections 8 and 19(3) of the Electronic Transactions Act shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.
- 1.3. Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

## **SHARES**

### **2. Power to Issue Shares**

- 2.1. Subject to Applicable Law, the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may, subject to Article 6.1, by Ordinary Resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.
- 2.2. Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two- thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.

- 2.3. After the application for trading of the shares on the ESM or listing in the ROC has been approved by the TPEX or the TSE, as applicable, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**") unless it is not necessary or appropriate, as determined by the FSC, the TPEX or the TSE (as applicable) for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve no more than 15 per cent of such new shares for subscription by the employees of the Company and its Subsidiaries ("**Employee Subscription Portion**"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.
- 2.4. Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights. Where an exercise of the preemptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

If any person who has subscribed the new shares (by exercising the aforesaid preemptive right of Members or subscribing the Public Offering Portion or the Employee Subscription Portion) fails to pay when due any amount of the subscription price in relation to such newly-issued shares within the payment period as determined by the Company, the Company shall fix a period of no less than one month and call for payment of the subscription price; otherwise, the Company may declare a forfeiture of such subscription. No forfeiture of such subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made. Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.

- 2.5. Subject to the Applicable Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the rules promulgated by the competent authority of securities of the ROC.
- 2.6. The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- (a) in connection with a Merger, Share Exchange, Spin-off, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11;
  - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5;
  - (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
  - (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;

- (f) in connection with the issue of shares in accordance with Article 14.7 or Article 17; or
  - (g) in connection with Private Placement of the securities issued by the Company.
- 2.7. The Company shall not issue any unpaid shares or partly paid shares.
  - 2.8. Notwithstanding Article 2.5, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.
  - 2.9. Options, warrants or other similar instruments issued in accordance with Article above are not transferable save by inheritance.
  - 2.10. Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 or the incentive programmes pursuant to Article 2.8, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.
  - 2.11. The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

### **3. Redemption and Purchase of Shares**

- 3.1. Subject to the Law, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2. The Company is authorized to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorized for this purpose in accordance with the Law.
- 3.3. The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 3.4. Every share certificate relating to redeemable share shall indicate that the share is redeemable.

- 3.5. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, subject to the provisions of the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Board may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT if any purchase of the Company's own shares from all the Members involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be effected based on the then prevailing percentage of shareholding of all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Board), unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in any manner authorized by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorizing the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind. Without prejudice to this Article 3.5, in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

- 3.6. In the event that the Company proposes to purchase any share traded on the ESM or listed on the TPEX or the TSE in the ROC and holds them as Treasury Shares pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TPEX or the TSE in the ROC for any reason.
- 3.7. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company is authorized to purchase any share traded on the ESM or listed on the TPEX or the TSE in the ROC in accordance with the following manner of purchase:

- (a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
    - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
    - (ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;
  - (b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and
  - (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
    - (i) such purchase transactions shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules; and
    - (ii) such purchase transactions shall be in accordance with the Law.
- 3.8. Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.
- 3.9. A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Board, after due enquiry, estimates to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.10. The Board may exercise as it thinks fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 3.11. Subject as aforesaid, the Board may determine, as it thinks fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be affected.

- 3.12. No share may be redeemed unless it is fully paid.
- 3.13. The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.
- 3.14. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.15. The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
  - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.
- 3.16. After the Company purchases the shares traded on the ESM or listed on the TPEx or the TSE in the ROC, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.
- 3.17. Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of (by cancellation or transfer) by the Company on such terms and conditions in accordance with the Applicable Law as determined by the Board.

#### **4. Rights Attaching to Shares**

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary

and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

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

## **5. Share Certificates**

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

5.5. Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by bookentry transfer within thirty days after the Company is permitted by the Applicable Public Company Rules to issue such shares and make a public announcement prior to the delivery.

## **6. Preferred Shares**

6.1. The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights (shares with such preferred or other special rights, "**Preferred Shares**"), and may amend the Memorandum and the Articles as appropriate to reflect the designation of shares as Preferred Shares.

6.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
- (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
- (e) other matters concerning rights and obligations incidental to Preferred Shares.

## **REGISTRATION OF SHARES**

### **7. Register of Members**

(a) For so long as shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Board shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.

(b) In the event that the Company has shares that are not traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

## **8. Registered Holder Absolute Owner**

Except as required by law:

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

## **9. Transfer of Registered Shares**

- 9.1. Title to shares traded on the ESM or listed on the TPEX or the TSE in the ROC may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).
- 9.2. All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, any Director is delegated with the power to resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.
- 9.3. Unless otherwise resolved by the Board, any Director may approve the transfer of shares (including without limitation, delivery of an instruction letter accompanied with the instrument of transfer to the registered office provider of the Company on behalf of the Company) and any such action taken by any such Director shall be deemed to be valid duly authorized action of the Company in accordance with these Articles. Any Director be delegated with power and authorised to refuse to recognize any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as such Director may reasonably require to show the right of the transferor to make the transfer.
- 9.4. The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5. Any Director may in his or her absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If any such Director refuses to register a transfer

of any share, the Secretary or any Director or officer shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

## **10. Transmission of Registered Shares**

- 10.1. In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorized to deal with the shares of a deceased Member.
- 10.2. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.
- 10.3. On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.5 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4. Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognize no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

## **ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION**

## **11. Alteration of Capital**

11.1. Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:

- (a) increase its share capital by new shares of such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination for the purpose of redenominating its share capital, provided that the Company shall not convert its stock into no-par value stock;
- (d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; or
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

11.2. The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorize some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

## **12. Special Resolution and Supermajority Resolution**

12.1. Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

- (a) change its name;

- (b) alter or add to the Articles;
  - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
  - (d) reduce its share capital and any capital redemption reserve fund; or
  - (e) effect a Merger under the Law.
- 12.2. Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in different tranches within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.
- 12.3. Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:
- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17;
  - (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only), Share Exchange, or Spin-off of the Company;
  - (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
  - (d) the transferring of the whole or any essential part of the business or assets of the Company; or
  - (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.
- 12.4. Subject to the Law, the Company may be wound up voluntarily:
- (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
  - (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

12.5. Subject to the Applicable Law, the Company may distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash distribution to its Members.

### **13. Variation of Rights Attaching to Shares**

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

## **DIVIDENDS AND CAPITALISATION**

### **14. Dividends**

14.1. The Board may declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash or shares.

14.2. Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realized or unrealized, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.

14.3. With respect to the dividend to be distributed at the end of each financial year, subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each financial year in accordance with a proposal for profit distribution approved by, in the case of dividend to be paid in

cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and then reported to the Members in the next annual general meeting or, in the case of Article 12.3(a) or 12.5 (in the case of an issuance of new shares as bonus shares), a majority of the Directors at a meeting attended by a majority or more of the total number of the Directors and Supermajority Resolution in the general meeting.

- 14.4. For so long as the shares are traded on the ESM or listed on the TPEX or the TST in the ROC, unless otherwise provided in the Law, the Applicable Public Company Rules or the Articles, upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside no less than 5 per cent as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications determined by the Board. The Company shall, from the surplus profit, set aside no more than 3 per cent as remuneration for the Directors (excluding the Independent Directors) ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.
- 14.5. In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board:
- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and
  - (b) shall set aside out of the profits of the Company for each financial year in addition to the allocation in accordance with Article 14.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent as a general reserve ("**Statutory Reserve**") (unless the Statutory Reserve has reached the total paid-up capital of the Company), and (iv)

a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 15.1.

- 14.6. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 14.4 and such amounts as the Board deems fit in accordance with the dividend policy set out in Article 14.5, the Board shall recommend to Members for approval to distribute no less than 10 per cent of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.
- 14.7. Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than 10 per cent of the total amount of such dividend shall be paid in cash.
- 14.8. The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.
- 14.9. For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Board may provide that the Register of Members be closed for transfers for five days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.
- 14.10. No unpaid dividend and compensation shall bear interest as against the Company.

## **15. Capital Reserve and Power to Set Aside Profits**

- 15.1. The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Board either be employed in the business of the Company or invested in such investment as the Board may from time to time think fit, and need not be kept separate from other assets of the Company. The Board

may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.

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

## **16. Method of Payment**

- 16.1. Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 16.2. In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 16.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the payment of any dividend shall comply with the Applicable Public Company Rules and the Law.

## **17. Capitalization**

Subject to the Applicable Law (for so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC) and Article 12.3(a) and 12.5 (in the case of an issuance of new shares as bonus shares), the Board may capitalize any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

## **MEETINGS OF MEMBERS**

### **18. Annual General Meetings**

- 18.1. The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.

- 18.2. Subject to Article 18.1, the annual general meeting of the Company may be held at such time and place as the Board shall determine. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, unless otherwise provided by the Law, the Company's physical annual general meetings shall be held in the ROC. If the Board resolves to hold a physical annual general meeting outside the ROC, the Company shall apply for the approval of the TSE/TPEX within two days after the Board adopts such resolution. Where an annual general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 18.3. The general meeting may be held by Virtual Meeting or any other means announced by the competent authority of the Company Act of the ROC. So long as the shares are traded on the ESM or listed on the TPEX or the TSE in Taiwan, the conditions, operation procedures and other matters of the general meeting held by Virtual Meeting shall be in compliance with the Applicable Public Company Rules.
- 18.4. In case where any general meeting is held at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, any Member who attend and participate by means of such Communication Facilities in such a meeting shall be deemed to have attended and constitute presence in person.

## **19. Extraordinary General Meetings**

- 19.1. General meetings other than annual general meetings shall be called extraordinary general meetings.
- 19.2. The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable. Article 18.2 shall apply to extraordinary general meetings.
- 19.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.
- 19.4. A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.

- 19.5. The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor.
- 19.6. If the Board does not within fifteen days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board. If it is proposed that the extraordinary general meeting be held outside the ROC, an application shall be submitted by such requisitionists to the TSE/TPEX for its prior approval.
- 19.7. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, any one or more Member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold more than fifty per cent. of the total issued Shares of the Company for a continuous period of no less than three months. The number of the Shares held by a Member and the period during which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the Book Closure Period. The Book Closure Period has the meaning as defined in Article 20.3.

## **20. Notice**

- 20.1. Before the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 20.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.
- 20.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in

accordance with Applicable Public Company Rules. The Board shall fix the period that the Register of Members shall be closed for transfers (the "Book Closure Period").

- 20.4. Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 20.5. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT\$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty (30) days for an annual general meeting.
- 20.6. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion.
- (a) election or discharge of Directors,
  - (b) alteration of the Memorandum or the Articles,
  - (c) capital reduction,
  - (d) application to terminate the public offering of the Shares,

- (e) (i) dissolution, Merger, Share Exchange or Spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
- (f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
- (g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,
- (h) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and
- (i) Private Placement of any equity-related securities to be issued by the Company.

The major content of the above matters can be announced on the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.

20.7. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall keep the Memorandum and the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents. If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall order the Company's stock affairs agent to provide such Member with the requested documents.

20.8. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten days prior to such annual general meeting in

accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

20.9. If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any Applicable Law, the Board and such person may request the Company or the Company's stock affairs agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.

## **21. Giving Notice**

21.1. Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.

21.2. Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of the Articles.

Any Notice or document may be given to a Member either in the Chinese language or the English language, subject to due compliance with all Applicable Law, rules and regulations.

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

## **22. Postponement of General Meeting**

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles provided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

## **23. Quorum and Proceedings at General Meetings**

- 23.1. No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 23.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 23.3. Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.
- 23.4. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles, including but not limited to filing a lawsuit for revocation of the resolutions of the general meeting within thirty days after passing of such resolution. The Taiwan Taipei District Court may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 23.5. Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 23.6. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, Member(s) holding one per cent or more of the Company's total issued shares immediately prior to the relevant Book Closure Period, during which the Company closed its Register of Members, may propose to the Company in writing or any electronic means designated by the Company one matter for discussion at an annual

general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten days for Members to submit proposals. The Board shall include the proposal in the agenda of the annual general meeting unless (a) the proposing Member(s) holds less than one per cent of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting or the proposal exceeds 300 Chinese words; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company outside the period fixed and announced by the Company for accepting Member(s)' proposal(s). If the purpose of the proposal is to urge the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.

23.7. The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, the Articles and the Applicable Public Company Rules.

## **24. Chairman to Preside**

24.1. In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the general meeting shall elect one from among themselves to act as the chairman at such meeting in lieu of the Chairman.

24.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the chairman at all meetings of the Members shall be appointed or elected in accordance with the Applicable Public Company Rules.

## **25. Voting on Resolutions**

25.1. Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.

- 25.2. No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting nor unless he has paid all the calls on all shares held by such Member.
- 25.3. Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 25.4. Subject to the Law, for so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.
- 25.5. In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 later intends to attend the general meetings in person, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given

to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

- 25.6. A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

## **26. Proxies**

- 26.1. The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 26.2. An instrument of proxy shall be in writing, be executed under the hand of the appointor in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney who is duly authorized for that purpose. A proxy need not be a Member of the Company.
- 26.3. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent of the total number of issued and voting shares of the Company immediately prior to the relevant Book Closure Period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent threshold shall not be counted.

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

## **27. Proxy Solicitation**

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

## **28. Dissenting Member's Appraisal Right**

28.1. Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has abstained from voting or voted against in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
- (c) the Company acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company;
- (d) the Company proposes to undertake a Spin-off, Merger, Acquisition or Share Exchange; or
- (e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.

Shares which have been abstained from voting in accordance with this Article shall not be counted in determining the number of votes of the Members being cast a general meeting but shall be counted towards the quorum of the general meeting.

28.2. Without prejudice to the Law, any Member exercising his rights in accordance with Article 28.1 (the "**Dissenting Member**") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection to the Company stating the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to the Dissenting Member within the ninety-day period, the Company shall be deemed to have agreed on the repurchase price proposed by such Dissenting Member.

28.3. Without prejudice to the Law, if, within sixty (60) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's shares, then, within thirty (30) days immediately following the date of the expiry of such sixty-day period, the Company shall file a petition with the court against all the Dissenting Members for a determination of the fair price of the Shares held by all the Dissenting Members. The Taiwan Taipei District Court may be the court of the first instance for this matter.

28.4. Notwithstanding the above provisions under this Article 28, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to claim for the payment of the fair value of his shares upon dissenting from a merger or consolidation.

## **29. Shares that May Not be Voted**

29.1. The following shares shall have no voting rights at any shareholders' meeting and shall not be counted toward the total number of issued shares during the period in which such shares are held under any of the following circumstances (as the case may be):

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

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

29.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, if the number of shares pledged by a Director at any time amounts to more than fifty per cent of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent of the total shares held by such Director at the time of his latest appointment, up to fifty per cent of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

### **30. Voting by Joint Holders of Shares**

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a Member pursuant to the Applicable Public Company Rules. In case no agreement is reached among the joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

### **31. Representation of Corporate Member**

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

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

### **32. Adjournment of General Meeting**

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, or if the meeting is adjourned for more than five days, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

### **33. Directors Attendance at General Meetings**

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

## DIRECTORS AND OFFICERS

### 34. Number and Term of Office of Directors

- 34.1. There shall be a Board consisting of no less than 5 and no more than 15 persons. As required under the Applicable Public Company Rules, more than half of the Directors of the Company shall be domiciled in the ROC. The term of office for each Director shall not exceed a period of three years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.
- 34.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or Familial Relationship within Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.
- 34.3. In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 34.2. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.
- 34.4. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are listed on the TPEX or the TSE in the ROC, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.

- 34.5. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Directors (including Independent Directors and Directors other than Independent Directors) shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules.
- 34.6. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

### **35. Election of Directors**

- 35.1. The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 35.2. The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "**Cumulative Voting**") in the following manner:
- (a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors (including the Independent Directors and non-independent Directors) nominated for appointment at the general meeting;
  - (b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director or non-independent Director candidates;
  - (c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and
  - (d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

- 35.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, if the number of Independent Directors is less than three persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 35.4. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, if the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.
- 35.5. Any corporation (or other legal entity) which is a Member shall be entitled to appoint such person or persons as its representative to be elected as a Director.

## **36. Removal of Directors**

- 36.1. The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Where re-election of all Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.
- 36.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent or more of the total number of issued

shares of the Company may, within thirty days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court may be the court of the first instance of for this matter.

### **37. Vacation of Office of Director**

37.1. The office of Director shall be vacated:

- (a) if the Director is removed from office pursuant to Article 36.1;
- (b) if the Director dies;
- (c) if the Director is automatically discharged from his office in accordance with Article 34.3;
- (d) if the Director resigns his office by notice in writing to the Company;
- (e) if the Director is the subject of a court order for his removal in accordance with Article 36.2; or
- (f) with immediate effect without any action required on behalf of the Company if
  - (i) the Director has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges;
  - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
  - (iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;
  - (iv) the Director has committed an offence as specified in the ROC Statute for Prevention of Organizational Crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;
  - (v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with

imprisonment for a term of more than one year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;

(vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years; or

(vii) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

37.2. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, in case a Director (other than an Independent Director) has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.

37.3. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the election of a newly elected Director (other than an Independent Director) shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the shares being held by him at the time of his election as a Director, or if said Director, during the Book Closure Period prior to a general meeting, has transferred more than one half of the shares being held by him.

### **38. Compensation of Directors**

38.1. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the

Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board may resolve to establish a Compensation Committee.

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

38.3. The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.

### **39. Defect in Election of Director**

Subject to Article 23.4 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

### **40. Directors to Manage Business**

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

#### **41. Powers of the Board of Directors**

Without limiting the generality of Article 40 and subject to the Applicable Law, the Board may:

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

proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;

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

#### **42. Register of Directors and Officers**

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

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

42.2. The Board shall, within the period of thirty days from the occurrence of:

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

#### **43. Officers**

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

#### **44. Appointment of Officers**

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

#### **45. Duties of Officers**

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

#### **46. Compensation of Officers**

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

#### **47. Conflicts of Interest**

- 47.1. Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.
- 47.2. Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law. If the Company proposes to enter into any transaction specified in Article 28.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a Director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the relevant meeting of the Directors and the general meeting as required by the Applicable Law. The Company shall, in the notice of a general meeting, disclose the essential contents of such Director's personal interest and the reasons why such Director believes that the transaction is advisable or not advisable. The essential contents and the reasons can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting. Where the spouse, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.
- 47.3. Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot

vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the Board meeting.

47.4. Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

#### **48. Indemnification and Exculpation of Directors and Officers**

48.1. The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.

48.2. The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

48.3. To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may request in writing the Audit Committee to resolve any Independent

Director or Independent Directors, acting singly or collectively, to file a petition with the Taiwan Taipei District Court for and on behalf of the Company against any of the Directors. If within thirty days after the written request by the Member(s), the Audit Committee fails to make the resolution, or after the relevant resolution was passed by the Audit Committee, the relevant Independent Director(s) fail(s) to file such petition, such Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taiwan Taipei District Court for and on behalf of the Company against the relevant Directors.

- 48.4. Without prejudice and subject to the general directors' duties that a Director owe to the Company and the Members under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

## MEETINGS OF THE BOARD OF DIRECTORS

### 49. Board Meetings

- 49.1. Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 49.2. The Company shall hold regular meetings of the Board at least on a quarterly basis and for so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, such meetings shall be held in compliance with the Applicable Public Company Rules.
- 49.3. Unless otherwise provided in the Articles, A resolution shall be passed by a majority vote of the Directors present at the meeting and entitled to vote on such resolution, and in the case of equality of votes the resolution shall fail. For these purposes, where Directors present and entitled to vote at the meeting do not cast a vote at the meeting, such Directors will be deemed to vote against the resolution.
- 49.4. A Director may be represented at any meetings of the Board by a proxy appointed by him in writing with the authorised scope specified. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.
- 49.5. The instrument appointing a proxy shall be in writing in such form as the Board may approve and may at any time be revoked in like manner, and notice of every such appointment or revocation in like manner.
- 49.6. A proxy must be a Director and can only act on behalf of one appointing Director at a meeting of the Board.

### 50. Notice of Board Meetings

- 50.1. The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.
- 50.2. Before the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, at least forty-eight hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held any time after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, to convene a meeting of the Board, a notice setting forth therein the matters

to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

**51. Participation in Meetings by Video Conference**

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

**52. Quorum at Board Meetings**

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

**53. Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its number.

**54. Chairman to Preside**

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

**55. Validity of Prior Acts of the Board**

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

## **CORPORATE RECORDS**

**56. Minutes**

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

- (a) of all elections and appointments of Officers;

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

**57. Register of Mortgages and Charges**

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

**58. Form and Use of Seal**

- 58.1. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorized for this purpose by the Directors or the committee of Directors.
- 58.2. Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.
- 58.3. The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Board thinks fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

**TENDER OFFER AND ACCOUNTS**

**59. Tender Offer**

For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, any public announcement in connection with any tender offer of the Company's shares shall be in compliance with the Applicable Public Company Rules, including but

not limited to "Regulations Governing Public Tender Offers for Securities of Public Companies."

## **60. Books of Account**

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

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

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

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

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

## **61. Financial Year End**

Unless the Directors otherwise specify, the financial year of the Company:

- (a) shall end on 31st December in the year of its incorporation and each following year; and
- (b) shall begin when it was incorporated and on 1st January each following year.

## **AUDIT COMMITTEE**

## **62. Number of Audit Committee Members**

For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the

Audit Committee. The number of Audit Committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. Before the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the Board may resolve to establish an Audit Committee.

### **63. Powers of Audit Committee**

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

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

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

- 63.2. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine, transcribe or make copies of the accounting books and documents, and request the Board or Officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Audit Committee or any Independent Director thereof when exercising their duties according to this Article may appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.
- 63.3. The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.
- 63.4. Subject to compliance with the Law, before the meeting of Directors resolves any matter specified in Article 28.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.

## **VOLUNTARY DISSOLUTION AND WINDING-UP**

### **64. Voluntary Dissolution and Winding-Up**

64.1. The Company may be voluntarily wound-up in accordance with Article 12.4.

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

## **CHANGES TO CONSTITUTION**

### **65. Changes to Articles**

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

## **LITIGIOUS AND NON-LITIGIOUS AGENT**

### **66. Appointment of Litigious and Non-Litigious Agent**

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

## **OTHERS**

### **67. Shareholder Protection Mechanism**

If the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company being dissolved;
- (b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;
- (c) a Share Exchange; or
- (d) a Spin-off,

which would result in the termination of the Company's listing on the TPEX or the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEX or the TSE, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

#### **68. ROC Securities Laws and Regulations**

For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

#### **69. Corporate Social Responsibilities**

When the Company conducts the business, the Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social

## [Appendix 2] Rules of Procedure for Shareholder Meetings

### **EIKEI GROUP CAYMAN CO., LTD.**

#### **Rules of Procedure for Shareholder Meetings**

- Article I. To establish a strong governance system and sound supervisory capabilities for the Company's shareholder 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" jointly established by the Taiwan Stock Exchange Corporation and the Taipei Exchange.
- Article II. The rules of procedures for shareholder meetings of the Company, except as otherwise provided by law, regulation or the Articles of Incorporation, shall be as provided in these Rules.
- Article III. Unless otherwise provided by law or regulation, the shareholder meetings of the Company 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.
- The Company shall prepare electronic versions of the shareholder meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) thirty days before the date of a general shareholder meeting or fifteen days before the date of an extraordinary shareholder meeting. If the Company's paid-in capital has reached NTD 10 billion or more, or the total number of shareholders registered in the shareholder registry has reached 30% or more, in the most recent fiscal year, or in the most recent fiscal year, the shareholders' meeting handbook and supplementary materials for the meeting shall be prepared and the electronic file shall be transmitted to the MOPS, but if the Company's paid-in capital has reached NTD 10 billion or more, or the total number of shareholders registered in the shareholder registry has reached 30% or more, in the most recent fiscal year, the aforementioned electronic file shall be transmitted 30 days before the shareholders' meeting. 15 days prior to the date of a general meeting, the Company shall prepare a handbook and supplementary materials for the general meeting, which shall be made available to shareholders at any time and shall be

deposited in the Company and the professional stock agency appointed by the Company.

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:

- I. In holding a physical shareholders' meeting, the materials shall be handed out on the site of the meeting.
- II. In holding a shareholders' meeting by video conference, the materials shall be handed out on the site of the meeting, and electronically transmitted to the video conference platform.
- III. In holding a shareholders' meeting by video conference, the materials shall be electronically transmitted to the video conference platform.

The reasons for convening a shareholder 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, capital reduction, application for cessation of public offering, approval of directors' competition with the Company, capitalization of retained earnings and capital reserve, company dissolution, merger, spin-off, or the conditions set forth in Paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out, with the essential contents explained, in the notice of the reasons for convening the meeting. None of the above matters may be raised as an extraordinary motion.

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

Shareholders holding 1% or more of the total number of outstanding shares may propose to the Company for discussion at a general shareholder meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. The Board of Directors may exclude a proposal submitted by a shareholder that

meets any of the conditions described in Paragraph 4, Article 172-1 of the Company Act of the Republic of China.

Shareholders may propose proposals to urge the Company to promote public interests or fulfill its social responsibilities. The procedures shall be in accordance with Article 172-1 of the Company Act of the Republic of China, and one proposal shall be limited to one item. Any proposal containing more than one item will not be included in the agenda.

Prior to the book closure date before a general shareholder meeting is held, the Company shall publicly announce the receipt of shareholder proposals, acceptance method in writing or in electronic method, location and the time period for accepting submissions; the period for accepting submissions of shareholder proposals shall not be less than ten days. The motions proposed by the shareholders shall be limited to 300 words. Any motion exceeding 300 words will not be included in the agenda. The shareholders shall attend the general meeting in person or entrust a third party to attend the general meeting and participate in the discussion of the motions.

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

Article IV. For each shareholder 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.

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

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy 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 V. The venue for a shareholder meeting shall be at the location of the Company, or a place easily accessible to shareholders and suitable for a shareholder meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The venue and time for a shareholder meeting shall take the opinions of the independent director into full account.

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 VI. 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 a signature book for attending shareholders 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 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 juristic person is a shareholder, it may be represented by more than one representative at a shareholder 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 VI-I: The Company shall specify the following matters in the notice of the shareholders' meeting, which is a video conference:

- 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, if required, or on which the meeting will resume.
  - (II) Shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
  - (III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
  - (IV) Actions to be taken if the outcome of all proposals have been announced while extempore motions have 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 VII. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board of Directors. When the Chairperson of the Board of Directors is on leave or for any reason unable to exercise the powers of the Chairperson, the Vice Chairperson shall act in place of the Chairperson. If there is no Vice Chairperson or if the Vice Chairperson is also on leave or for any reason unable to exercise the powers of the Vice Chairperson, the Chairperson shall designate one of the Managing Directors to act in place of the Vice Chairperson. If there are no Managing Directors, the Chairperson shall designate one of the Directors to act in place of the Vice Chairperson. If the Chairperson does not make such a designation, the Managing Directors or the Directors shall select from among themselves one person to serve as Chair.

If the chairperson referred to in the preceding paragraph is an executive director or a director, he or she shall be an executive director or a director who has served the company for six months or more and who understands the company's financial and business conditions. If the chairperson is acted by the representative of the corporate entity, the situation shall be the same as above.

It is advisable that the shareholders' meeting convened by the Board of Directors be chaired by the Chairperson of the Board of Directors in person, and that a majority of the directors and at least one member of each functional committee be present, and that the attendance be recorded in the minutes of the shareholders' meeting.

If a shareholder 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, certified public accountants, or related persons retained by it to attend a shareholder meeting in a non-voting capacity.

Article VIII. 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.

If a shareholders' meeting is convened by video conference, the Company is advised to make an audio and video recording of the back-end interface of the video conference platform.

Article IX. Attendance at shareholder meetings shall be calculated based on numbers of shares. The number of shares represented by the attending shareholders shall be calculated based on the attendance book records or the number of shares represented by the sign-in book, the video conferencing platform, and the number of shares with voting rights exercised in writing or electronically.

The chairperson shall call the meeting to order at the appointed meeting time, and at the same time announce the number of non-voting shares and the number of shares attending the meeting.

However, the chair may have the meeting postponed if the attending shareholders do not represent more than half of the total shares issued. The meeting postponement is limited to 2 times for a total of less than 1 hour. 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 issued shares, the chair may resubmit the tentative resolution for a vote by the shareholder meeting pursuant to Article 174 of the Company Act.

Article X. Where a shareholder 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 shareholder meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholder meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions). If the chair declares the meeting adjourned in violation of the rules of procedure, 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 chairperson shall give sufficient time and opportunity for the shareholders to discuss the motions, amendments to the motions, or extempore motions. When the chairperson deems that the time for voting is reached, the chairperson may announce the discussion closed, put the motions to vote, and arrange sufficient time for voting.

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

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

When a juristic person shareholder appoints two or more representatives to attend a shareholder 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.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.

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

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

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy

may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article XIII. 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 Paragraph 2 of Article 179 of the Company Act.

When the Company holds a shareholder 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 shareholder meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, However, the Company shall not propose any extempore motions or amendments to the original motions at the extraordinary shareholders' meeting, as it shall be deemed to have waived its rights. 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 two days before the date of the shareholder meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, unless 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. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholder meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided by the Company Act of the Republic of China and the Company's Articles of Incorporation, the motion is passed by a majority of the voting rights represented by the attending shareholders. When voting, the chair or the chair's designated personnel shall announce the total number of voting rights represented by the attending shareholders for each proposal, and then the shareholders shall vote on each proposal. On the same day after the meeting, the results of the votes cast for, against and abstained shall be entered into the MOPS.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any of 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 have the identity of shareholders of the Company.

Motion and election votes are to be counted openly at the shareholders' meeting. Results of the vote, including the final tally, shall be announced on-site and recorded in minutes.

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 XIV. When the shareholders' meeting elects directors, it shall proceed in accordance with the regulations for election of directors established by the Company, and shall announce the results of the election on the spot, including the name list of elected directors and the number of votes with which they were elected, and the name list 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 monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article XV. Matters relating to the resolutions of a shareholder 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 shall be distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

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

The minutes of meeting shall be prepared with the date, month, year, place, name of the chairperson, method of resolution, the summary of the proceedings and the result of the meeting (including the number of votes). In case of an election of directors, the number of votes of each candidate shall be disclosed. It 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 XVI. The Company shall prepare a statistical table in the prescribed format on the day of the shareholders' meeting, and disclose the number of shares acquired by the solicitor, the number of shares represented by the proxy, and the number of shares represented by the shareholders present in writing or by way of electronic transmission, at the meeting place. If the 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 meeting starts, and continue to disclose the information 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 the resolution of the shareholders' meeting constitutes material information under the laws of TWSE/TPEX, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article XVII. Staff handling administrative affairs of a shareholder meeting shall wear identification cards or armbands.

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

At the place of a shareholder 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 doing so.

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 XVIII. 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 before the conclusion of the meeting agenda (including extempore motions) of the shareholders' meeting, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholder meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article XIX. 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 XX. 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 XXI. When a shareholders' meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 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 chairperson has announced the meeting adjourned. The obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within next 5 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 2, 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 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or the name 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 2, 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 2.

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 postponing or resuming a meeting according to Paragraph 2, the Company shall handle the lead-time work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the latter part of Article 12, and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under Paragraph 2.

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

### [Appendix 3] Shareholding of Directors

#### Shareholding of Directors

- I. As of April 19, 2026, the record date for the annual general meeting, the Company had issued a total of 20,624,000 ordinary shares.
- II. Details of directors' shareholdings as of April 19, 2026, the record date for suspension of share transfer registration, are as follows:

Title	Name	Shares	Shareholding ratio
Chairman	Liu, Shih-Lin	140,000	0.68%
Director	Hsu, Ming-Che	488,500	2.37%
Director	Big Wave Co., Ltd. Representative: Chiu, Tung-Kuang	1,033,000	5.01%
Director	Tsai, Chi-Nan	0	0
Total of all directors		1,661,500	8.06%
Independent Directors	Lin, Chun-Hung	0	0
Independent Directors	Fan, Li-Ling	0	0
Independent Directors	Chen, Yu-Li	0	0
Total of all independent directors		0	0

Note: The requirements regarding insufficient shareholdings by directors and supervisors do not apply to foreign companies.