

CHENG MEI MATERIALS TECHNOLOGY CORPORATION

2023 Annual General Meeting Meeting Handbook

Time: 9:00 a.m. Tuesday, June 27, 2023

Place: No.12, Zhongxin E. Rd., Xinshi Dist., Tainan City

(Audio Visual Conference Hall at Tree Valley science center)

For the convenience of readers and for information purpose only, the Annual General Meeting Handbook has been translated into English from the original Chinese version. In the event of any discrepancy between the English version and the original Chinese version, the Chinese-language version shall prevail.

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Cheng Mei Materials Technology Corp.
2023 Annual General Meeting Procedures

1. Commencement
2. Chairman's Remark
3. Report Items
4. Ratification Items
5. Extemporary Motions
6. Meeting Adjourned

CHENG MEI MATERIALS TECHNOLOGY CORP.

2023 Annual General Meeting Agenda

Time: 9:00 a.m. Tuesday, June 27, 2023

Place: No.12, Zhongxin E. Rd., Xinshi Dist., Tainan City (Audio Visual Conference Hall at Tree Valley science center)

1. The Chairman Calls the Meeting to order
2. Chairman's Remark
3. Report Items
 - (1) 2022 business report
 - (2) 2022 Audit Committee's Review Report
 - (3) 2022 distributable compensation for employees and directors
 - (4) Cash distribution from capital reserve
4. Ratification Items
 - (1) 2022 Business Report & Financial Statements Report
 - (2) 2022 Earnings Distribution
5. Extemporary Motions
6. Meeting Adjourned

Report Items

Item 1. 2022 business report

Explanatory note: Please refer to Attachment 1

Item 2. 2022 Audit Committee's Review Report

Explanatory note: Please refer to Attachment 2

Item 3. 2022 distributable compensation for employees and directors

Explanatory note:

1. Per the Company's Articles of Incorporation article 25, when the Company allocates the profit of the current year, if any, no less than 2% of the profit shall be set aside as employees' compensation, and no more than 1% of the aforesaid profit as Directors' compensation.
2. Board of Directors resolved to distribute NT\$ 9,538,162 as employees' cash compensation and NT\$4,769,080 as directors' cash compensation of 2022. The actual distributable amount is the same as the above-mentioned amount.
3. The estimated distributable amount of employees' compensation is NT\$ 9,459,173, with a difference of NT\$ 78,989 from the actual distributable amount for 2022; the estimated distributable amount of directors' compensation is NT\$4,729,586, with a difference of NT\$39,494 from the actual distributable amount for 2022. These variances are mainly due to changes in estimates, and the difference will be adjusted in the income statement for the fiscal year 2023.

Item 4. Cash distribution from capital reserve

Explanatory note:

1. Per the Company's Articles of Incorporation article, Board of Directors is authorized to resolve distributing capital surplus of NT\$ 171,864,534 in the excess of the par value of the shares to the register of shareholders on the record date in cash. It is estimated to distribute NT\$0.25493723 per share. (Calculated on the basis of 674,144,510 shares, the number of the company's outstanding shares on Feb 13, 2023, which is the day of Board of Directors' approval.) Cash payment shall be rounded to one NT\$. The amounts less than one NT\$ shall be ignored, and be included in other income of the company.
2. Chairman is authorized to set the record date for the cash distribution.
3. In the event of any change in the number of outstanding shares the distribution ratio must be adjusted. Chairman is authorized to adjust the distribution ratio and to proceed on the relevant matters.

ⓧ Ratification Items

Item 1. 2022 Business Report & Financial Statements Report (Proposed by the Board of Directors)

Explanatory note :

1. The Company's 2022 annual individual and consolidated financial statements, including the Balance Sheet, Comprehensive Income Statement, Statement of Changes in Equity, and Statement of Cash Flows, have been completed and are commissioned to Independent Auditors Wu, Chien-Chih and Liao, A-Shen from Pierce Water Coopers Taiwan to review and to issue relevant Audit Reports.
2. Business Report, Audit Reports issued by Independent Auditors, and the financial statements of the company. Please refer to the Attachment 1 and CMMT's website (www.cmmt.com.tw)
3. Please Ratify

Resolution :

Item 2: 2022 Earnings Distribution (Proposed by the Board of Directors)

Explanatory Note :

1. The net profits in 2022 is NT\$ 462,116,616 and the Board proposes not to issue shareholder dividends.

CHENG MEI MATERIALS TECHNOLOGY CORP. 2022 Earnings Distribution Chart

In New Taiwan Dollars

Items	Amount
The initial unappropriated retained earnings	\$1,536,098,665
Current net profits (EPS0.69/share)	462,116,616
Determination of a 10% mandatory reserve	(46,211,662)
Determination of a special reserve (note)	333,383,852
Current distributable profits	2,285,387,471
Items to be allocated	
Shareholders' cash dividend	0
The end unappropriated retained earnings	\$ 2,285,387,471

Note: The accumulated balances of the "Exchange Differences on Translation of Foreign Financial Statements" and "Unrealized Gain or Loss on Available-for-sale Financial Assets" have booked the reduction of shareholders' rights and determined a special reserve of NTD333,383,852.

Chairman : Jau-Yang Ho

President : Wei-Chung Lian

Accounting Officer : Pei-Ming Huang

2. Please ratify.

Resolution :

ⓧ Extemporary Motions

ⓧ Meeting Adjourned

【 2022 Business Report 】

Dear Shareholders,

The panel industry experienced a severe recession in the second half of the year 2022 due to unfavorable factors such as high inflation and regional conflicts. Overstocking in the industry supply chain and a sharp decline in end demand caused a significant decline in operations in the second half of the year. Thanks to the high value strategies and cost optimization, the Company was able to maintain operating profit throughout the year. Following the 2022 syndicated loan and the HMO equity transaction, the Company's liquidity and financial structure had improved significantly, which helped the Company pull through the challenges in the industry in the second half of the year and enhanced the high value strategies, continue to seek new growth momentum in operations, and create a more diverse and competitive product portfolio.

I. 2022 Operational Results

(I) Implementation Results of Operational Plans

In 2022, CMMT implemented the business strategies of "strengthening the introduction of new clients", "adjusting the product structure", and "orientation to high value". The results of the implementation of CMMT's business policies in 2022 were as follows:

I. Strengthening the introduction of new clients and adjusting the product structure

Implementation results: The percentage of customers from Mainland China was approximately 30% in 2022, which increased from 2021, and the number of mainland Chinese customers also continued to increase. In addition to old products, the Company has been increasingly promoting new products and applications to existing customers. The proportion of TV has been reduced to 40%, presenting is a more suitable product mix for CMMT.

II Value over quantity

Implementation results: High-value products grew from 4% in 2021 to 7% in 2022. The high-value strategy is beginning to see results. In addition to the existing automotive and OLED factory control products, value-added products now include AR/VR/privacy solutions and other new products. CMMT will also continue to strengthen its technical capabilities and develop niche products to create uniqueness and irreplaceability.

(II) Financial Income and Expenses and Profitability Analysis

Unit: NT\$ thousand; %

Item	2022	2021	Change rate of increase (decrease) (%)
Operating income	9,499,682	11,134,393	(14.68)
Operating profit (loss)	777,100	908,766	(14.49)
Operating income (loss)	16,032	197,783	(91.89)
Net income (loss) for the year	462,118	763,192	(39.45)
Gross margin	8.18	8.16	0.25
Operating income (loss) percentage	0.17	1.78	(90.45)

Unit: NT\$; %

Item		2022	2021
Financial Structure Analysis	Debt to assets ratio (%)	27.18	33.48
	Long-term capital to property, plant and equipment ratio (%)	311.25	275.05
Debt Structure Analysis	Return on assets (%)	3.48	5.43
	Return on equity (%)	4.31	7.60
Profitability Analysis	Ratio of net income (loss) before tax to paid-in capital (%)	6.85	12.30
	Net profit (loss) margin (%)	4.86	6.85
	Earnings (loss) per share	0.69	1.15

II. Future Business Layout

(I) Management Policy and Production and Sales Plan

With the continuous development of polarizers high generation wide format production capacity, supply and demand of polarizers will be reversed, coupled with the global economic downturn and weak demand, the polarizer business is facing oversupply, and the competition in the polarizer market is getting fiercer. Continuing the medium-term operation plan of "value over quantity" in 2022, CMMT will continue to strengthen its high-value strategies and develop the optical film market towards emerging needs and existing technologies to explore new growth drivers other than polarizer products.

In customer and supplier relationships, the Company will continue to move forward in the direction of strategic partnerships, and introduce the concept of "ecosystem", replacing completely independent business conduct with cooperative development and co-prosperity to create an ecosystem of maximized profits. Therefore, CMMT will handle new products, new customers, new fields, new applications and new materials with the most positive attitude to create growth momentum.

As the challenges in the industry continue from the second half of 2022 into 2023, CMMT will enhance liquidity, operate in a stable manner, strengthen its development in automation, and introduce a circular economy to cope with the gradually rising operating costs and raw material costs due to inflation.

(II) External Market Competition, Regulations and Overall Economy

During 2021 and the first half of 2022, the polarizer market was in short supply, but in the second half of 2022, there was a significant shift. As China's high generation wide-format production lines are opening up for new capacity as scheduled, the market has turned to be in excess of demand, resulting in a decline in activation and heavy pressure on the unit sales price. With the new production capacity of panel manufacturers slowing down and the new production capacity of polarizers continuing to be developed, the polarizer market is once again entering an era of high competition.

Looking ahead to 2023 and the continuation of the highly volatile environment in 2022, with geopolitics, inflation and exchange rates still highly volatile, CMMT will tackle new challenges with the principles of "proactive strategies" and "stable operations".

(III) Environmental, Social, and Governance (ESG)

CMMT launched three phases of solar power generation in 2022, which began supplying power in Q3 2022, and completed the installation of an energy storage system, which was connected to the grid in February 2023, in response to the government's initiative to increase the proportion of solar power generated and stabilize the power grid.

In terms of water resources, with the installation of a water recycling system at the end of 2021, CMMT's water consumption and wastewater discharge in 2022 was reduced by nearly 30%. In 2023, CMMT will continue to optimize the treatment efficiency of the water recycling system to optimize water consumption and wastewater discharge. In addition, CMMT will continue the recycling and reduction processes of production materials, so that resources can be recycled and greenhouse gas emissions can be reduced.

To promote digital education, CMMT donated tablet computers for local elementary schools and digital education centers in 2022, and held the "CMMT Dreamer Campus Competition" in 2022 to enhance industry-academia cooperation and deepen students' connection to academic and industrial practices through the competition. In support of the government's efforts to fight the pandemic, CMMT donated 1,000 rapid test kits and 300 pandemic prevention kits to the Tainan City Government Bureau of Social Affairs for public welfare distribution.

In December 2022, CMMT established a Sustainability Committee, a formal establishment to be responsible for corporate and environmental sustainability planning and implementation.

Chairman: Jau-Yang Ho

President: Wei-Chung Lian

Accounting Officer : Pei-Ming Huang

Cheng Mei Materials Technology Corporation Audit Committee's Review Report

The Board of Directors has made and submitted the Company's 2022 financial statement, the business report, and the plan of earning distribution chart to us. The Audit Committee found no discrepancy between the reported documents and facts after verifying. The Audit Committee hereby produced and sent forth the report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To: Cheng Mei Materials Technology Corp. 2023 Annual General Meeting

Chairman of Audit Committee: Wei-Ting Liu

Feb 13, 2023

**ARTICLES OF INCORPORATION
OF
CHENG MEI MATERIALS TECHNOLOGY CORP.
(TRANSLATION)**

SECTION I GENERAL PROVISIONS

Article 1 The Company shall be incorporated as a company limited by shares under the Company Act and its name shall be “Cheng Mei Materials Technology Corp.”

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

1. CC01080 Electronic Parts and Components Manufacturing
2. CE01030 Photographic and Optical Equipment Manufacturing
3. C801990 Other Chemical Materials Manufacturing
4. F113030 Wholesale of Precision Instruments
5. F119010 Wholesale of Electronic Materials
6. F219010 Retail Sale of Electronic Materials
7. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The total amount of the Company’s reinvestment shall not be subject to the restriction of not exceeding 40% of its paid-in capital, and the Company may act as a guarantor.

Article 4 The Company shall have its head-office in Tainan City, if necessary, may set up branches in and out of this country upon a resolution of its Board of Directors.

SECTION II SHARES

Article 5 The total capital amount of the Company shall be twelve billion New Taiwan Dollars (NT\$12,000,000,000), divided into one thousand two hundred million (1,200,000,000) shares, at a par value of ten New Taiwan Dollars (NT\$10) per share, and may be paid-up in installments. The issuing price per share is authorized to the board of the directors pursuant to the Company Act and Securities Laws. Within the amount of registered capital, the company reserves 360,000,000 shares for the purpose of issuing certificate of stock option for employees and convertible bond.

Article 6 The share certificate of the Company shall all be name-bearing share certificates and shall be affixed with the seals or by signature of representing director of the Company, and issued after being duly authenticated by a regulated underwriter Pursuant to the law.

Article 6-1 When issuing new shares, the Company may print a master share certificate representing the total number of shares of such issuance. The Company may issue shares without printing share certificate(s) in accordance with the Company Act, but shall have the shares registered with the Taiwan Depository & Clearing Corporation.

Article 7 The shareholder services of the Company shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by competent authority.

SECTION III SHAREHOLDERS' MEETING

Article 8 There are annual general meeting of shareholders and extraordinary shareholders' meetings. The annual general meeting of shareholders shall be convened once a year within six months after the end of each fiscal year. Extraordinary shareholders' meetings may be convened at any time as needed. The Company shall send a meeting notice, specifying the reason for convening such a meeting, to each shareholder at least 30 days before an annual general meeting of shareholders and at least 15 days before an extraordinary shareholders' meeting.

The Company may convene shareholders' meeting by video conference or in other methods as announced by the central competent authority. When a shareholders' meeting is convened by video conference, shareholders who participate in the meeting by video conference are deemed to be present in person.

The operating procedures and other matters to be complied with in the preceding paragraph shall be handled in accordance with the Company Act and the relevant regulations of the competent securities authority.

Article 9 Shareholders' meeting shall be convened by the Board of Directors and, be presided over by the Chairman of the Board of Directors; in case the Chairman of the Board of Directors is unable to perform his functions, the Chairman of the Board of Directors shall designate a director to act as the chairman; if no such designation, the directors shall elect one from among themselves.

For the Shareholders' meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 10 Unless otherwise provided under Article 179 of the Company Act which sets forth the situation where the shareholder has no voting rights, a shareholder of the Company shall have one vote for each share held by him/her/it.

Article 11 In case a shareholder is unable to attend a shareholders' meeting in

person, such shareholder may issue proxy in the form printed by the Company, setting forth the scope of authorization for the representative to be present on his/her/its behalf in accordance with Article 177 of the Company Act, or vote in writing or via an electronic voting system in accordance with Article 177-1 of the Company Act.

Article 12 Unless otherwise provided in the Company Act, a resolution shall be made at the meeting attended by shareholders holding and representing majority of the total number of issued and outstanding shares and at which meeting a majority of the shareholders shall vote in favor of the resolution.

Article 13 In case the corporate shareholder is the sole shareholder of the Company, the power of the Shareholders' meeting shall be performed by the Board of Directors and shall not subject to the relevant rules of the Shareholders' meeting under this Articles of Incorporation.

Article 14 The resolutions of the shareholders' meeting shall be recorded in the minutes, and shall be made in accordance with Article 183 of the Company Act.

Article 14-1 The termination of the Company's being a public company is subject to the shareholders' approval. For so long as the shares are traded on the Emerging Stock Market or listed on the Taipei Exchange or the Taiwan Stock Exchange in Taiwan, this article shall not be amended.

SECTION IV DIRECTORS AND THE AUDIT COMMITTEES

Article 15 The Company shall have five (5) to nine (9) directors to be elected at a shareholders' meeting through candidates nominating system from the nominees listed to serve a term of three years. A director may be re-elected. The number of Directors is determined by the Board of Directors.

Article 15-1 The aforesaid Board of Directors must have at least three (3) or one-fifth (1/5) of all directors, whichever is higher, independent directors in accordance with relevant rules of the Securities and Exchange Act. Directors shall be elected by cumulative voting system as specified in Article 198 of the Company Act. The election of independent directors and non-independent directors shall be held together; provided, however, the number of independent directors and non-independent directors elected shall be calculated separately. Those candidates receiving more voting rights shall be elected as Directors. The methods of nomination and election and other related matters shall be subject to the applicable laws.

The minimum number of total shares to be owned by the directors of the Company shall be in compliance with the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies as promulgated by the Financial Supervisory Commission.

- Article 15-2 The Company shall set forth the Audit Committee, which comprises of all the independent directors, in accordance with the Securities and Exchange Act. One of independent directors shall be convener, and at least one of whom shall have accounting or financial expertise. The resolution of the Audit Committee shall be made at the meeting in which a majority of the independent directors shall vote in favor of the resolution. The Audit Committee must comply with regulations in exercising its functions. The Audit Committee's incorporation is decided by the board of directors.
- Article 15-3 After the establishment of the Audit Committee, the Audit Committee shall be responsible for performing the power of supervisors as provided in the Company Act, the Securities and Exchange Act, the Articles of Incorporation and the internal rules of the Company and the relevant laws and regulations.
- Article 15-4 The Company is allowed to set forth Remuneration Committee or other functional committee if required.
- Article 16 The board of directors shall convene an Annual General Meeting pursuant to the Company Act in order to elect directors for the next term in the end year of tenure of the board.
- Article 16-1 When the number of vacancies in the Board of Directors equals to or exceed one third (1/3) of the total number of directors, the Board of Directors shall hold, within sixty (60) days, an extraordinary shareholders' meeting to elect succeeding directors to fill the vacancies, whose term of office are limited to fulfill the remaining term of the predecessors.
- Article 16-2 Regardless whether the Company makes profits or suffers loss, the Company may pay the directors the remunerations for their performance their duties. The Board of Directors is authorized to determine such remunerations based on the extent of involvements of the Company's operation and the value of the contribution of the directors and the normal rate adopted by other companies in the same industry., but shall subject to the top level of salary stipulated in the Company's salary determination rule.
- Article 17 The Board of Directors is organized by directors. The Chairman of the Board of Directors shall be elected from among the directors by majority of directors present at a meeting attended by more than two thirds of directors. The Chairman shall externally represent the Company and internally perform all his/her duties in accordance with laws and regulations, the Articles of Incorporation, resolutions adopted at meetings of Shareholders and the Board of Directors. In case the Chairman of the Board of Directors is on leave or unable to perform his duties for cause, unable to exercise his powers for some reasons, a director shall be assigned by the chairman to exercise the chairman's function.

- Article 17-1 The meeting of the Board of Directors shall be held at least once every quarter. In convening a meeting of the Board of Directors, a notice indicated the purpose(s) for convening the meeting shall be given to each director no later than 7 days prior to the scheduled meeting date in writing or via e-mail or fax. However, in the case of urgency, the meeting may be convened at any time.
- Article 18 Operational policy of the Company and any other material subject matters should be determined by the Board of Directors. Except for the first meeting of the Board of Directors of every new term, which shall be convened pursuant to the Company Act, all other meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors, and shall be presided over by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is on leave or unable to perform his duties for cause. The Chairman of the Board shall designate a director to act as the chairman; if no such designation, the directors shall elect one from among themselves. Director shall be appointed to act as the host of the boarding meeting by the chairman. If the chairman did not make the appointment, the directors can elect one host by voting.
- Article 19 Unless otherwise provided for by the Company Act, a resolution of the Board of Directors shall be adopted by the consent of a majority of the directors present in a meeting attended by the majority of the total directors. Directors shall attend meetings of the Board of Directors in person. If a director is unavailable to attend a meeting in person, the director may issue a proxy specifying the scope of the authorized powers to authorize another director to attend the meeting on the director's behalf, provided that a director may represent only one other director at a meeting.
- Article 20 The resolutions of the meetings of the Board of Directors shall be recorded in the minutes, and such minutes shall be signed by or sealed with the stamp of the chairman of the meeting and delivered to all directors within twenty (20) days after the meeting. The minutes shall record a summary of the essential points of the proceedings, the method of adopting resolutions and the results of the meeting. The minutes, together with the attendance list and proxy, shall be filed and kept at the Company.
- Article 21 (Deleted)
- Article 21-1 The Company may purchase D&O liability insurance to cover the directors and managers for the liabilities they shall be responsible while performing their duties.

SECTION V MANAGERS

Article 22 The Company may have managers whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

SECTION VI ACCOUNTING

Article 23 The fiscal year of the Company is from January 1 of each year to December 31 of the same year.

Article 24 After the close of each fiscal year, the Board of Directors shall prepare the following documents submit to the general shareholders' meeting for acceptance: (1) the business report, (2) the financial statement and (3) the surplus earning distribution or loss off-setting proposals.

Article 25 The Company's earnings distribution or deficit compensation may be conducted after the end of each fiscal half year. If there is a surplus after account settlement at the end of each fiscal half year, the Company shall estimate and reserve an amount for paying applicable taxes and covering loss carried forward, followed by the allocation of 10% of the remainder as legal reserve, unless the legal reserve has reached the Company's paid-in capital amount; then, the Company shall set aside an amount for or reversing a special reserve in accordance with laws and regulations and the regulations of the competent authority. Any remaining profit, together with any undistributed retained earnings, shall be adopted by the Company's Board of Directors as the basis for making an earnings distribution proposal, which shall then be resolved as per law before distribution.

When all or part of the dividends and bonuses to be distributed is distributed by issuing new shares, a resolution shall be adopted by the shareholders' meeting. When the distribution is made in cash, a resolution shall be adopted by more than half of the directors present at a board meeting attended by more than two-thirds of all directors and then reported to the shareholders' meeting.

The Company shall distribute dividends and bonuses at a percentage not higher than 80% of the distributable earnings during the distribution period, and the percentage of cash dividends to be distributed shall not be lower than 10% of the total distributable dividends during the distribution period. However, if the distributable earnings are less than 50% of the paid-in capital, cash dividends may not be distributed.

Before the Company distributes the earnings, it shall set aside no more than 1% of the balance for the distribution period as directors' remuneration and no less than 2% as employee remuneration; however, if the Company still has a cumulative deficit, it shall reserve an amount in advance to compensate the deficit.

The distribution of the remuneration to employees and directors shall be carried out after a resolution is adopted by more than half of the directors present at a board meeting attended by more than two-thirds of all directors and reported to the shareholders' meeting.

Employee remuneration may be distributed in the form of stock or cash, and the recipients may include employees of the controlling company or subsidiaries who met certain criteria. The specific measures shall be determined by the board of directors as authorized.

Article 25-1 When the Company suffers no loss, it may allocate all or part of the legal reserve, which exceeds 25% of the paid-in capital in compliance with Article 241 of the Company Act, to issue new shares or pay out cash in proportion to the shareholders' shareholdings. In the case of issuing new shares, a resolution shall be adopted by the shareholders' meeting; in the case of payout of cash, a resolution shall be adopted by more than half of the directors present at a board meeting attended by more than two-thirds of all directors and reported to the shareholders' meeting.

Article 25-2 The employees referred herein includes the employees of the company's subsidiary when The Company buy back its shares and transferring to its employees, issuing stock option for employees and issuance of new shares.

The conditions and methods of allocations are authorized to the board of directors or the designated personnel.

SECTION VII SUPPLEMENTARY PROVISIONS

Article 26 The internal organization of the Company and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 27 In regard to all matters not provided for in these Articles of Incorporation, the Company Act or other laws and regulations shall govern.

Article 28 These Article of Incorporation were enacted on May 9, 2005 and amended on Oct. 17, 2005 for the first time, on May 30, 2006 for the second time, on Oct. 20, 2006 for the third time, on Sep. 27, 2007 for the fourth time, on Mar. 26, 2008 for the fifth time, on Oct. 16, 2009 for the sixth time, on June 9, 2010 for the seventh time, on Oct. 8, 2010 for the eighth time, on Aug. 10, 2011 for the ninth time, on June 28, 2012 for the tenth time, on June 27, 2013 for the eleventh time, on June 6, 2014 for the twelfth time, on June 9, 2015 for the thirteenth time, on June 20, 2016 for the fourteenth time, on Feb. 8, 2017 for the fifteenth time, on June 22, 2018 for the sixteen time, on June 28, 2019 for the seventeen time, on April 30, 2021 for the eighteenth time, and on June 27, 2022 for the nineteenth time.

Rules and Procedures of Shareholders' Meeting

- I. The Share holders' Meeting of the Company should be subject to the rules stipulated hereby.
- II. Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the corporation, and such website shall be indicated in the above notice.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting. A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda, provided a shareholder proposal for urging the corporation to promote public interests or fulfill its social responsibilities may still be included in the agenda by the board of directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

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

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal. Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

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

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

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

- IV. The Company should apprise the shareholders of the time, venue, and other things that should be taken note of in the meeting notice.

The attending shareholders should be present at the venue at least 30 minutes for registration before the meeting begins. The venue for registration should be clearly marked and equipped with plenty of staff.

The venue of the Shareholders' Meeting should be in the Company or places with good transportation for shareholders to attend the meeting. The venue of the meeting should be appropriate for the convening of such meeting. The meeting should not start earlier than 9 AM or later than 3 PM.

The shareholder or the shareholder's appointed proxy (hereinafter referred to as the shareholder) should carry an invitation, signature card, or other certificates guaranteeing the holder's attendance. The Company should not arbitrarily ask the Shareholder to produce certificates of attendance other than the one that is stipulated beforehand. Solicitors seeking POA should carry with them documents that can prove their identity for verification.

The Company should have an attendance book in place for shareholders to sign in person; attended shareholders can hand in a card with their names on it for the same purpose.

- V. Shareholders' Meetings convened by the Board should be presided over by the director of the Board. If the director of the Board is absent or unable to serve as the chairman, the director of the Board should appoint one person in the Board to be his/her proxy. In case the director of the Board fails to make such appointment, the Board should elect one proxy to be the chairman of the meeting.

Shareholders' Meetings convened by a person with the right to convene Shareholders' Meetings should be presided over by that person. Should there be two or more people with the right to convene the Shareholders' Meeting, they should elect one among them to serve as the chairman of the meeting.

Should the mantle of chairman of the Shareholders' Meeting is to be taken by the managing director of the Board or the proxy of the director of the Board, the aforesaid chairman should be in office for at least six months and have a clear understanding of the Company's financial status. The same criterion applies to situations where the chairman is played by the proxy of the director of an entity.

- VI. The Company can appoint its own attorneys, accountants, or other relevant staff to attend the Shareholders' Meeting.

The staff of the Shareholders' Meeting should wear identification cards.

- VII. The attendance and voting taking place in the Shareholders' Meeting should be calculated on the base of the number of shares the shareholder possesses. Shares represented by a shareholder will be decided according to the attendance book or the signature card the shareholder hands in, along with the number of shares granting the right to vote in written or electronic forms.

The chairman should announce the commencement of the meeting at the scheduled time; however, if the present shareholders altogether does not constitute half of the total number of the Company's issued stocks, the chairman may postpone the meeting. The number of postponement should be no more than two times and the total time of postponement should be less than an hour. If, after two postponements, the total shareholders present still does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more of the total number of the Company's issued shares. A notice of such tentative resolution should be distributed to all shareholders in accordance with Paragraph 1 of Article 175 of the Company Act. The Shareholders' Meeting should be reconvened within a month.

If the number of present shareholders constituting half of the total number of the Company's issued stocks is reached before the meeting is over, the chairman may deem such situation as a tentative resolution and proffer it for the meeting to vote in accordance with Article 174 of the Company Act.

- VIII. The agenda of the Shareholder's Meeting convened by the Board should also be stipulated by the Board. The meeting should follow the agenda and should not be changed without the resolution of the Board.

The provision of preceding article should apply when the Shareholders' Meeting is convened by people with the right to convene such meetings other than the Board.

The chairman of the Shareholders' Meeting should not dismiss the meeting before the previous two types of agenda (including AOB) are completed with a resolution being made. In the case when the chairman dismisses the meeting against the rules on the meeting, the members of the Board should follow the protocol and promptly assist the shareholders to elect one person with the approval of more than half of the present shareholders to be the new chairman and continue the meeting.

- IX. Before making a speech, the present shareholder should write down the gist of the speech, the shareholder's number (or the number of the attendance certificate) and the account name on a slip of paper. The chairman will decide the order of speech.

If the present shareholder hands in the paper slip but does not actually make the speech, it is construed that the shareholder does not make that speech at all. If there are discrepancies between the content on the paper slip and the shareholder's actual speech, the latter should prevail.

Unless approved by the chairman, shareholders should not interfere when another fellow shareholder is speaking. The chairman is entitled to stop the interfering shareholder.

- X. A shareholder is allowed to make a speech once for each motion unless approved by the chairman. Each speech should not exceed five minutes.
The chairman is entitled to stop the shareholder's speech when the shareholder violates the preceding provision or when the speech digresses from the motion.
- XI. When the shareholder's identity is the government or an entity, the shareholder can assign more than one representative to the Shareholders' Meeting. When an entity is authorized to attend the meeting, the quorum is limited to one person only.
When an entity shareholder appoints more than two representatives to attend the meeting, only one of them is entitled to make a speech on each motion.
- XII. The chairman should reply in person or appoint relevant personnel to do so after a shareholder finishes his/her speech.
- XIII. The chairman is entitled to determine whether the discussion of a certain motion is adequate and is ready for voting. The chairman can announce termination to the discussion and begin voting procedure.
- XIV. The personnel in charge of the supervising and vote count of the voting of the motion should be appointed by the chairman. The supervising personnel should possess the identity of a shareholder. The voting of the Shareholders' Meeting or the vote count process of the elected motion should be carried out in public places of the venue. Vote count results should be publicly announced on site.
- XV. The chairman is entitled to announce recesses during the meeting.
- XVI. Regarding the voting of a motion, unless stipulated elsewhere in the Company Act and the Corporate Charter, the motion has to obtain approval from more than half of the present shareholders to pass. A motion is deemed passed after the chairman enquires the present shareholders and gets no objection. The validity of the process is equivalent to voting.
Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.
A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.
If elections for directors (including independent directors) are held in the Shareholders' Meeting, they should be subject to the terms and provisions of the Company's regulations on the election for director. The results of the elections should be announced on site along the name of the elected directors (including independent directors) and their vote counts.
- XVII. When there is an amendment or substitute to the same motion, the chairman is entitled to integrate the amendment or substitute with the original motion and determines the voting order. When one of the motion passes the vote, the other motions are automatically rendered rejected and no further votes should be held on them.

- XVIII. The Company should hand to the present shareholders the pamphlet of the meeting, the annual statements, the attendance certificate, the voting slips along with other data related to the meeting; ballots should be attached if there are elections for directors (including independent directors). The Company should record the process of the meeting including the registration, the meeting itself, the voting and vote count process in a nonstop manner; the recording should contain both video and audio.
- The aforesaid recording should be kept for at least one year. The recording should be kept until the end of litigation filed by a shareholder according to Article 189 of the Company Act.
- XIX. The chairman is entitled to call for disciplinary personnel or securities to maintain the order of the venue. Disciplinary personnel or securities should wear recognizable identifications when performing their duties of maintaining onsite order.
- If a shareholder violates the rules on the meeting or impedes the process of the meeting and refuses to obey the chairman's warnings. The chairman is entitled to call for disciplinary personnel or securities to escort the shareholder out of the venue.
- XX. Unless otherwise stipulated in the Company Act and the Corporate Chapter, matters that are not covered by the *Rules on the Shareholders' Meeting* should be subject to the chairman's ruling. A shareholder should find an applicable and legal mean to express his/her/its discontent about this and should not interfere the process of the meeting deliberately.
- XXI. The *Rules on the Shareholders' Meeting* has been ratified, implemented, and amended with the Board's resolution.
- XXII. The procedure was stipulated on June 24, 2008. The 1st amendment was on October 16, 2009, the 2nd amendment was on June 27, 2013, the 3rd amendment was June 9, 2015, and the 4th amendment was April 30, 2021.

Cheng Mei Materials Technology Corp. Shareholdings of All Directors

I. As of the end date (April 29, 2023) of transfer of this Shareholders' Meeting, the Company's paid-in capital is NT\$5,728,817,800 and the number of shares issued is 572,881,780. According to Article 26 of the Securities and Exchange Act, the minimum number of shares to be held by all directors should be 18,332,216 shares.

II. As of the end date (April 29, 2023) of transfer of this Shareholders' Meeting, the shareholding status of all of the Company's directors is as follows:

Title	Account name	Number of shares	Shareholding ration %
Chairman	Jau-Yang Ho	4,134,498	0.72%
Institutional director	Representative of Abraham Investment Co., Ltd	892,280	0.16%
Institutional director	Ever Fortunes International Investment Co., Ltd	870,000	0.15%
Institutional director	Four Season's Logistics Services Intl Corp.	9,691,863	1.69%
Institutional director	Yen Wen Asset Management Consultant Co., Ltd.	220,945	0.04%
Independent director	Wei-Ting Liu	0	0.00%
Independent director	Juu-En Chang	0	0.00%
Independent director	Yi-Zhang Lin	0	0.00%
total		15,809,586	2.76%

Note:

1. As stipulated in Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, "the shareholdings of independent directors elected by a public company shall not be counted in the total referred to in the preceding paragraph; if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent."

2. The Company has an Audit Committee in place; therefore the rules regarding shares owned by a supervisor are not applicable.

Other Explanation Information

1. Impact of Issuance of Stock Dividends on Business Performance, Earnings per Shares, and Return of Equity: The Company has no plan for the free allotment of shares for this fiscal year. This item does not apply
2. Information on remuneration of employees and directors: Please refer to Report Item 3.