



Plotech Technology Co., Ltd.

2023 General Shareholders' Meeting

# Meeting Handbook

Meeting date: June 20, 2023

Location: No. 33 Ta Yeou St., Keng Kou Li, Lu Chu Area, Taoyuan City, Taiwan

Meeting method: Physical shareholders' meeting

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# Plotech Technology Co., Ltd.

## 2023 General Shareholders' Meeting Procedure

- I. Call to Order (when the Number of Shares Present Has Reached the Required Number of Shares)
- II. Chairman Remarks
- III. Report Items
- IV. Ratifications
- V. Other Motions and Extraordinary Motions
- VI. Adjournment

# Plotech Technology Co., Ltd.

## Agenda for 2023 General Shareholders' Meeting

Time: 9:00 a.m., June 20, 2023 (Tuesday)

Location: No. 33 Ta Yeou St., Keng Kou Li, Lu Chu Area, Taoyuan City, Taiwan

Report on the Number of Attendees and Equity, Call the Meeting to Order  
Chairman Remarks

### I. Report Items

- I. 2022 Business Report of the Company
- II. Audit Committee's Report on the Audit of 2022 Financial Statements
- III. Report on the Company's Distribution of Remuneration to Employees, Directors and Supervisors 2022
- IV. Report on the Implementation Status of the Company's [Treasury Shares]
- V. Report on the Company's Amendments to [Rules of Procedure for Meetings of the Board of Directors]
- VI. Report on Withdrawal of the Initial Application for Listing and Public Offering of RMB Ordinary Shares (A Shares) on the Shenzhen Stock Exchange by the Company's Subsidiary, Plotech Technology (Kunshan) Co., Ltd.

### II. Ratifications

- I. Ratification of 2022 Business Report and Financial Statements
- II. Ratification of 2022 Loss Allocation Statement

### III. Other Motions and Extraordinary Motions

## I. Report Items

- I. Subject: 2022 Business Report of the Company.

Note: Please refer to Appendix I for 2022 Business Report of the Company.

- II. Subject: The Audit Committee's Report on the Audit of 2022 Financial Statements.

Note: Please refer to Appendix III for the Review Report by Audit Committee.

- III. Subject: The Report on the Company's Distribution of Remuneration to Employees, Directors and Supervisors 2022.

Note: Since the Company has a deficit in 2022, no employee compensation or director compensation will be distributed.

- IV. Subject: The Report on the Implementation Status of the Company's [Treasury Shares].

Note: In order to maintain the Company's credit and shareholders' equity, the Company implemented a repurchase of the Company's common shares. Please refer to Appendix IV for the contents of the resolution and the results of the implementation.

- V. Subject: The Report on the Company's Amendments to [Rules of Procedure for Meetings of the Board of Directors].

Note: I. In accordance with the Financial Supervisory Commission Order No. Financial-Supervisory-Securities-Corporate-1110383263 dated August 05, 2022, and the need to establish an audit committee, the Company amended some articles of the [Rules of Procedure for Meetings of the Board of Directors].

II. Please refer to Appendix V and Appendix VI for the comparison between original and amendments to Rules of Procedure for Meetings of the Board of Directors and Rules of Procedure for Meetings of the Board of Directors (Before Amendments).

VI. Subject: The Report on Withdrawal of the Initial Application for Listing and Public Offering of RMB Ordinary Shares (A Shares) on the Shenzhen Stock Exchange by the Company's Subsidiary, Plotech Technology (Kunshan) Co., Ltd.

Note: I. At the meeting of the Board of Directors on January 05, 2021 and the Extraordinary Shareholders' Meeting on February 26, 2021, the Company resolved to approve the initial public offering of RMB common share (A share) by Plotech Technology (Kunshan) Co. (“Plotech (Kunshan)”) and applied for listing on Shenzhen Stock Exchange.

II. In a meeting of the Board of Directors on September 28, 2022, the Company comprehensively assessed various factors, including 1. the impact of the COVID-19 pandemic

and weak demand in the downstream market, and 2. the decline in the net profit of Plotech (Nantong) Microcircuit Technology Co., Ltd. due to the cost related to the preparatory period. Due to these factors, the Company decided to withdraw the listing of "Plotech (Kunshan)" and announced it on the Market Observation Post System (MOPS). Subsequently, we will flexibly plan the future capital market fundraising plans of our subsidiaries according to their financial business development needs.

## II. Ratifications

- I. Subject: Ratification of 2022 Business Report and Financial Statements. (Proposed by the Board of Directors)

Note: I. The Company's 2022 financial statements have been audited by Chen Hsien-Cheng and Wang Fang-Yu, certified public accountants from PwC Taiwan, and the aforementioned financial statements and 2022 Business Report have been approved by the Board of Directors, reviewed by the Audit Committee, and a written audit report has been issued.

II. Please refer to page 08-30 for the preceding financial statements.

III. Please refer to Appendix I for 2022 Business Report of the Company.

IV. Submit to the shareholders' meeting for a referendum.

Resolution:



II. Subject: Ratification of 2022 Loss Allocation Statement. (Proposed by the Board of Directors)

Note: I. The Company's undistributed earnings at the beginning of 2022 was NT\$869,157,616, net of net loss after tax of NT\$147,305,020, and after adding other comprehensive income and loss and reversal of special reserve, the distributable earnings was NT\$738,954,109.

II. Taking into account the Company's profitability, future operating plan capital requirements, changes in the industrial environment, and the Company's long-term financial planning, no dividends were proposed for 2022.

III. Please refer to Appendix II for the Company's Profit and Loss Appropriation Statement for 2022.

IV. Submit to the shareholders' meeting for a referendum.

Resolution:

### III. Other Motions and Extraordinary Motions

## Independent Auditors' Report

(112) Financial-Review-Report No. 22004662

To Plotech Technology Co., Ltd.,

### **Audit opinions**

We have audited the accompanying unconsolidated balance sheet of Plotech Technology Co., Ltd. as of December 31, 2022 and 2021, unconsolidated comprehensive income statement, unconsolidated statement of changes in equity and unconsolidated statement of cashflows from January 1 to December 31, 2022 and 2021 and the notes to the unconsolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying unconsolidated financial statements are prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and present fairly, in all material respects, the unconsolidated financial position of Plotech Technology Co., Ltd. as of December 31, 2022 and 2021 and its unconsolidated financial performance and unconsolidated cash flows from January 1 to December 31, 2022 and 2021.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the R.O.C. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Unconsolidated Financial Statements. The auditors of the firm, subject to the independence regulations, have maintained independence from Plotech Technology Co., Ltd. in accordance with the Code of Professional Ethics for certified public accountants in the R.O.C. and performed other obligations of such Code. 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 the matters, in our professional judgment, most significance in our audit of the unconsolidated financial statements of Plotech Technology Co., Ltd. for 2022. These matters were addressed in the context of our audit of the unconsolidated 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 the unconsolidated financial statements of Plotech Technology Co., Ltd. for 2022 are stated as follows:

#### **Inventory valuation**

##### Explanations

Please refer to Note 4 (11) to the unconsolidated financial statements for the accounting policy on inventory valuation and to Note 5 (2) for the accounting estimates for inventory valuation and to uncertainties with assumptions. Please refer to Note 6 (4) to the unconsolidated financial statements for explanations on accounting items of inventory. The inventory and the allowance for inventory

write-down as of December 31, 2022 were NT\$68,535 thousand and NT\$13,460 thousand, respectively.

Plotech Technology Co., Ltd. manufactures and markets printed circuit boards and related products. Due to rapid evolution of technologies over recent years, oversupply may occur in a down cycle. This combined with fierce market competition causes rapid price changes and results in high risks of inventory write-downs or obsolescence. Plotech Technology Co., Ltd. measures inventory at the lower of cost or net realizable value. Losses on inventory over a certain age and individually identified as obsolete are recognized according to net realizable value. Because the effect of inventory valuation on the financial statements is more significant, and the aforementioned matters also exist for the subsidiaries held by Plotech Technology Co., Ltd. (listed as investments accounted for by the equity method), the valuation of inventories was listed as one of the most important audit matters.

#### Audit procedures

We have performed the following procedures regarding the certain aspects of the aforesaid key audit matters:

1. Understanding of inventory management flows, examination of annual inventory inspection plans and involvement in annual inventory inspections, to assess the management's effectiveness in identifying and the management of obsolete inventory.
2. Validation of the appropriateness of the logics behind the inventory age system for valuation, to ensure the consistency between reported information and the policies.
3. Testing of the carrying amount of the inventory at the end of the period, random inspections and confirmation of the selling prices and sale expense ratios and the accuracy of net realizable values.

#### **Existence of sales**

##### Explanations

Please refer to Notes 4 (24) of the unconsolidated financial statements for the accounting policy on revenue recognition. The revenue in 2022 was NT\$884,652 thousand. Please refer to Note 6 (15) of the unconsolidated financial statements for accounting entries of revenues.

Plotech Technology Co., Ltd. manufactures and markets printed circuit boards and related products. Most customers are well-known companies with long-term and stable cooperation. Due to the fierce industry competition, Plotech Technology Co., Ltd. continues to develop clientele and expand market shares. The top ten customers account for a significant percentage of total sales. Therefore, the existence of sales to the top ten customers is highly influential to the unconsolidated financial statements of Plotech Technology Co., Ltd. The aforementioned also existed at the same time as the subsidiaries held by Plotech Technology Co., Ltd. (listed as investments under the equity method). Hence, the existence of sales was listed as one of the most important audit matters.

## Audit procedures

We have performed the following procedures regarding the certain aspects of the aforesaid key audit matters:

1. Understanding and testing of the credit review procedures with major transaction counterparties; confirmation of appropriate approvals for the addition of major transaction counterparties; learning about and assessment of the new top ten customers; and review of relevant industry information.
2. Obtaining and spot checking of sale details and transaction vouchers with top ten customers.
3. Obtaining and spot checking of payment collection details and transaction vouchers with top ten customers.
4. Issuing letters to confirm accounts receivable from top ten new customers.

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

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

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

Those charged with governance, (including the Audit Committee) are responsible for overseeing Plotech Technology Co., Ltd.'s financial reporting workflow.

## **Auditor's Responsibilities for the Audit of the unconsolidated Financial Statements**

Our objectives in the audit of unconsolidated financial statements are to obtain reasonable assurance about whether the unconsolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report. Reasonable assurance is a high level of assurance. However, there is no guarantee that an audit conducted in accordance with the auditing standards in the R.O.C. will always detect a material misstatement in unconsolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if the individual or the aggregate amount could be reasonably expected to influence the economic decisions by users of unconsolidated financial statements.

As part of an audit in accordance with the auditing standards in the R.O.C., we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risk of material misstatement of the unconsolidated financial statements due to fraud or error; design and adopt appropriate countermeasures for the risks assessed; and obtain sufficient and appropriate audit evidence in order to be used as the basis for the opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the internal control of Plotech Technology Co., Ltd.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting according to the audit evidence obtained and whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Plotech Technology Co., Ltd. to continue as a going concern. If we believe that such events or circumstances come with a material uncertainty, relevant disclosure of the unconsolidated financial statements must be provided in our audit report to allow users of unconsolidated financial statements to be aware of such events or circumstances or to modify our opinion if such disclosures are inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Plotech Technology Co., Ltd. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the unconsolidated financial statements, including relevant notes, and whether the unconsolidated financial statements represent the underlying transactions and events fairly and appropriately.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities within Plotech Technology Co., Ltd. in order to express an opinion on the unconsolidated financial statements. We handle the guidance, supervision and execution of the audit on the Company and are responsible for preparing the opinion on the unconsolidated financial statements.

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

We also provide the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determined those matters of most significant in the audit of the 2022 unconsolidated financial statements of Plotech Technology Co., Ltd. are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PwC Taiwan

Chen Hsien-Cheng

Certified Public Accountant

Wang Fang-Yu

Financial Supervisory Commission

Approval Document: Jin-Guan-Zheng-Shen No. 1060025060

Jin-Guan-Zheng-Shen No.1030027246

March 28, 2023

Plotech Technology Co., Ltd.  
Unconsolidated Balance Sheet  
December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

Asset		Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current asset						
1100	Cash and cash equivalents	6 (1)	\$ 146,533	5	\$ 428,706	14
1110	Financial assets at fair value through profit or loss - current	6 (2) and 12 (3)	111	-	103	-
1150	Notes receivable - net	6 (3)	3,719	-	9,659	-
1170	Accounts receivable - net	6 (3)	221,487	8	288,073	9
1200	Other receivables		2,527	-	5,348	-
1210	Other accounts receivable - related parties	7	132,803	5	-	-
130X	Inventories	6 (4)	55,075	2	95,060	3
1410	Prepayments		5,552	-	6,018	-
11XX	Total current assets		567,807	20	832,967	26
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6 (2)	55,050	2	114,450	4
1550	Investment accounted for using the equity method	6 (5)	1,790,968	65	1,900,122	60
1600	Property, plant and equipment	6 (6) and 8	329,389	12	323,635	10
1755	Right-of-use asset	6 (7)	6,277	-	3,643	-
1780	Intangible asset		915	-	1,563	-
1840	Deferred tax assets	6 (22)	10,708	1	11,383	-
1900	Other non-current assets		8,789	-	7,252	-
15XX	Total non-current assets		2,202,096	80	2,362,048	74
1XXX	Total assets		\$ 2,769,903	100	\$ 3,195,015	100

(continued on next page)

Plotech Technology Co., Ltd.  
Unconsolidated Balance Sheet  
December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

Liabilities and Equity			Notes		December 31, 2022		December 31, 2021	
					Amount	%	Amount	%
Current liabilities								
2100	Short-term borrowings	6 (9)	\$	60,000	2	\$	119,000	4
2130	Lease liabilities - current	6 (15)		10,855	-		4,242	-
2150	Notes payable			13,581	1		5,789	-
2170	Accounts payable			100,059	4		110,087	3
2200	Other payables	6 (10)		117,106	4		142,915	5
2230	Current tax liabilities	6 (22)		964	-		45,258	1
2280	Lease liabilities - Current	6 (7)		2,660	-		2,194	-
2300	Other current liabilities			2,326	-		1,074	-
21XX	Total current liabilities			307,551	11		430,559	13
Non-current liabilities								
2570	Deferred tax liabilities	6 (22)		88,034	3		119,820	4
2580	Lease liabilities - Non-current	6 (7)		3,644	-		1,475	-
2600	Other non-current liabilities	6 (11)		19,208	1		26,200	1
25XX	Total non-current liabilities			110,886	4		147,495	5
2XXX	Total Liabilities			418,437	15		578,054	18
Equity								
	Share capital	6 (12)						
3110	Common share capital			1,133,540	41		1,160,230	36
	Capital surplus	6 (13)						
3200	Capital surplus			318,559	12		325,463	10
	Retained earnings	6 (14)						
3310	Legal reserve			146,087	5		109,777	4
3320	Special reserve			194,670	7		167,353	5
3350	Undistributed earnings			701,789	25		1,048,808	33
	Other equities							
3400	Other equities		(	143,179)	( 5)	(	194,670)	( 6)
3XXX	Total equity			2,351,466	85		2,616,961	82
	Significant Contingent Liabilities and	9						
	Unrecognized Commitments							
3X2X	Total liabilities and equities		\$	2,769,903	100	\$	3,195,015	100

The notes to the unconsolidated financial statements are an integral part of these unconsolidated financial statements.

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng



Plotech Technology Co., Ltd.  
Unconsolidated Statement of Comprehensive Income  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars  
(Earnings (loss) per share in NT\$)

	Item	Notes	2022		2021	
			Amount	%	Amount	%
4000	Operating income	6 (15)	\$ 884,652	100	\$ 1,051,038	100
5000	Operating costs	6 (4) (20) (21)	( 769,978)	( 87)	( 803,276)	( 76)
5900	Gross profit		114,674	13	247,762	24
	Operating expenses	6 (20) (21)				
6100	Selling expenses		( 43,267)	( 5)	( 44,729)	( 4)
6200	Administrative expenses		( 51,958)	( 5)	( 57,885)	( 6)
6450	Expected credit losses	12 (2)	-	-	-	-
6000	Total operating expenses		( 95,225)	( 10)	( 102,614)	( 10)
6900	Operating profit		19,449	3	145,148	14
	Non-operating income and expense					
7100	Interest income	6 (16)	5,702	1	7,681	1
7010	Other income	6 (17)	20,232	2	28,170	2
7020	Other gains or losses	6 (18)	( 50,280)	( 6)	39,280	4
7050	Financial costs	6 (19)	( 972)	-	( 2,143)	-
7070	Share of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method	6 (5)	( 160,645)	( 18)	240,458	23
7000	Total non-operating incomes and expenses		( 185,963)	( 21)	313,446	30
7900	<b>Net income (loss) before tax</b>		( 166,514)	( 18)	458,594	44
7950	Income tax benefit (expense)	6 (22)	19,209	2	( 93,986)	( 9)
8200	<b>Net income (loss) for the period</b>		<u>(\$ 147,305)</u>	<u>( 16)</u>	<u>\$ 364,608</u>	<u>35</u>
	<b>Other comprehensive income (net)</b>					
	<b>Items not reclassified subsequently to profit or loss</b>					
8311	Remeasurement of the defined benefit plan	6 (11)	\$ 5,277	-	( \$ 1,888)	-
8349	Income taxes related to the items not re-classified	6 (22)	( 1,056)	-	378	-
8310	Items not reclassified subsequently to profit or loss		4,221	-	( 1,510)	-
	<b>Items that may be reclassified subsequently to profit or loss</b>					
8361	Exchange differences on translation of the financial statements of foreign operations		51,491	6	( 27,317)	( 3)
8360	Items that may be reclassified subsequently to profit or loss		51,491	6	( 27,317)	( 3)
8300	<b>Other comprehensive income (net)</b>		<u>\$ 55,712</u>	<u>6</u>	<u>( \$ 28,827)</u>	<u>( 3)</u>
8500	<b>Total comprehensive income in the current period</b>		<u>(\$ 91,593)</u>	<u>( 10)</u>	<u>\$ 335,781</u>	<u>32</u>
	Basic earnings (loss) per share	6 (23)				
9750	Net income (loss) for the period		<u>(\$ 1.29)</u>		<u>\$ 2.88</u>	
	Diluted earnings (loss) per share	6 (23)				
9850	Net income (loss) for the period		<u>(\$ 1.29)</u>		<u>\$ 2.87</u>	

The notes to the unconsolidated financial statements are an integral part of these unconsolidated financial statements.

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd.  
Consolidated Statement of Changes in Equity  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

Notes	Capital surplus				Retained earnings			Exchange differences on translation of the financial statements of foreign operations	Treasury stocks	Total Equity
	Common share capital	Capital surplus - share premium account	Capital surplus - transaction of treasury shares	Capital surplus - change in ownership of subsidiaries	Legal reserve	Special reserve	Undistributed earnings			
<u>2021</u>										
Balance as of January 1, 2021	\$ 1,289,145	\$ 139,438	\$ 3,696	\$ 182,329	\$ 76,119	\$ 157,505	\$ 793,673	(\$ 167,353 )	\$ -	\$ 2,474,552
from continuing operations	-	-	-	-	-	-	364,608	-	-	364,608
Other comprehensive income for the period	-	-	-	-	-	-	( 1,510 )	( 27,317 )	-	( 28,827 )
Total comprehensive income in the current period	-	-	-	-	-	-	363,098	( 27,317 )	-	335,781
Earning appropriation and distribution 6 (14)										
Recognition of legal reserve	-	-	-	-	33,658	-	( 33,658 )	-	-	-
Recognition of special reserve	-	-	-	-	-	9,848	( 9,848 )	-	-	-
Cash dividends	-	-	-	-	-	-	( 64,457 )	-	-	( 64,457 )
Capital reduction 6 (12)	( 128,915 )	-	-	-	-	-	-	-	-	( 128,915 )
Balance as of December 31, 2021	\$ 1,160,230	\$ 139,438	\$ 3,696	\$ 182,329	\$ 109,777	\$ 167,353	\$ 1,048,808	(\$ 194,670 )	\$ -	\$ 2,616,961
<u>2022</u>										
Balance as of January 1, 2022	\$ 1,160,230	\$ 139,438	\$ 3,696	\$ 182,329	\$ 109,777	\$ 167,353	\$ 1,048,808	(\$ 194,670 )	\$ -	\$ 2,616,961
Net loss for the period	-	-	-	-	-	-	( 147,305 )	-	-	( 147,305 )
Other comprehensive income for the period	-	-	-	-	-	-	4,221	51,491	-	55,712
Total comprehensive income in the current period	-	-	-	-	-	-	( 143,084 )	51,491	-	( 91,593 )
Earning appropriation and distribution 6 (14)										
Recognition of legal reserve	-	-	-	-	36,310	-	( 36,310 )	-	-	-
Recognition of special reserve	-	-	-	-	-	27,317	( 27,317 )	-	-	-
Cash dividends	-	-	-	-	-	-	( 116,023 )	-	-	( 116,023 )
Share repurchased 6 (12)	-	-	-	-	-	-	-	-	( 57,879 )	( 57,879 )
Cancellation of treasury shares 6 (12)	( 26,690 )	( 3,208 )	( 3,696 )	-	-	-	( 24,285 )	-	57,879	-
Balance as of December 31, 2022	\$ 1,133,540	\$ 136,230	\$ -	\$ 182,329	\$ 146,087	\$ 194,670	\$ 701,789	(\$ 143,179 )	\$ -	\$ 2,351,466

The notes to the unconsolidated financial statements are an integral part of these unconsolidated financial statements.

Chairman: Lee Chi-Liang

Manager: Houg Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd.  
Unconsolidated Statement of Cash Flows  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

	Notes	January 1 to December 31, 2022	January 1 to December 31, 2021
<u>Cash flows from operating activities</u>			
Net income (loss) before tax for the period		( \$ 166,514 )	\$ 458,594
Adjustments			
Income/expenses items			
depreciation expense	6 (6) (7) (20)	52,394	44,621
Amortization	6 (20)	7,500	6,923
Net loss (gain) from financial assets at fair value through profit or loss	6 (2) (18)	59,392	( 38,244 )
Interest expenses	6 (19)	972	2,143
Interest income	6 (16)	( 5,702 )	( 7,681 )
Share of profit or loss under the equity method	6 (5)	160,645	( 240,458 )
Gains on disposal of property, plant and equipment	6 (18)	( 54 )	( 51 )
Change in assets/liabilities related to operating activities			
Net change in assets related to operating activities			
Notes receivable - net		5,940	7,208
Trade receivable		66,586	( 33,644 )
Other receivables		2,821	( 2,518 )
Inventories		39,985	( 42,889 )
Prepayments		466	( 883 )
Net change in liabilities related to operating activities			
Lease liabilities - current		6,613	2,741
Notes payable		7,792	2,056
Accounts payable		( 10,028 )	6,413
Other payables		( 17,269 )	12,912
Other current liabilities		1,252	( 969 )
Accrued pension liabilities		( 1,717 )	( 1,978 )
Cash provided by operating activities		211,074	174,296
Interest received		5,702	7,681
Interest paid		( 1,014 )	( 2,127 )
Income tax paid		( 57,252 )	( 20,195 )
Net cash inflow from operating activities		158,510	159,655
<u>Cash flows from investing activities</u>			
Proceeds from capital reduction of investees accounted for under the equity method	6 (5)	-	418,990
Payment for acquisition of property, plant and equipment	6 (24)	( 63,213 )	( 84,805 )
Proceeds from disposal of property, plant and equipment		54	51
Increase in refundable deposits		( 1,566 )	( 44 )
Increase in other accounts receivable - related parties		( 132,803 )	-
Increase in other non-current assets		( 6,568 )	( 6,330 )
Net cash (outflow) inflow from investing activities		( 204,096 )	327,862
<u>Cash flows from financing activities</u>			
Proceeds from short-term borrowings	6 (25)	367,000	793,000
Repayment of short-term borrowings	6 (25)	( 426,000 )	( 843,000 )
Share repurchases	6 (12)	( 57,879 )	-
Repaid principal of lease liabilities	6 (25)	( 3,685 )	( 3,935 )
Issue of cash dividends	6 (14)	( 116,023 )	( 64,457 )
Capital reduction	6 (12)	-	( 128,915 )
Net cash outflow from investing activities		( 236,587 )	( 247,307 )
Increase (decrease) in cash and cash equivalents during the period		( 282,173 )	240,210
Cash and cash equivalents at the beginning of the year		428,706	188,496
Cash and cash equivalents at the end of the year		\$ 146,533	\$ 428,706

The notes to the unconsolidated financial statements are an integral part of these unconsolidated financial statements.

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd.

Statement on Consolidated Financial Statements

For the financial year of 2022 (from January 1 to December 31, 2022), the affiliated enterprises that should be included in the Company's consolidated financial statements are the same according to the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises and according to IFRS 10 Consolidated Financial Statements for the parent company and subsidiaries. Meanwhile, the information required for disclosure on affiliated enterprises in the consolidated financial statements that include affiliated enterprises is disclosed in the aforesaid consolidated financial statements that include subsidiaries. Hence, the consolidated financial statements that include affiliated enterprises will not be prepared.

Declared by

Company name: Plotech Technology Co., Ltd.

Responsible Person: Lee Chi-Liang

March 28, 2023

## Independent Auditors' Report

(112) Financial-Review-Report No. 22004663

To Plotech Technology Co., Ltd.,

### **Audit opinions**

We have audited the accompanying consolidated balance sheet of Plotech Technology Co., Ltd. and its subsidiaries ("Plotech Technology Group") as of December 31, 2021 and 2020, consolidated comprehensive income statement, consolidated statement of changes in equity and consolidated statement of cashflows from January 1 to December 31, 2021 and 2020 and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements are prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations and SIC Interpretations endorsed and issued by the Financial Supervisory Commission and present fairly, in all material respects, the consolidated financial position of Plotech Technology Group as of December 31, 2022 and 2021 and its consolidated financial performance and unconsolidated cash flows from January 1 to December 31, 2022 and 2021.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the R.O.C. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements. The auditors of the firm, subject to the independence regulations, have maintained independence from Plotech Technology Group in accordance with the Code of Professional Ethics for certified public accountants in the R.O.C. and performed other obligations of such Code. 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 the matters, in our professional judgment, most significance in our audit of the consolidated financial statements of Plotech Technology Group for 2022. 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 the consolidated financial statements of Plotech Technology Group for 2022 are stated as follows:

#### **Inventory valuation**

#### Explanations

Please refer to Note 4 (13) to the consolidated financial statements for the accounting policy on inventory valuation and to Note 5 (2) for the accounting estimates for inventory valuation and to uncertainties with assumptions. Please refer to Note 6 (6) to the consolidated financial statements for explanations on accounting items of inventory. The inventory and the allowance for inventory write-down as of December 31, 2022 were NT\$318,706 thousand and NT\$52,927 thousand, respectively.

Plotech Technology Group manufactures and markets printed circuit boards and related products. Due to rapid evolution of technologies over recent years, oversupply may occur in a down cycle. This combined with fierce market competition causes rapid price changes and results in high risks of inventory write-downs or obsolescence. Plotech Technology Group measures inventory at the lower of cost or net realizable value. Losses on inventory over a certain age and individually identified as obsolete are recognized according to net realizable value. Given the significant influence of inventory valuation on financial statements, inventory valuation was listed as one of the most important audit matters.

#### Audit procedures

We have performed the following procedures regarding the certain aspects of the aforesaid key audit matters:

1. Understanding of inventory management flows, examination of annual inventory inspection plans and involvement in annual inventory inspections, to assess the management's effectiveness in identifying and the management of obsolete inventory.
2. Validation of the appropriateness of the logics behind the inventory age system for valuation, to ensure the consistency between reported information and the policies.
3. Testing of the carrying amount of the inventory at the end of the period, random inspections and confirmation of the selling prices and sale expense ratios and the accuracy of net realizable values.

#### **Existence of sales**

##### Explanations

Please refer to Notes 4 (26) of the consolidated financial statements for the accounting policy on revenue recognition. The revenue in 2022 was NT\$3,068,065 thousand. Please refer to Note 6 (19) of the consolidated financial statements for accounting entries of revenues.

Plotech Technology Group manufactures and markets printed circuit boards and related products. Most customers are well-known companies with long-term and stable cooperation. Due to the fierce industry competition, Plotech Technology Group continues to develop clientele and expand market shares. The top ten customers account for a significant percentage of total sales. Hence, the existence of sales to the top ten customers is highly influential to the

consolidated financial statements of Plotech Technology Group. Hence, the existence of sales was listed as one of the most important audit matters.

#### Audit procedures

We have performed the following procedures regarding the certain aspects of the aforesaid key audit matters:

1. Understanding and testing of the credit review procedures with major transaction counterparties; confirmation of appropriate approvals for the addition of major transaction counterparties; learning about and assessment of the new top ten customers; and review of relevant industry information.
2. Obtaining and spot checking of sale details and transaction vouchers with top ten customers.
3. Obtaining and spot checking of payment collection details and transaction vouchers with top ten customers.
4. Issuing letters to confirm accounts receivable from top ten new customers.

#### **Other Matters - Unconsolidated Financial Statements**

Plotech Technology Co., Ltd. has prepared the unconsolidated financial statements for 2022 and 2021, to which we have also issued an independent auditor's report with unqualified opinion and provided for reference.

#### **Responsibilities of Management Level 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, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations and SIC Interpretations endorsed and issued by the Financial Supervisory Commission and for the maintenance of internal control necessary to ensure 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 Plotech Group's ability to continue as a going concern, disclosing relevant matters related and using the going concern basis of accounting unless management either intends to liquidate Plotech Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee), are responsible for overseeing Plotech Technology Group's financial reporting workflow.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives in the audit of consolidated financial statements 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. Reasonable assurance is a high level of assurance. However, there is no guarantee that an audit conducted in accordance with the auditing standards in the R.O.C. will always detect a material misstatement in consolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if the individual or the aggregate amount could be reasonably expected to influence the economic decisions by users of consolidated financial statements.

As part of an audit in accordance with the auditing standards in the R.O.C., we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risk of material misstatement of the consolidated financial statements due to fraud or error; design and adopt appropriate countermeasures for the risks assessed; and obtain sufficient and appropriate audit evidence in order to be used as the basis for the opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the internal control of Plotech Technology Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting according to the audit evidence obtained and whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Plotech Technology Group to continue as a going concern. If we believe that such events or circumstances come with a material uncertainty, relevant disclosure of the consolidated financial statements must be provided in our audit report to allow users of consolidated financial statements to be aware of such events or circumstances or to modify our opinion if such disclosures are inappropriate. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Plotech Technology Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including relevant notes, and whether the unconsolidated financial statements represent the underlying transactions and events fairly and appropriately.



6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities within the Group in order to express an opinion on the consolidated financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion for the Group.

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

We also provide the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determined those matters of most significant in the audit of the 2022 consolidated financial statements of Plotech Technology Group are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PwC Taiwan

Chen Hsien-Cheng

Certified Public Accountant

Wang Fang-Yu

Financial Supervisory Commission

Approval Document: Jin-Guan-Zheng-Shen No. 1060025060

Jin-Guan-Zheng-Shen No.1030027246

March 28, 2023

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Balance Sheet  
December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

Asset		Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current asset						
1100	Cash and cash equivalents	6 (1)	\$ 650,831	9	\$ 899,983	13
1110	Financial assets at fair value through profit or loss - current	6 (2) and 12 (3)	111	-	103	-
1136	Financial assets measured at amortized cost - current	6 (3) and 8	230,325	3	220,632	3
1150	Notes receivable - net	6 (4)	55,483	1	13,786	-
1170	Accounts receivable - net	6 (4)	1,021,316	15	1,228,337	18
1200	Other receivables		9,949	-	5,919	-
1220	Deferred tax assets during the period		935	-	9,742	-
130X	Inventories	6 (6)	265,779	4	353,539	5
1410	Prepayments		35,649	1	140,081	2
1470	Other current assets	8	26,796	-	15,860	1
11XX	Total current assets		2,297,174	33	2,887,982	42
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6 (2)	55,050	1	114,450	2
1600	Property, plant and equipment	6 (7) and 8	4,356,814	63	3,740,418	54
1755	Right-of-use asset	6 (8)	31,094	1	29,192	-
1780	Intangible asset		9,980	-	13,184	-
1840	Deferred tax assets	6 (26)	55,038	1	55,069	1
1900	Other non-current assets	6 (10) and 8	92,859	1	48,784	1
15XX	Total non-current assets		4,600,835	67	4,001,097	58
1XXX	Total assets		\$ 6,898,009	100	\$ 6,889,079	100

(continued on next page)

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Balance Sheet  
December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
<b>Current liabilities</b>					
2100 Short-term borrowings	6 (11)	\$ 1,396,594	20	\$ 1,595,854	23
2130 Lease liabilities - current	6 (19)	14,984	-	4,310	-
2150 Notes payable		13,581	-	40,010	1
2170 Accounts payable		457,596	7	428,014	6
2200 Other payables	6 (12)	1,451,596	21	1,597,098	23
2230 Current tax liabilities	6 (26)	964	-	45,258	1
2280 Lease liabilities - Current	6 (8)	2,895	-	2,415	-
2320 Long-term debts due within one year or within one operating cycle	6 (13)	364,738	6	64,477	1
2399 Other current liabilities - others		2,326	-	1,075	-
21XX <b>Total current liabilities</b>		<u>3,705,274</u>	<u>54</u>	<u>3,778,511</u>	<u>55</u>
<b>Non-current liabilities</b>					
2540 Long-term borrowings	6 (13)	543,161	8	146,023	2
2570 Deferred tax liabilities	6 (26)	88,034	1	119,820	2
2580 Lease liabilities - Non-current	6 (8)	3,644	-	1,707	-
2600 Other non-current liabilities	6 (14)	30,015	-	38,407	-
25XX <b>Total non-current liabilities</b>		<u>664,854</u>	<u>9</u>	<u>305,957</u>	<u>4</u>
2XXX <b>Total Liabilities</b>		<u>4,370,128</u>	<u>63</u>	<u>4,084,468</u>	<u>59</u>
<b>Equity attributable to owners of the parent</b>					
Share capital	6 (16)				
3110 Common share capital		1,133,540	16	1,160,230	17
Capital surplus	6 (17)				
3200 Capital surplus		318,559	5	325,463	5
Retained earnings	6 (18)				
3310 Legal reserve		146,087	2	109,777	2
3320 Special reserve		194,670	3	167,353	2
3350 Undistributed earnings		701,789	10	1,048,808	15
Other equities					
3400 Other equities		(143,179)	(2)	(194,670)	(3)
31XX <b>Equity attributable to owners of the parent</b>		<u>2,351,466</u>	<u>34</u>	<u>2,616,961</u>	<u>38</u>
36XX <b>Non-controlling interest</b>		<u>176,415</u>	<u>3</u>	<u>187,650</u>	<u>3</u>
3XXX <b>Total equity</b>		<u>2,527,881</u>	<u>37</u>	<u>2,804,611</u>	<u>41</u>
Significant Contingent Liabilities and Unrecognized Commitments	9				
Significant Events	11				
3X2X <b>Total liabilities and equities</b>		<u>\$ 6,898,009</u>	<u>100</u>	<u>\$ 6,889,079</u>	<u>100</u>

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

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Statement of Comprehensive Income  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars  
(Earnings (loss) per share in NT\$)

Item	Notes	2022		2021	
		Amount	%	Amount	%
4000 Operating income	6 (19)	\$ 3,068,065	100	\$ 3,699,293	100
5000 Operating costs	6 (6) (24) (25)	( 2,642,404)	( 86)	( 2,894,705)	( 78)
5950 Gross profit - net		425,661	14	804,588	22
Operating expenses	6 (24) (25)				
6100 Selling expenses		( 112,370)	( 4)	( 120,453)	( 3)
6200 Administrative expenses		( 262,950)	( 9)	( 191,938)	( 5)
6300 Research and development expenses		( 134,680)	( 4)	( 87,567)	( 3)
6450 Expected credit impairment losses	12 (2)	( 28,898)	( 1)	( 4,056)	-
6000 Total operating expenses		( 538,898)	( 18)	( 404,014)	( 11)
6900 Operating (loss) income		( 113,237)	( 4)	400,574	11
Non-operating income and expense					
7100 Interest income	6 (20)	13,831	1	14,825	-
7010 Other income	6 (21)	72,924	2	95,363	3
7020 Other gains or losses	6 (22)	( 80,295)	( 3)	37,206	1
7050 Financial costs	6 (23)	( 75,681)	( 2)	( 47,599)	( 1)
7000 Total non-operating incomes and expenses		( 69,221)	( 2)	99,795	3
7900 Net income (loss) before tax		( 182,458)	( 6)	500,369	14
7950 Income tax benefit (expense)	6 (26)	19,178	1	( 113,385)	( 3)
8200 Net income (loss) for the period		(\$ 163,280)	( 5)	\$ 386,984	11

(continued on next page)

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Statement of Comprehensive Income  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars  
(Earnings (loss) per share in NT\$)

Item	Notes	2022		2021	
		Amount	%	Amount	%
<b>Other comprehensive income (net)</b>					
8311 Remeasurement of the defined benefit plan	6 (14)	\$ 5,277	-	(\$ 1,888)	-
8349 Income taxes related to the items not re-classified	6 (26)	( 1,056)	-	378	-
8310 Items not reclassified subsequently to profit or loss		4,221	-	( 1,510)	-
<b>Items that may be reclassified subsequently to profit or loss</b>					
8361 Exchange differences on translation of the financial statements of foreign operations		55,001	2	( 28,673)	( 1)
8360 Items that may be reclassified subsequently to profit or loss		55,001	2	( 28,673)	( 1)
8300 <b>Other comprehensive income (net)</b>		\$ 59,222	2	(\$ 30,183)	( 1)
8500 <b>Total comprehensive income in the current period</b>		(\$ 104,058)	( 3)	\$ 356,801	10
Net (loss) profit attributable to:					
8610 Owners of the parent		(\$ 147,305)	( 5)	\$ 364,608	11
8620 Non-controlling interest		( 15,975)	-	22,376	-
		(\$ 163,280)	( 5)	\$ 386,984	11
Total comprehensive income attributable to:					
8710 Owners of the parent		(\$ 91,593)	( 3)	\$ 335,781	9
8720 Non-controlling interest		( 12,465)	-	21,020	1
		(\$ 104,058)	( 3)	\$ 356,801	10
Basic earnings (loss) per share	6 (27)				
9750 Total basic earnings (loss) per share		(\$ 1.29)		\$ 2.88	
Diluted earnings (loss) per share	6 (27)				
9850 Total diluted earnings (loss) per share		(\$ 1.29)		\$ 2.87	

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

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Statement of Changes in Equity  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

	Notes	Equity attributable to owners of the parent										Non-controlling interest	Total Equity
		Common share capital	Capital surplus - share premium account	Capital surplus - transaction of treasury shares	Capital surplus - change in ownership of subsidiaries	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of the financial statements of foreign operations	Treasury stocks	Total		
<u>2021</u>													
Balance as of January 1, 2021		\$ 1,289,145	\$ 139,438	\$ 3,696	\$ 182,329	\$ 76,119	\$ 157,505	\$ 793,673	(\$ 167,353 )	\$ -	\$ 2,474,552	\$ 154,512	\$ 2,629,064
from continuing operations		-	-	-	-	-	-	364,608	-	-	364,608	22,376	386,984
Other comprehensive income for the period		-	-	-	-	-	-	( 1,510 )	( 27,317 )	-	( 28,827 )	( 1,356 )	( 30,183 )
Total comprehensive income in the current period		-	-	-	-	-	-	363,098	( 27,317 )	-	335,781	21,020	356,801
Earning appropriation and distribution	6 (18)												
Recognition of legal reserve		-	-	-	-	33,658	-	( 33,658 )	-	-	-	-	-
Recognition of special reserve		-	-	-	-	-	9,848	( 9,848 )	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	( 64,457 )	-	-	( 64,457 )	-	( 64,457 )
Capital reduction	6 (16)	( 128,915 )	-	-	-	-	-	-	-	-	( 128,915 )	-	( 128,915 )
Remuneration cost of the subsidiary's issue of new restricted shares to employees	6 (15)	-	-	-	-	-	-	-	-	-	-	12,118	12,118
Balance as of December 31, 2021		\$ 1,160,230	\$ 139,438	\$ 3,696	\$ 182,329	\$ 109,777	\$ 167,353	\$ 1,048,808	(\$ 194,670 )	\$ -	\$ 2,616,961	\$ 187,650	\$ 2,804,611
<u>2022</u>													
Balance as of January 1, 2022		\$ 1,160,230	\$ 139,438	\$ 3,696	\$ 182,329	\$ 109,777	\$ 167,353	\$ 1,048,808	(\$ 194,670 )	\$ -	\$ 2,616,961	\$ 187,650	\$ 2,804,611
Net loss for the period		-	-	-	-	-	-	( 147,305 )	-	-	( 147,305 )	( 15,975 )	( 163,280 )
Other comprehensive income for the period		-	-	-	-	-	-	4,221	51,491	-	55,712	3,510	59,222
Total comprehensive income in the current period		-	-	-	-	-	-	( 143,084 )	51,491	-	( 91,593 )	( 12,465 )	( 104,058 )
Earning appropriation and distribution	6 (18)												
Recognition of legal reserve		-	-	-	-	36,310	-	( 36,310 )	-	-	-	-	-
Recognition of special reserve		-	-	-	-	-	27,317	( 27,317 )	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	( 116,023 )	-	-	( 116,023 )	-	( 116,023 )
Remuneration cost of the subsidiary's issue of new restricted shares to employees	6 (15)	-	-	-	-	-	-	-	-	-	-	1,230	1,230
Share repurchased	6 (16)	-	-	-	-	-	-	-	-	( 57,879 )	( 57,879 )	-	( 57,879 )
Cancellation of treasury shares	6 (16)	( 26,690 )	( 3,208 )	( 3,696 )	-	-	-	( 24,285 )	-	57,879	-	-	-
Balance as of December 31, 2022		\$ 1,133,540	\$ 136,230	\$ -	\$ 182,329	\$ 146,087	\$ 194,670	\$ 701,789	(\$ 143,179 )	\$ -	\$ 2,351,466	\$ 176,415	\$ 2,527,881

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

Chairman: Lee Chi-Liang

Manager: Houng Tsung-I

Head of Accounting: Hung Yu-Feng

Plotech Technology Co., Ltd. and Subsidiaries  
Consolidated Statement of Cash Flows  
January 1 to December 31, 2022 and 2021

Unit: Amounts expressed in thousands of New Taiwan Dollars

	Notes	January 1 to December 31, 2022	January 1 to December 31, 2021
<u>Cash flows from operating activities</u>			
Net income (loss) before tax for the period		( \$ 182,458 )	\$ 500,369
Adjustments			
Income/expenses items			
depreciation expense	6 (7) (8) (24)	276,435	260,927
Amortization	6 (24)	15,700	12,399
Expected credit impairment losses	12 (2)	28,898	4,056
Net loss (gain) from financial assets at fair value through profit or loss	6 (2) (22)	59,392 (	38,244 )
Interest expenses	6 (23)	75,681	47,599
Interest income	6 (20)	( 13,831 ) (	14,825 )
Losses on disposal of property, plant and equipment	6 (22)	14	3,468
Remuneration cost of share-based compensation	6 (15)	1,230	12,118
Net loss (gain) on foreign exchange		63,089 (	12,675 )
Change in assets/liabilities related to operating activities			
Net change in assets related to operating activities			
Notes receivable		( 41,697 )	3,519
Trade receivable		178,123	86,978
Other receivables		( 3,743 )	10,046
Inventories		87,760 (	38,644 )
Prepayments		104,432 (	115,104 )
Net change in liabilities related to operating activities			
Contract liabilities		10,674	924
Notes payable		( 26,429 )	36,277
Accounts payable		29,582 (	60,934 )
Other payables		359 (	142,901 )
Advance receipts		1,251 (	969 )
Accrued pension liabilities		( 1,714 ) (	1,979 )
Cash provided by operating activities		662,748	552,405
Interest received		13,544	15,033
Interest paid		( 75,242 ) (	46,856 )
Income tax returned		9,742	484
Income tax paid		( 58,045 ) (	29,945 )
Net cash inflow from operating activities		552,747	491,121

(continued on next page)

Cash flows from investing activities

Payment for acquisition of property, plant and equipment	6 (28)	( \$ 1,009,783 )	( \$ 1,076,318 )
Proceeds from disposal of property, plant and equipment		24,435	6,560
(Increase) decrease in financial assets measured at amortized cost		( 9,693 )	24,118
Increase in refundable deposits		( 45,400 )	( 4,790 )
Increase in intangible asset		( 184 )	( 11,701 )
Increase in other current assets		( 10,936 )	( 15,856 )
Increase in other non-current assets		( 10,383 )	( 20,813 )
Net cash outflow from investing activities		( 1,061,944 )	( 1,098,800 )

Cash flows from financing activities

Proceeds from short-term borrowings	6 (29)	2,031,521	2,351,644
Repayment of short-term borrowings	6 (29)	( 2,280,302 )	( 1,598,008 )
Proceeds from long-term borrowings	6 (29)	871,205	248,412
Repayments of long-term borrowings	6 (29)	( 187,374 )	( 166,983 )
Increase (decrease) in guarantee deposits received	6 (29)	( 864 )	1,719
Repaid principal of lease liabilities	6 (29)	( 3,910 )	( 4,158 )
Issue of cash dividends	6 (18)	( 116,023 )	( 64,457 )
Capital reduction	6 (16)	-	( 128,915 )
Share repurchases	6 (16)	( 57,879 )	-
Net cash inflow from financing activities		256,374	639,254
Effect of exchange rate changes on cash and cash equivalents		3,671	( 19,542 )
Increase (decrease) in cash and cash equivalents during the period		( 249,152 )	12,033
Cash and cash equivalents at the beginning of the year		899,983	887,950
Cash and cash equivalents at the end of the year		<u>\$ 650,831</u>	<u>\$ 899,983</u>

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

Chairman: Lee Chi-Liang

Manager: Houn Tsung-I

Head of Accounting: Hung Yu-Feng



## Appendix I

### Plotech Technology Co., Ltd. 2022 Business Report

#### I. 2022 Business Report

##### (I) Achievements of the business plan

The Company's net revenue in 2022 was NT\$884,652 thousand, down by NT\$166,386 thousand from 2021. The gross profits totaled NT\$114,674 thousand, at a gross margin of 13% and with a decrease of NT\$133,088 thousand from the prior year. The operating profits were NT\$19,449 thousand. With the contribution of the NT\$160,645 thousand from loss on overseas investments, as a non-operating income, the Company posted a net loss of NT\$147,305 thousand or a loss per share of NT\$1.29 for the year.

(II) Budget implementation: The Company did not provide financial forecasts for 2022.

##### (III) Analysis of incomes, expenses and profitability

Item		2022	2021
Financial structure	Debt to assets ratio	15.11	18.09
	Long-term capital to fixed assets ratio	747.55	854.19
Solvency	Current ratio	184.62	193.46
	Quick ratio	164.91	169.99
Profitability	Return on assets	( 4.91 )	11.84
	Return on equity	( 5.93 )	14.32
	to paid-in capital (%)	Operating profit	1.72
		Earnings before tax	( 14.69 )
	Net margin		34.69
	Earnings (loss) per share		2.88

##### (IV) R&D

The arrival of the 5G era creates the demand for high-frequency and high-speed materials, from the high-density design of semiconductor test boards, high-end burn-in boards, automobile radars and antennas. The enhancement of manufacturing processes for thin boards and fine lines broadens the diversity of available materials. The combination of a large number of layers and high densities means an increasing requirement in the control precision of alignment between layers. Optimal manufacturing conditions must be identified from process design to production in order to reduce signal attenuation and fine tune the back drilling settings. The achievement of high and stable yields is the current R&D focus. Relevant production and R&D programs have been introduced and continued.

#### II. 2023 Business Plan

##### (I) Business guidelines:

###### 1. Business development

Semiconductor test board orders continued to grow in 2022. In addition to the stable growth of the existing semiconductor customers, Probe Card, Load board and Burn-In board will continue to be the key products for business development.

The priority in development is high-end and high-pitch design of 0.3 mm or smaller. We seek greater business opportunities by enhancing production yields and quality, shortening the lead-times to meet customers' needs and boosting revenues in test boards.

2. Enhancement in production technology and efficiency:

We continue to improve manufacturing processes and capabilities. We are able to meet the 5G-related requirements, including the 5MIL drill diameter, smaller back-drill sizes and narrower stubs. Line widths have moved to 15-20um, aspect ratios to 50 for high-frequency materials. Meanwhile, the Company's system developers continue to modify the MIS (management information system) so as to deliver fast, high quality and in-plan services. We have also upgraded from the mid-end segment of 30 layers below at Pitch0.35mm to the high-end semiconductor test board segment of 40-50 layers, to meet the current and future design requirements of customers and to maintain our market leadership and competitiveness.

(II) Business objectives:

With the increase in vaccine coverage and the decrease in the number of infections, customer visits and development work gradually returned to normal, resulting in a relative increase in orders, but due to the impact of inflation, the cost of salaries and raw materials increased. In addition to continuing to cut expenses, reduce the scrap rate, strictly control internal costs, and continue to improve sales of higher margin semiconductor test boards to compensate for the negative impact of increased costs, the Company expects to maintain a fixed surplus in revenue, net operating profit and net profit before tax, to maintain a positive image of the Company and to maximize the benefits for its shareholders.

(III) Important policies in production and sale:

1. We continue to renew and purchase equipment so as to boost production and enhance manufacturing processes and yields, increase in the talent pipeline with industry-academia programs and achieve sustainable development in both infrastructure and human resources.
2. We strive to meet the competitive requirements for international delivery schedules and continue to update the MIS system accordingly, in order to effectively control production efficiency and accelerate delivery speeds to meet customers' needs.
3. We develop and conduct trial production of semiconductor test board related products and increase the orderbook for high-profit products such as semiconductor test boards. We also endeavor to expand the clientele for high-value added and semiconductor test boards in order to boost operating profits.
4. We fully develop Probe Card, Load Board and Burn-in board high-end semiconductor test board products to boost operating targets and gross profits.

Person in Charge: Lee Chi-Liang

Manager: Houng Tsung-I

Chief Accountant: Hung Yu-Feng

## Appendix II

### Plotech Technology Co., Ltd. Profit and Loss Appropriation Statement 2022

Unit: NT\$

Item	Amount	Remarks
Undistributed earnings at the beginning of the period	869,157,616	
Cancellation of treasury stock to write off retained earnings	(24,284,222)	
Actuarial gains and losses included in retained surplus	4,220,726	
Undistributed earnings after the adjustment	849,094,120	
Net loss after tax for 2022	(147,305,020)	
Add: reversal of special reserve	37,165,009	
Undistributed earnings at the end of the period	738,954,109	

Person in Charge: Lee Chi-Liang

Manager: Houn Tsung-I

Chief Accountant: Hung Yu-Feng

Note: According to the Financial Supervisory Commission Order No.

Financial-Supervisory-Securities-Audit-1010059296 on December 28, 2022, the following matters shall be disclosed:

- (1) On March 28, 2023, the Board of Directors of the Company proposed to distribute employees' remuneration of NT\$0 and directors' and supervisors' remuneration of NT\$0 in cash.
- (2) If the proposed amount of employee compensation and remuneration to directors and supervisors differs from the annual estimate of recognized expenses, the amount of the difference, the reasons for the difference and the circumstances of disposal shall be disclosed: None.
- (3) The proposed distribution of employees' remuneration and directors' and supervisors' remuneration to the Company after the proposed distribution of earnings per share: Not applicable.
- (4) The proposed stock distribution of employee compensation as a percentage of the total number of shares allocated to the surplus: Not applicable.

## Appendix III

### Plotech Technology Co., Ltd. Review Report by Audit Committee

The Board of Directors prepared and submitted the Company's 2022 financial statements and consolidated financial statements. These reports have been audited by PwC Taiwan and issued with the audit report. After verification by the Audit Committee, we have found no discrepancies in the final accounts, including the business report and profit and loss appropriation statement. Therefore, we have prepared a report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. We kindly request your review.

To

2023 Shareholders' Meeting of Plotech Technology Co., Ltd.

Convener of the Audit Committee: Chen Yi-Liang

March 28, 2023

## Appendix IV

### Plotech Technology Co., Ltd. Implementation Status of Treasury Shares

Repurchase time	The 21st time	The 22nd time	The 23rd time
Repurchase purpose	Maintain the company's credit and shareholders' equity	Maintain the company's credit and shareholders' equity	Maintain the company's credit and shareholders' equity
Repurchase period	May 13, 2022 to May 31, 2022	June 7, 2022 to July 29, 2022	September 22, 2022 to November 1, 2022
Repurchase interval price	The repurchase price per share is NT\$17 to NT\$40, but when the Company's share price falls below the lower limit of the set repurchase price range, the repurchase will continue to be executed	The repurchase price per share is NT\$17 to NT\$37, but when the Company's share price falls below the lower limit of the set repurchase price range, the repurchase will continue to be executed	The repurchase price per share is NT\$16 to NT\$34, but when the Company's share price falls below the lower limit of the set repurchase price range, the repurchase will continue to be executed
Types and quantities of shares repurchased	Common share 1,000,000 shares	Common share 669,000 shares	Common share 1,000,000 shares
Amount of shares repurchased	NT\$23,088,317	NT\$15,547,283	NT\$19,241,540
The ratio of the number of repurchased shares to the expected number of repurchased shares	100%	66.90%	100%
Number of shares that have been cancelled and transferred	1,000,000 shares	669,000 shares	1,000,000 shares
Accumulated number of the Company's shares held	0 share	0 share	0 share
The ratio of accumulated number of the Company's shares held to the total number of issued shares	0%	0%	0%

## Appendix V

### Plotech Technology Co., Ltd.

#### Comparison between Original and Amendments to Rules of Procedure for Meetings of the Board of Directors

After Amendments	Before Amendments	Explanation
<p>Article 3</p> <p>The Board of Directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice by E-mail or fax.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.</p>	<p>Article 3</p> <p>The Board of Directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director <del>and supervisor</del> before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice by E-mail or fax.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion <del>except in the case of an emergency or for other legitimate reason.</del></p>	<p>To cooperate with the establishment of the audit committee and the operation of the Company's practice and to cooperate with the revision of the law</p>
<p>Article 12</p> <p>The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:</p> <p>I. The Company's business plan.</p> <p>II. Annual financial reports.</p> <p>III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.</p> <p>IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>V. The offering, issuance, or private placement of equity-type securities.</p> <p><u>VI. If the Board of Directors does not have a managing director, the chairman of the board shall be elected or dismissed.</u></p> <p><u>VII. The appointment or discharge of a financial, accounting, or internal audit officer.</u></p> <p><u>VIII. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board meeting for retroactive recognition.</u></p> <p><u>IX. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</u></p>	<p>Article 12</p> <p>The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:</p> <p>I. The Company's business plan.</p> <p>II. Annual financial reports.</p> <p>III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.</p> <p>IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>V. The offering, issuance, or private placement of equity-type securities.</p> <p><del>VI.</del> The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><del>VII.</del> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board meeting for retroactive recognition.</p> <p><del>VIII.</del> Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p>	<p>To cooperate with the revision of the law</p>

# Plotech Technology Co., Ltd.

## Comparison between Original and Amendments to Rules of Procedure for Meetings of the Board of Directors

After Amendments	Before Amendments	Explanation
<p>The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 % of net operating revenue or 5 % of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 % of shareholders' equity shall be substituted for the calculation of the amount equal to 5 % of paid-in capital required under this paragraph. )</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation. The independent directors shall attend in person or appoint other independent directors to attend by proxy on matters that shall be resolved by the Board of Directors in accordance with Article 14-3 of the Securities and Exchange Act. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	<p>The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 % of net operating revenue or 5 % of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 % of shareholders' equity shall be substituted for the calculation of the amount equal to 5 % of paid-in capital required under this paragraph. )</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation. The independent directors shall attend in person or appoint other independent directors to attend by proxy on matters that shall be resolved by the Board of Directors in accordance with Article 14-3 of the Securities and Exchange Act. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	<p>To cooperate with the revision of the law</p>
<p>Article 16</p> <p>Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:</p> <ol style="list-style-type: none"> <li>I. The meeting session (or year) and the time and place of the meeting.</li> <li>II. The name of the chair.</li> <li>III. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.</li> <li>IV. The names and titles of those attending the meeting as non-voting participants.</li> <li>V. The name of the minute taker.</li> <li>VI. The matters reported at the meeting.</li> <li>VII. Matters for discussion: the resolution method and results of each motion, summary of the speeches of directors, experts and other personnel</li> </ol>	<p>Article 16</p> <p>Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:</p> <ol style="list-style-type: none"> <li>I. The meeting session (or year) and the time and place of the meeting.</li> <li>II. The name of the chair.</li> <li>III. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.</li> <li>IV. The names and titles of those attending the meeting as non-voting participants.</li> <li>V. The name of the minute taker.</li> <li>VI. The matters reported at the meeting.</li> <li>VII. Matters for discussion: the resolution method and results of each motion, summary of the speeches of directors <del>and supervisors</del>, experts and other personnel</li> </ol>	<p>To cooperate with the establishment of the audit committee and the operation of the Company's practice</p>

# Plotech Technology Co., Ltd.

## Comparison between Original and Amendments to Rules of Procedure for Meetings of the Board of Directors

After Amendments	Before Amendments	Explanation
<p>The name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.</p> <p>VIII. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.</p> <p>IX. Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:</p> <ol style="list-style-type: none"> <li>Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.</li> <li>A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.</li> </ol> <p>The attendance book constitutes part of the minutes for each board meeting and shall be retained permanently.</p> <p>The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved permanently. The meeting minutes of paragraph 1 may produced and distributed in electronic form.</p>	<p>The name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.</p> <p>VIII. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director <del>and supervisor</del>, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.</p> <p>IX. Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:</p> <ol style="list-style-type: none"> <li>Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.</li> <li>A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.</li> </ol> <p>The attendance book constitutes part of the minutes for each board meeting and shall be retained permanently.</p> <p>The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director <del>and supervisor</del> within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved permanently.</p> <p>The meeting minutes of paragraph 1 may produced and distributed in electronic form.</p>	<p>To cooperate with the establishment of the audit committee and the operation of the Company's practice</p>



## Appendix VI

### Plotech Technology Co., Ltd. Rules of Procedure for Meetings of the Board of Directors (Before Amendments)

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's Board of Directors and to strengthen management capabilities, these Rules are adopted pursuant to provisions of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
- Article 2 With respect to the Board of Directors meetings ("board meetings") of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.
- Article 3 The Board of Directors shall meet at least quarterly.
- A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice by E-mail or fax.
- All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.
- Article 4 The designated unit responsible for the board meetings of the Company shall be the General Manager's Office.
- The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.
- A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.
- Article 5 When a board meeting is held, an attendance book shall be provided for signing-in by attending directors.
- Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company's articles of incorporation. Attendance by videoconference will be deemed attendance in person.
- A director who appoints another director to attend a board meeting shall in each

instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. The proxy referred to in paragraph 2 may be the appointed proxy of only one person.

Article 6 A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 7 Board meetings are convened and chaired by the chairman of the board. However, with respect to the first meeting of each newly elected Board of Directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

Where a board meeting is convened by a majority of the directors in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall select from among themselves one director to serve as chair.

When the chairman of the board is on leave or for any reason unable to exercise the powers of chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman is also on leave or for any reason unable to exercise the powers of vice chairman, the chairman shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairman, the managing directors or directors shall select one person from among themselves to serve as chair.

Article 8 When a board meeting is held, the general manager shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.

The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then

actually in office.

- Article 9 Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form. If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation, and the aforementioned provisions shall not apply.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained permanently.

- Article 10 Agenda items for regular board meetings of the Company shall include at least the following:

I. Report items:

- (I) Minutes of the last meeting and action taken.
- (II) Important financial and business matters.
- (III) Internal audit activities.
- (IV) Other important matters to be reported.

II. Matters for discussion:

- (I) Items for continued discussion from the last meeting.
- (II) Items for discussion at this meeting.

III. Extraordinary motions.

- Article 11 A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 3 shall apply *mutatis mutandis*.

- Article 12 The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:

- I. The Company's business plan.
- II. Annual financial reports.
- III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.

- IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
- V. The offering, issuance, or private placement of equity-type securities.
- VI. The appointment or discharge of a financial, accounting, or internal audit officer.
- VII. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board meeting for retroactive recognition.
- VIII. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 % of shareholders' equity shall be substituted for the calculation of the amount equal to 5 % of paid-in capital required under this paragraph. )

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

The independent directors shall attend in person or appoint other independent directors to attend by proxy on matters that shall be resolved by the Board of Directors in accordance with Article 14-3 of the Securities and Exchange Act. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13 When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion

closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

- I. A show of hands
- II. A vote by ballot.

Article 14 Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board meeting attended by a majority of all directors. 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. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15 If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of the Company, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

A director is deemed to be an interested party with respect to an agenda item in respect of which its spouse or a blood relative within the second degree of kinship, or a company with a controlling or subordinate relation with the director, is an interested party.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.

Article 16 Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

- I. The meeting session (or year) and the time and place of the meeting.

- II. The name of the chair.
- III. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
- IV. The names and titles of those attending the meeting as non-voting participants.
- V. The name of the minute taker.
- VI. The matters reported at the meeting.
- VII. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.
- VIII. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
- IX. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

  - I. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
  - II. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.

The attendance book constitutes part of the minutes for each board meeting and shall be retained permanently.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important

corporate records and appropriately preserved permanently.

The meeting minutes of paragraph 1 may produced and distributed in electronic form.

Article 17 Except for matters to be brought up for discussion by the Board of Directors of the Company in Article 12, paragraph 1, when the Board of Directors is not in session, the Board of Directors of the Company may, in accordance with the provisions of the Articles of Incorporation, authorize the chairman of the board to exercise the powers and functions of the Board of Directors, with the following authorization:

- I. Approve all important covenants.
- II. Approve real estate mortgage loans and other loans.
- III. Approve the acquisition and disposition of general property and real estate of the Company.
- IV. Assign directors and supervisors of the investees.
- V. Approve the base date of capital increase or reduction, the base date of cash dividend distribution, the base date of stock allotment or stock subscription, and the change of dividend distribution ratio, etc.

Article 18 These Rules shall of take effect after having been approved by a meeting of the board of directors and shall be reported to the shareholders meeting.

## Appendix VII

### Plotech Technology Co., Ltd. Articles of Incorporation

#### Chapter 1 General Provisions

Article 1 The Company is organized in accordance with the provisions of the Company Act and is named Plotech Technology Co., Ltd.

Article 2 The Company's business activities are as follows:

1. Trading of keyboards, printers and integrated circuits.
2. Trading of agricultural machinery, barcode machines, floppy disk drives and components.
3. Planning and design of automation software and relevant application packages, as well as automation testing software.
4. Import and export of the aforesaid products and software.
5. Agency and sales services to domestic and overseas manufacturers in providing quotations and participating in tenders for the abovementioned products.
6. Design of printed circuit boards and artworks.
7. Metal surface treatment.
8. Manufacturing, processing, trading and hole drilling of printed circuit boards.
9. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Company may invest in other businesses by resolution of the Board of Directors and is not subject to the restriction that the total amount of investment does not exceed 40% of the paid-in capital under Article 13 of the Company Act.

Article 2-2 The Company may provide external warranties for business purposes.

Article 3 The Company has its head office in Taipei City and may establish domestic and foreign branches when necessary by resolution of the Board of Directors.

Article 4 Deleted.

#### Chapter 2 Shares

Article 5 The Company's total capital is set at NT\$3 billion, divided into 300 million shares, with each share valued at NT\$10. The Board of Directors is authorized to issue the unissued shares in installments. A total of NT\$100 million of the preceding capital is reserved for the issuance of employee stock warrants for a total of 10 million shares at NT\$10 per share, and the Board of Directors is authorized to issue them in installments.

Article 6 Deleted.

Article 7 The shares issued by the Company are exempted from the requirement to print share certificates and shall be registered or kept by the centralized securities depository. The shareholders of the Company shall submit their names, domiciles, seal patterns, and uniform numbers to the Company for registration and inspection, as well as any changes thereof, in order to facilitate the Company's verification of the exercise of shareholders' rights and interests or the receipt of dividends. The shareholders of the Company shall follow the "Guidelines for the Handling of Publicly Traded Stock Companies" for the transfer, loss,



inheritance, gift, loss of seal, change or change of address of stock, unless otherwise provided by laws and regulations.

- Article 8 The transfer of shares shall cease within 60 days prior to a shareholders' meeting, within 30 days prior to an extraordinary shareholders' meeting, or within 5 days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.

#### Chapter 3 Shareholders' Meeting

- Article 9 There are two types of shareholders' meetings: regular meetings and extraordinary meetings. Regular meetings are held once a year, within six months after the end of each fiscal year, and are convened by the Board of Directors in accordance with the law and notified to shareholders 30 days in advance; extraordinary meetings are convened in accordance with the law when necessary and notified to shareholders 15 days in advance.

For shareholders holding less than one thousand registered shares, the announcement may be made. The notice and announcement of the shareholders' meeting shall state the reason for the convening; the notice may be given by electronic means with the consent of the opposite party.

- Article 9-1 Meetings of the Company's shareholders may be held by video conference or other means as announced by the MOEA.

- Article 10 If a shareholder is unable to attend a shareholders' meeting for any reason, he/she may appoint a proxy to attend with his/her signature and seal in a power of attorney issued by the Company stating the scope of authorization. A shareholder shall issue a power of attorney to one person, and in the event of duplicate powers of attorney, the first one to be served shall prevail, except for those who declare that they revoke the former power of attorney. If one person is appointed by more than two shareholders at the same time, the voting rights of his proxy shall not exceed 3% of the total number of issued shares, and any voting rights in excess shall not be counted.

- Article 11 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

- Article 12 Resolutions of shareholders' meetings shall be made with the presence of shareholders representing a majority of the total number of issued shares, unless otherwise provided by applicable laws and regulations, and shall be carried out with the consent of a majority of the votes of the shareholders present.

#### Chapter 4 Directors and Audit Committee

- Article 13 The Company has 5 to 7 directors with a three-year term of office, who are nominated by the shareholders' meeting and elected by the shareholders' meeting from among those who have the ability to act, and the one who has the more rights is elected for a three-year term. In accordance with Article 14-2 of the Securities and Exchange Act, the number of directors shall be at least three and not less than one-third of the total number of directors. The professional qualifications, shareholdings, restrictions on concurrent employment,

determination of independence, nomination and selection of independent directors and other matters to be followed shall be in accordance with the relevant regulations of the competent securities authorities.

The audit committee shall be composed of all independent directors, one of whom shall be the convener and at least one of whom shall have accounting or financial expertise. The audit committee shall exercise its authority and comply with other matters in accordance with the applicable laws and regulations or the Company's rules and regulations.

Article 14 Meetings of the Board of Directors shall be organized by the directors, and a chairman shall be elected by and from among the directors with the presence of at least two-thirds of the directors and the approval of a majority of the directors present. The chairman shall represent the company externally.

The Board of Directors determines all business policies and important matters of the Company and may establish various functional committees.

Article 14-1 To convene a meeting of the Board of Directors, the reason shall be stated and the directors shall be notified seven days in advance. A meeting of the Board of Directors may be convened at any time in case of emergency. A meeting of the Board of Directors may be convened in writing, by E-mail or by fax. If a director is unable to attend the meeting of the Board of Directors for any reason, he/she may issue a power of attorney to appoint another director to attend by proxy. A director may accept the appointment to act as the proxy of one other director only.

Article 15 If the chairman of the Board of Directors is on leave of absence or is unable to exercise his or her authority for any reason, his or her proxy shall be governed by Article 208 of the Company Act.

Article 16 The compensation to all directors is authorized to be agreed by the Board of Directors. In addition, all directors may be paid a transportation allowance within the limit of NT\$2,000,000 regardless of business profit or loss, and the amount of the fee paid by each director is authorized to be distributed by the Board of Directors within the limit.

#### Chapter 5 Manager

Article 17 The Company has president, vice president and assistant vice president, who shall be appointed by the chairman of the Board of Directors, to manage all the business of the Company, and whose appointment, retirement and compensation shall be handled in accordance with Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 18 The annual accounts of the Company shall be finalized at the end of December each year. The Board of Directors shall prepare and submit the following statements to the Audit Committee for examination and to the shareholders' meeting for deliberation:

(I) Business report.

(II) Financial statements.

(III) Proposals to distribute surplus or make up for losses.

The distribution of the aforementioned statements may be done by way of public announcement.

Article 19 No less than 1% of annual profits, if any, should be allocated as remuneration to employees and distributed in stocks or cash as resolved by the Board of Directors. Employees from associates that meet certain criteria may be eligible for such remuneration. In addition, no more than 1% of the abovementioned profits may be distributed as remuneration to directors, as resolved by the Board of Directors. However, it is necessary to offset accumulative losses if any.

Article 19-1 Any annual earnings finalized should be used to pay taxes and offset accumulated losses first. This is followed with the appropriation of the remaining 10% as legal reserve. After the recognition or reversal of special earning reserve in adherence to relevant laws and regulations and along with the undistributed earnings from prior years, the Board of Directors proposes the distribution to be resolved by the shareholders' meeting.

The Board of Directors proposes and forward dividend distribution plans to shareholders' meetings each year by taking account the business environment and the Company's growth stage, as well as funding requirements going forward and long-term financial planning. Cash dividends should account for 10%-100% of the total dividends; stock dividends should account for 0%-90% of the total dividends.

#### Chapter 7 Supplementary Provisions

Article 20 All matters not provided for in these Articles of Incorporation shall be governed by the provisions of the Company Act.

Article 21 These Articles of Incorporation were established on November 20, 1997, with the first amendment on July 22, 1998, the second amendment on December 18, 1998, the third amendment on March 15, 1999, the fourth amendment on June 26, 1999, the fifth amendment on June 19, 2000, the sixth amendment on April 27, 2001, the seventh amendment on April 27, 2001, the eighth amendment on June 18, 2002, the ninth amendment on May 18, 2004, the tenth amendment on June 14, 2006, the eleventh amendment on June 15, 2007, the twelfth amendment on June 13, 2008, the thirteenth amendment on June 10, 2009, the fourteenth amendment on June 14, 2010, the fifteenth amendment on June 15, 2012, the sixteenth amendment on June 18, 2014, the seventeenth amendment on June 22, 2016, and the eighteenth amendment on June 15, 2020, and the nineteenth amendment on June 17, 2022.

Plotech Technology Co., Ltd.

Chairman: Lee Chi-Liang

## Appendix VIII

### Plotech Technology Co., Ltd. Rules and Procedures of Shareholders' Meeting

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The shareholders' meeting shall be held at the place where the Company is located or at a place convenient for the shareholders to attend and suitable for the shareholders' meeting. The meeting shall commence at no earlier than 9:00 a.m. or later than 3:00 p.m.
- Article 2-1 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies will be accepted, the place to register for attendance, and other matters for attention.
- The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.
- Shareholders or their proxies (collectively “shareholders”) shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- Article 3 Attending shareholders (or proxies) may hand in a sign-in card in lieu of signing in.
- Article 4 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed, plus the number of shares whose voting rights are exercised by correspondence or electronically. When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by

correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

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

Article 5 If a shareholder is unable to attend a shareholders' meeting for any reason, he or she may appoint a proxy in accordance with Article 177 of the Company Act and the rules on the use of proxies promulgated by the Securities and Futures Commission.

Article 6 When the shareholders' meeting is convened by the Board of Directors, the chairman of the Board of Directors shall be the chair. In the absence of the chairman of the Board of Directors, the chairman of the Board of Directors shall designate one of the directors to act as the chair.

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

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

Article 7 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting, and the personnel handling the shareholders' meeting shall wear identification badges or armbands.

Article 8 The Company shall record or videotape the entire meeting of shareholders and retain it 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 9 The chair shall call the meeting to order at the appointed meeting time when the attending shareholders represent a majority of the total number of issued shares. If the

quorum is not met after the meeting time, the chairman may declare a 30-minute adjournment. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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 shareholders meeting pursuant to Article 174 of the Company Act.

Article 10 If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the Board of Directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. After the meeting is adjourned, the shareholders may not elect another chairman to continue the meeting at the same place or another place; however, if the chairman announces the adjournment of the meeting in violation of the rules of procedure, a majority of the votes of the shareholders present may elect a chair to continue the meeting.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account 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. 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.

Article 12 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.

Article 13 When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

Article 14 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 15 When the chair at a shareholders' meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

Article 16 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

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

Article 17 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

- Article 18 Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
- Article 19 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- Article 20 The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor".
- Article 21 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
- Article 22 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
- Article 23 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.



Article 24 Deleted.

Article 25 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Article 26 Any matters not covered by these Rules shall be handled in accordance with the Company Act, the Company's Articles of Incorporation and other applicable laws and regulations.

## Appendix IX

### Shareholdings of All Directors

I. Type and total number of issued shares: 113,354,005 common shares.

II. The minimum number of shares required for all directors: 8,000,000 shares.

III. Details of shareholdings:

Title	Name	Election date	Shareholdings when elected		As of April 22, 2023	
			Tenure	Number of shares	Number of shares	Shareholding %
Chairman	Lee Chi-Liang	June 17, 2022	3 years	8,671,246	8,671,246	7.65
Directors	Lee Chi-Ming	June 17, 2022	3 years	2,884,248	2,884,248	2.54
Directors	Houng Tsung-I	June 17, 2022	3 years	638,632	638,632	0.56
Directors	Lai Hung-Lin	June 17, 2022	3 years	31,500	31,500	0.03
Independent director	Huang Chun-Yu	June 17, 2022	3 years	345,000	345,000	0.30
Independent director	Kan Ching-Ti	June 17, 2022	3 years	0	0	0
Independent director	Chen Yi-Liang	June 17, 2022	3 years	0	0	0
Total shareholdings of all directors				12,570,626	12,570,626	11.08

Note: No. of shares held by shareholders on the register as of April 22, 2023, the book closure day for the general shareholders' meeting.