

CHENG MEI MATERIALS TECHNOLOGY CORPORATION

2024 Annual General Meeting Meeting Handbook

Time: 9:00 a.m. Friday, June 7, 2024

**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.

Table of Contents

<u>Item</u>	<u>Page</u>
Meeting Procedures	2
Meeting Agenda	3
Report Items	4
Ratification Items	5
Discussion Items	6
Election Items	6
Other Items	8
Extemporaneous Motions	9
Meeting Adjourned	9
<u>Attachment</u>	
1. 2023 business report	10
2. 2023 Audit Committee's Review Report	13
3. Comparison Table for Procedures for Ethical Management and Guidelines for Conduct	14
4. Report on Remuneration to directors	15
5. Comparison Table for Articles of Incorporation	17
6. Comparison Table for Rules and Procedures of Shareholders' Meeting	19
7. Independent Auditors' Report and 2023 Consolidated Financial Statements (Please refer to www.cmmt.com.tw)	
<u>Appendix</u>	
1. Articles of Incorporation	32
2. Rules and Procedures of Shareholders' Meeting	39
3. Electoral Method for Director	44
4. Shareholdings of All Directors	46
5. Other Explanation Information	47

CHENG MEI MATERIALS TECHNOLOGY CORP.

2024 Annual General Meeting Procedures

1. Commencement
2. Chairman's Remark
3. Report Items
4. Ratification Items
5. Discussion Items
6. Election Items
7. Other Items
8. Extemporary Motions
9. Meeting Adjourned

CHENG MEI MATERIALS TECHNOLOGY CORP.

2024 Annual General Meeting Agenda

Time: 9:00 AM, Friday, June 7, 2024

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) 2023 business report
 - (2) 2023 Audit Committee's Review Report
 - (3) Report on Acquisition of securities from related party of the Company
 - (4) Report on Procedures for Ethical Management and Guidelines for Conduct amendment
 - (5) Report on Remuneration to directors
4. Ratification Items
 - (1) Acknowledgment of the 2023 Business Report & Financial Statements Report
 - (2) Acknowledgment of 2023 Appropriation of Profit & Loss
5. Discussion Items
 - (1) Amendment to the Company's Articles of Incorporation
 - (2) Amendment to Rules and Procedures of shareholders' meeting
6. Election matters
 - (1) Election of new Directors (including independent directors) across the board
7. Other Items
 - (1).Removal of the non-compete clause for directors (including independent directors)
8. Extemporary Motions
9. Meeting Adjourned

Report Items

Item 1. 2023 business report

Explanatory note: Please refer to Attachment 1.

Item 2. 2023 Audit Committee's Review Report

Explanatory note: Please refer to Attachment 2.

Item 3. Report on Acquisition of securities from related party of the Company

Explanatory note:

1. On Jan 29, 2024, the 34th meeting of the 8th term of Board of Directors Meeting of the Company approved the motion of an investment of NTD 308,827,710 to acquire 10,295,757 common shares of Opals Chemical Technology Co., Ltd. from a related party, Advanced Echem Materials Company Limited, representing approximately 33.7% equity of Opals Chemical Technology Co., Ltd. The company had announced the acquisition of securities from the related party in accordance with relevant regulations on Market Observation Post System on the same day.
2. The transaction was completed on March 1, 2024, and the Company obtained 2 board of director members at the 2024 EGM of Opals Chemical Technology Co., Ltd on March 22nd, 2024.
3. The above information is hereby reported to the shareholders' meeting.

Item 4. Report on Procedures for Ethical Management and Guidelines for Conduct amendment

Explanatory note: Please refer to the Attachment 3 for Comparison Table for Procedures for Ethical Management and Guidelines for Conduct.

Item 5. Report on Remuneration to directors

Explanatory note: The remuneration to directors of the Company is in accordance with the Company's Articles of Incorporation. Please refer to the Attachment 4.

Ratification Items

Item 1. 2023 Business Report & Financial Statements Report (Proposed by the Board of Directors)

Explanatory note :

1. The Company's 2023 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: 2023 Appropriation of Profit & Loss (Proposed by the Board of Directors)

Explanatory Note :

1. The net Loss in 2023 is NT\$ 580,956,620 and the Board proposes not to issue shareholder dividends.

CHENG MEI MATERIALS TECHNOLOGY CORP. 2023 Appropriation of Profit & Loss Chart

In New Taiwan Dollars

Items	Amount
The initial unappropriated retained earnings	\$2,285,387,471
Current net profits (EPS-0.99/share)	(580,956,620)
Determination of a 10% mandatory reserve	0
Determination of a special reserve (note)	(44,279,213)
Current distributable profits	1,660,151,638
Items to be allocated	
Shareholders' cash dividend	0
The end unappropriated retained earnings	\$ 1,660,151,638

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 NT\$ 44,279,213.

Chairman : Jau-Yang Ho

President : Wei-Chung Lian

Accounting Officer : Pei-Ming Huang

2. Please ratify.

Resolution :

Discussion Items

Item 1. Amendment to the Company's Articles of Incorporation

Explanatory Note :

1. In accordance with legal amendments and operation demands, it is proposed to amend Article 15, 15-1, and 28 of the Company's Articles of Incorporation.
2. Please refer to attachment 6 for Comparison Table for Articles of Incorporation.
3. Submitted for discussion.

Resolution:

Item 2. Amendment to Rules and Procedures of shareholders' meeting

Explanatory Note :

1. In accordance with legal amendments and operation demands, it is proposed to amend Article 2 to 4, 6, 7, 10, 13,16,18,20 to 22, and add 23 to 26 of the Rules and Procedures of shareholders' meeting.
2. Please refer to attachment 7 for Comparison Table for Rules and Procedures of shareholders' meeting.
3. Submitted for discussion.

Resolution:

Election Items

Item 1: Election of new Directors (including independent directors) across the board

1. Pursuant to the Article 15 and the Article 15-1 of the Articles of Incorporation. The Company shall have five (5) to nine (9) directors to be elected at the shareholders meeting through candidates nominating system from the nominees listed to serve a term of three years.
2. The current term of the 8th Board of Directors (including independent directors) of the Company will end on April 29th, 2024. Therefore, it is proposed to conduct a comprehensive election of directors (including independent directors) at this Annual General Meeting.
3. The election will be proposed to nominated through a nomination process. 9 directors including 3 independent directors will be elected in this shareholders' Meeting.
4. The term of the new board of directors will be 3 years, started from June 7, 2024 to June 6, 2027. The term of the current board of directors will be ended when the new board of directors are elected at the Annual General Meeting.

The election is conducted in accordance with the Company's Electoral Method for Director

5. The nominated candidates are as followed:

Type	Name of the nominee	Education	Experiences	Current Occupation	Reasons for nominating an INED for 3 consecutive terms	Shareholding (Note)
Director	Wei-Chung Lian	Bachelor of Business Administration, National Central University	1. Executive Vice President, CMMT 2. CFO, ELTA Technology 3. Vice President of Finance, TPV Technology Group 4. Vice President, Cheng Uei Precision Industry Co., Ltd.	1. Acting President, CMMT 2. Supervisor, Ningbo CMMT 3. Representative of Juristic person Director, Opals Chemical Technology Co., Ltd.	N/A	2,174,500 shares
Director	Yen-Yi Sung	Bachelor of Journalism, Department of Mass Communication, Fu Jen Catholic University	Chairman, Abraham Investment Co.	1. COO, CMMT 2. Representative of juristic-person Director, CMMT	N/A	235,493 shares
Director	Buena Venture Management Corp. Representative : Jason C Kan	(1) Bachelor of Laws, National Taiwan University (2)MBA, University of California, Irvine	Assistant President, Concord Financial Co., Ltd	1. Chairman, Buena Venture Management Corp. 2. Representative of juristic-person Director, CMMT	N/A	801,000 shares
Director	Four Season's Logistics Services Intl Corp. Representative : Hui-Yu Lin	MBA, University of Scranton	1. Manager, Solid Year Co. Ltd. 2. Investment Dep., China Development Industrial Bank	1. Partner, Buena Venture Management Corp. 2. Chairman, Glory-Sun Opto-Electronics Corp. 3. INED, Tai-Saw Technology Co., Ltd.	N/A	9,691,863 shares
Director	Abraham Investment Co., Ltd Representative : Zhi-Zhen Lin	Master of Laws, National Chengchi University	Attorney-at-Law of Discernment Law Firm	Attorney-at-Law of Discernment Law Firm	N/A	1,100,000 shares
Director	Chiang-Huang Huang	Master of Finance, National Taiwan University	1. INED, iCatch Technology, Inc. 2. Supervisor, Advance Echem Materials Company Limited	1. CFO, Hi Yes International Co. Ltd. 2. INED, Epileds Technologies, Inc. 3. Director, Jin Yu Tong Co. Ltd. 4. Representative of juristic-person Director, CMMT	N/A	0 share

Type	Name of the nominee	Education	Experiences	Current Occupation	Reasons for nominating an INED for 3 consecutive terms	Shareholding (Note)
Independent Director	Yi-Zhang Lin	1. MBA, National Sun Yat-Sen University 2. Bachelor degree, Dep of Accounting, Soochow University.	1. CPA, PWC Taiwan 2. Partner, PWC Taiwan 3. CPA 4. Lecturer, Taiwan Corporate Governance Association 5. Lecturer, Securities & Futures Institute	1. INED, Ton Yi Industrial Corp. 2. INED, Lasertek Taiwan Co. Ltd.	Nil	0 share
Independent Director	Heng-Zhen Ho	1. Bachelor of Laws, National Chengchi University 2. Judicial education pre-job training No. 48	1. Prosecutor, Fuchien Lienchiang District Prosecutors Office 2. Prosecutor, Tainan District Prosecutors Office	1. Attorneys-at-Law Min Wei Law Firm 2. Member of CMMT Remuneration Committee	Nil	0
Independent Director	Yi-Liang Chen	Bachelor degree, Dep of Accounting, Soochow University	1. CPA, C&S CPA Firm 2. CFO, Spring Tree Technology Co. Ltd. 3. Supervisor, Advance Echem Materials Company Limited 4. Supervisory, Fositeck Corp.	1. CPA, Yi Xiang & Co., CPAs 2. INED, Plotech Co., Ltd 3. INED, Promise Technology, Inc.	Nil	0

6. Please conduct the election accordingly

The result of the election:

Other items

Item1: Removal of the non-competing duty for directors (Proposed by the Board of Directors)

Explanatory Note :

1. As provisioned in Article 209 of the Company Act, "A director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
2. To solicit professionals of the industry to join the Company and its management, the Company plans to cancel the non-competing duty on new directors.
3. The proposed cancelation of non-competing duty on the candidate of director:

Type	Name	Competing occupations
Director	Wei-Chung Lian	1. Supervisor, Ningbo CMMT 2. Representative of Juristic person Director, Opals Chemical Technology Co., Ltd.
Director	Yen-Yi Sung	Chairman, Abraham Investment Co.
Director	Four Season's Logistics Services Intl Corp. Representative: Hui-Yu Lin	1. Chairman, Glory-Sun Opto-Electronics Corp. 2. INED, Tai-Saw Technology Co., Ltd.
Director	Huang Chiang-Huang	1. CFO, Hi Yes International Co. Ltd. 2. INED, Epileds Technologies, Inc. 3. Director, Jin Yu Tong Co. Ltd.
Independent Director	Yi-Zhang Lin	1. INED, Ton Yi Industrial Corp. 2. INED, Lasertek Taiwan Co. Ltd.
Independent Director	Yi-Liang Chen	1. INED, Plotech Co., Ltd 2. INED, Promise Technology, Inc.

4. Submitted for discussion.

Resolution :

Extemporary Motions

Meeting Adjourned

【 2023 Business Report 】

Dear Shareholders,

In 2023, despite the ongoing disruptions caused by inflation and regional conflicts, as well as the impact of the post-pandemic era, the actual sales in the end consumer market have been poor. Downstream panel customers are actively adjusting their inventory levels accordingly. Additionally, with the continuous expansion of industry capacity, 2023 has been a challenging year for the industry. In response to the unfavorable economic conditions in 2023, the company has actively invested in the development of new products and technologies, aiming to proactively position itself for the gradually stabilizing and modest recovery of the economy, and to continuously add new growth momentum to the company's future operations.

I. 2023 Operational Results

(I) Implementation Results of Operational Plans

Since 2022, Cheng Mei Materials has been implementing the strategies of strengthening new customer acquisition, adjusting product structure, and orientation to high value. Continuous results have emerged over the past three years, not only strengthening the Company's operational capabilities, but also striving to enhance the added product value. The implementation results of Cheng Mei Materials' operational policy in 2023 are as follows:

I. Strengthening new customer onboarding and adjusting product structure

Implementation results: In 2023, in addition to continuing to cultivate existing customers, the Company also successfully expanded its customer base by acquiring new clients in South Korea and Japan. The number of customers in Mainland China also experienced steady growth.

In terms of product structure, in addition to existing IT and TV products, high-value products such as automotive and anti-peeping are also being gradually increased, indicating a steady adjustment of the Company's product structure.

II. Value over quantity

Implementation results: High-value product proportion grew to 6% in 2023. 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. Cheng Mei Materials will also continue to strengthen its technical capabilities and develop niche products to create uniqueness and irreplaceability.

(II) Financial Income and Expenditure and Profitability Analysis

Unit: NT\$ thousand; %

Item	2023	2022	Increase (Decrease)
Operating income	9,237,663	9,499,682	(2.76)
Gross profit (loss) margin	365,012	777,100	(53.03)
Operating profit (loss)	(532,555)	16,032	(3,421.83)
Net income (loss) for the current year	(580,957)	462,118	(225.72)
Gross margin	3.95	8.18	(51.71)
Operating profit (loss) ratio	(5.77)	0.17	(3,494.12)

Unit: NT\$; %

Item		2023	2022
Financial Structure Analysis	Debt-to-asset ratio (%)	35.41	27.18
	Long-term capital to property, plant and equipment ratio (%)	253.43	311.25
Debt Structure Analysis	Return on assets (%)	(3.45)	3.48
	Return on equity (%)	(5.77)	4.31
Profitability Analysis	Ratio of net income (loss) before tax to paid-in capital (%)	(11.27)	6.85
	Net profit (loss) margin (%)	(6.29)	4.86
	Earnings (loss) per share	(0.99)	0.69

II. Future Business Layout

(I) Management Policy and Production and Sales Plan

The continuous increase in production capacity of high-generation wide polarizing plates has led to a shift in the supply and demand of polarizing plates. Coupled with the global economic downturn and weak demand, the polarizing plate market is facing an oversupply situation, and competition in the market is becoming increasingly intense. Continuing the operation plan that emphasizes 'value' first and then weight, Cheng Mei Materials continues to strengthen its high-value layout and expand into the optical film market by extending into emerging needs and existing technologies, exploring new growth drivers beyond polarizing plate products.

Continuing to move towards a strategic partnership approach in customer and supplier collaboration, we are introducing the concept of an 'ecosystem' to replace individualistic practices with collaborative development and mutual prosperity, thereby maximizing ecosystem profitability. Therefore, Cheng Mei Materials approaches new products, new customers, new fields, new applications, and new materials with the utmost enthusiasm, continuously generating growth momentum.

Despite facing industry headwinds after the post-pandemic reopening, Cheng Mei Materials has continued to enhance its liquidity and operate in a stable manner. The company has strengthened its automation layout and introduced the concept of circular economy to address the gradually rising operating costs and raw material costs due to inflation.

(II) External Market Competition, Regulations, and Overall Economy

In 2023, the industry experienced significant fluctuations, with the demand for polarizers returning to the traditional off-peak season cycle. Industry volatility intensified as new production capacity for polarizers was introduced, but some existing capacity was closed or relocated. The polarizer industry continues to face intense competition and undergoes constant restructuring. Looking ahead to 2024, the Company has been making efforts to adjust its product structure and strengthen its future product layout. With the addition of sports events in the second half of the year and the replacement cycle for desktop monitors and laptops, the Company remains cautiously optimistic about its business outlook for the year 2024.

In 2024, the US interest rate cycle will be entering its final stages, and a rate cut is expected to cause uncertainty and disruptions in exchange rates. The operating income and expenditure of Cheng Mei Materials are closely related to the exchange rate between JPY and USD. Expected increase in exchange rate volatility could significantly impact operations, Cheng Mei Materials will also respond to the risks brought about by exchange rate fluctuations with the utmost caution.

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

Cheng Mei Materials successively replaced six sets of high-efficiency boilers in 2023, with operation commencing in Q1 and Q4, significantly improving energy efficiency and reducing greenhouse gas emissions. Cheng Mei Materials has completed the installation of an energy storage system and integrated it into the power grid in February 2023. At the same time, in response to the government's call for the strengthening of power grid resilience, the Company joined the energy trading platform. In terms of water resources, the Company continuously optimizes processing efficiency of the water recycling system, water consumption, and wastewater discharge. Furthermore, recycling and reduction processes for raw materials will continue to be implemented in order to promote the sustainable use of resources and reduce greenhouse gas emissions. CMMT is committed to improving energy efficiency and has been selected by Business Weekly as one of the top 100 companies in carbon competitiveness.

The second Cheng Mei Dreamer Campus Competition was held in 2023 to strengthen industry-academia collaboration and deepen the connection between students, academia, and industry practices. In response to the severe dengue fever outbreak in Tainan City in 2023, the Company expressed its full support by donating 5,000 cans of mosquito repellent to the Public Health Bureau, Tainan City Government.

In December 2022, Cheng Mei Materials established the Sustainable Development Committee to be responsible for the planning and implementation of sustainability within the Company and the environment through formal organization. In 2023, the Sustainable Committee held 3 meetings and reported to the Board of Directors 3 times.

Chairman Jau-Yang Ho

Manager Wei-Chung Lian

Accounting Officer Pei-Ming Huang

Date: February 26, 2024

Cheng Mei Materials Technology Corporation Audit Committee's Review Report

The Board of Directors has submitted the 2023 business report, financial statements, and motion for appropriation of surplus and deficit of the Company. The financial statements (including consolidated financial statements) have been audited by Mr. Wu Chien-Chih and Mr. Liao A-Shen, certified public accountants from PwC Taiwan, as commissioned by the Board of Directors, and an audit report has been issued. The above business report, financial statements, and motion for appropriation of surplus and deficit have been reviewed by the Audit Committee and found to be in compliance. The report is hereby submitted in accordance with Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act.

Yours sincerely

Cheng Mei Materials Technology Corporation 2024 Annual General Meeting

Convener of the Audit Committee: Wei-Ting Liu

February 26, 2024

Comparison Table for Procedures for Ethical Management and Guidelines for Conduct

Article	Before amendment	After amendment	Remark
Article 5	This Corporation shall designate the center as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors: Omitted	This Corporation shall designate the division as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors: Omitted	Amended as per actual operations.
Article 25	This Procedures was established on November 11, 2015, and first amended on February 17, 2022.	This Procedures was established on November 11, 2015, first amended on February 17, 2022, and second amended on December 18th.	The new amendment and the new amendment date are added.

Report on Remuneration to directors

1. Remuneration policies:

1. Director's Remuneration

(1) Monthly benefits based on the degree of participation and value of contribution to the Company's operations, as provided in the Company's Articles of Incorporation, and by reference to the level of the technology industry.

(2) Prior to the distribution of the Company's earnings, the Company shall set aside not more than one percent of the profit for the period so distributed as remuneration to the directors. In accordance with the Company's remuneration plan, the independent directors shall not participate in the distribution of the directors' remuneration.

(3) Attendance Fee: Based on the number of times he/she attends the Board of Directors and the Functional Committee.

2. Procedure for determining remuneration:

(1) The remuneration of directors shall be provided at no more than 1% for directors' remuneration, if any, in accordance with the Articles of Incorporation of the Company. Profits must first be set aside to make up for losses, if any, before the remainder can be distributed as director remuneration in the above percentages.

(2) The remuneration of Directors, shall be submitted to the Remuneration Committee and approved by the Board of Directors in accordance with regulations.

2. Directors' (including Independent Directors) Remuneration:

Unit: Thousand NT\$

Title	Name	Director's Remuneration								Remuneration as Company Employees								Sum of A, B, C, D, E, F, and G, and as a percentage of net loss after tax	Remuneration from Investees Other Than Subsidiaries				
		Remuneration (A)		Retirement and Resignation (B)		Director's Remuneration (C)		Expenses and Perquisites (D)		Salary, Rewards, and Special Disbursements (E)		Pension (F)		Employee Compensation (G) (Note 6)									
		The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company				All Consolidated Entities		The Company	All Consolidated Entities
																Cash Amount	Stock Amount			Cash Amount	Stock Amount		
Chairperson	Jau-Yang Ho	6,117	6,117	0	0	0	0	42	42	-1.06%	-1.06%	0	0	0	0	0	0	0	0	-1.06%	-1.06%	None	
Director	Abraham Investment Co., Ltd. (Note 12)	720	720	0	0	0	0	0	0	-0.12%	-0.12%	0	0	0	0	0	0	0	0	-0.12%	-0.12%	None	
	Representative: Ting-Chen Hsu	0	0	0	0	0	0	0	0	0.00%	0.00%	0	0	0	0	0	0	0	0	0.00%	0.00%	None	
	Representative: Grace Sung	0	0	0	0	0	0	25	25	0.00%	0.00%	0	0	0	0	0	0	0	0	0.00%	0.00%	None	
Director	Ever Fortunes International Investment Co., Ltd (Note 12)	720	720	0	0	0	0	0	0	-0.12%	-0.12%	0	0	0	0	0	0	0	0	-0.12%	-0.12%	None	
	Representative: Wei-Chung Lian (Note 12)	0	0	0	0	0	0	0	0	0.00%	0.00%	9,325	9,325	108	108	0	0	0	0	-1.62%	-1.62%	None	
Director	Four Season's Logistics Services Intl Corp.	720	720	0	0	0	0	0	0	-0.12%	-0.12%	0	0	0	0	0	0	0	0	-0.12%	-0.12%	None	
	Representative: Jason C Kan	0	0	0	0	0	0	35	35	-0.01%	-0.01%	0	0	0	0	0	0	0	0	-0.01%	-0.01%	None	
Director	Yen Wen Asset Management Consultant Co., Ltd.	720	720	0	0	0	0	0	0	-0.12%	-0.12%	0	0	0	0	0	0	0	0	-0.12%	-0.12%	None	
	Representative: Chiang-	0	0	0	0	0	0	46	46	-0.01%	-0.01%	0	0	0	0	0	0	0	0	-0.01%	-0.01%	None	

Title	Name	Director's Remuneration								Sum of A, B, C, and D, and as a percentage of net loss after tax		Remuneration as Company Employees								Sum of A, B, C, D, E, F, and G, and as a percentage of net loss after tax		Remuneration from Investees Other Than Subsidiaries		
		Remuneration (A)		Retirement and Resignation(B)		Director's Remuneration (C)		Expenses and Perquisites (D)				Salary, Rewards, and Special Disbursements (E)		Pension (F)		Employee Compensation (G) (Note 6)								
		The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company		All Consolidated Entities		The Company	All Consolidated Entities			
																Cash Amount	Stock Amount	Cash Amount	Stock Amount					
	Huang Huang																							
Independent Director	Wei-Ting Liu	1,550	1,550	0	0	0	0	60	60	-0.28%	-0.28%	0	0	0	0	0	0	0	0	-0.28%	-0.28%	None		
Independent Director	Juu-En Chang	1,550	1,550	0	0	0	0	53	53	-0.28%	-0.28%	0	0	0	0	0	0	0	0	-0.28%	-0.28%	None		
Independent Director	Yi-Zhang Lin	1,550	1,550	0	0	0	0	53	53	-0.28%	-0.28%	0	0	0	0	0	0	0	0	-0.28%	-0.28%	None		

Comparison Table for Articles of Incorporation

Article	Before amendment	After amendment	Remark
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.	The Company shall have five (5) to twelve (12) 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.	Amendment is made as per actual operations
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. Omitted	The aforesaid Board of Directors must have at least three (3) or one- third (1/3) 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. Omitted.	Amendment is made in accordance with laws.
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	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	The amendment date is added.

	<p>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.</p>	<p>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, on June 27, 2022 for the nineteenth time, and on June 7th, 2024 for the twentieth time.</p>	
--	--	---	--

Comparison Table for Rules and Procedures of Shareholders' Meeting

Article	Before Amendment	After Amendment	Remarks
Article 2	<p>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. (omitted)</p>	<p>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p>The company shall convene a shareholder meeting via video conference. Unless otherwise specified in the regulations on the handling of stock affairs of publicly traded companies, this should be stipulated in the articles of incorporation, decided upon by the board of directors. Furthermore, resolutions made during the video conference shareholder meeting shall be implemented with the attendance of two-thirds or more of the directors and the consent of a majority of the attending directors.</p> <p>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, 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 an Extraordinary 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 extraordinary shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the</p>	To meet practical operational needs.

		<p>shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p> <p>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</p> <ol style="list-style-type: none"> 1. For physical shareholders meetings, to be distributed on-site at the meeting. 2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform. 3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform. <p>(omitted)</p>	
Article 3	(3-1~3-3 omitted)	<p>(3-1~3-3 omitted)</p> <p>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.</p> <p>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</p>	To meet practical operational needs.
Article 4	<p>The Company should apprise the shareholders of the time, venue, and other things that should be taken note of in the meeting notice.</p> <p>The attending shareholders should be present at the venue at least 30</p>	<p>This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, the place to register for attendance, and other matters for attention.</p>	To meet practical operational needs.

	<p>minutes for registration before the meeting begins. The venue for registration should be clearly marked and equipped with plenty of staff.</p> <p>The venue of the Shareholders' Meeting should be in the Company or places with good transportation for shareholders to attend the meeting.</p> <p>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.</p> <p>(omitted)</p>	<p>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</p> <ol style="list-style-type: none"> 1. How shareholders attend the virtual meeting and exercise their rights. 2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: <ol style="list-style-type: none"> A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume. B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session. C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. 	
--	--	---	--

		<p>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</p> <p>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</p> <p>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.</p> <p>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</p> <p>The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p> <p>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</p> <p>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</p> <p>(Omitted)</p>	
Article 6	The Company can appoint its own attorneys, accountants, or other relevant staff to attend the	It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the	To meet practical operational

	<p>Shareholders' Meeting.</p> <p>The staff of the Shareholders' Meeting should wear identification cards.</p>	<p>directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.</p> <p>This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.</p> <p>Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.</p>	needs.
Article 7	<p>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</p>	<p>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 attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 3.</p>	To meet practical operational needs.

	Article 175 of the Company Act. The Shareholders' Meeting should be reconvened within a month. (Omitted)	(Omitted)	
Article 10	(10-1~10-2 omitted)	(10-1~10-2 omitted) Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.	To meet practical operational needs.
Article 13	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.	The chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting. 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.	To meet practical operational needs.
Article 14	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.	Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote. 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	To meet practical operational needs.

		<p>abstentions, shall be entered into the MOPS.</p> <p>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</p> <p>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 3 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</p> <p>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</p>	
<p>Article 15</p>	<p>The chairman is entitled to announce recesses during the meeting.</p>	<p>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.</p> <p>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.</p> <p>A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in</p>	<p>To meet practical operational needs.</p>

		accordance with Article 182 of the Company Act.	
Article 16	Omitted	<p>16-1 omitted</p> <p>With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.</p> <p>(16-3 omitted)</p> <p>The number of shares for which voting rights may not be exercised under the preceding</p> <p>(16-5 omitted)</p> <p>The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>	To meet practical operational needs.
Article 18	Original article omitted	<p>(18-1 omitted)</p> <p>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</p> <p>(18-3,4 omitted)</p> <p>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</p> <p>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</p> <p>In case of a virtual shareholders</p>	To meet practical operational needs.

		meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.	
Article 20	Unless otherwise stipulated in the Company Act and the Corporate Chapter, matters that are not covered by the <i>Rules on the Shareholders' Meeting</i> 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.	<p>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.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.</p> <p>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</p> <p>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending</p>	To meet practical operational needs.

		a virtual-only shareholders meeting online	
Article 21	The <i>Rules on the Shareholders' Meeting</i> has been ratified, implemented, and amended with the Board's resolution.	<p>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</p> <p>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting. This Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	To meet practical operational needs.
Article 22	The procedure was stipulated on June 24, 2008. The 1st amendment was on October 16, 2009, the 2nd amendment was on June 27, 2013,	In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the	To meet practical operational needs.

	<p>the 3rd amendment was June 9, 2015, and the 4th amendment was April 30, 2021.</p>	<p>meeting to help resolve communication technical issues.</p> <p>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</p> <p>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</p> <p>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</p> <p>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been</p>	
--	--	---	--

		<p>announced, or list of elected directors and supervisors.</p> <p>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</p> <p>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</p> <p>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</p> <p>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</p>	
--	--	--	--

Article 23	Nil	When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.	To meet practical operational needs.
Article 24	Nil	Unless otherwise stipulated in the Company Act and the Corporate Chapter, matters that are not covered by the <i>Rules on the Shareholders' Meeting</i> 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.	Original article 20 is relocated to article 24
Article 25	Nil	The <i>Rules on the Shareholders' Meeting</i> has been ratified, implemented, and amended with the Board's resolution.	Original article 21 is relocated to article 25
Article 26	Nil	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, the 4th amendment was April 30, 2021, the 5 th amendment was June 7, 2024.	Original article 22 is relocated to article 26, and the amendment date is added

**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

(Before amendment)

- 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.

Electoral Method for Director

- I. Unless otherwise stipulated in relevant laws or charters, the election of the Company's directors should follow the Method.
- II. The selection and election of the Company's directors should take into consideration the general configuration of the Board. The composition of the Board member should be diverse and be able to provide appropriate and diverse guidelines for its operation, type of operation, and development. The following two dimensions should be incorporated at least:
- (i) Basic conditions and values: Sex, age, nationality, and culture
 - (ii) Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills and experiences of the industry. Members of the Board should possess the basic knowledge, skills, and competencies to perform their duties and the general required abilities are as follows:
 - (i) The judgment of operation
 - (ii) The analytic ability of accounting and finances
 - (iii) The management ability
 - (iv) The ability to deal with crises
 - (v) The knowledge of the industry
 - (vi) The view for the international market
 - (vii) The ability to lead
 - (viii) The ability to make decisions

More than half of the seats of the Board should not be served by people that are spouses or relatives with the second degree of kinship. The Company is entitled to adjust the constitution of the member of the Board according to the results of the performance evaluation.

- III. The qualifications of the Company's independent directors should comply with the provisions in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. The selection and election of the Company's independent directors should comply with the provisions in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- IV. Following Article 192-1 of the Company Act, the election of the Company's independent directors should adopt the candidate nomination system and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The elections for independent directors and non-independent directors should be held concurrently with separate vote counts. The candidate with the higher votes wins and is voted the independent or non-independent director. Should there be a tie in voting between two or more people and the number of candidates exceeds the quorum, the candidates with the same vote count should draw to determine the result. The chairman is entitled to draw for the absent candidate. If a director resigns because of a particular reason, rendering the number of the director less than five, the Company should hold an election in the next Shareholders' Meeting. However, if the vacancy of the Board reaches one-third of the seats stipulated in the chapter, the Company should convene a Special Shareholders' Meeting to hold an election within 60 days starting from the date on which the incident takes places. If an independent director resigns because of

a particular reason, rendering the number of the independent director less than that stipulated in the provisions of competent authorities or charters, an election should be held in the next Shareholders' Meeting. When all of the independent resign from duty, the Company should convene a Special Shareholders' Meeting to hold an election within 60 days starting from the date on which the incident takes places.

- V. The election for the Company's directors follows Article 198 of the Company Act and adopts the cumulative and open voting system. Each share has the corresponding vote for the number of directors to be voted, the votes can either be put on one candidate or distributed to several candidates.
- VI. The shares shareholders represent are based on the Company's list of shareholders.
- VII. The Company should make ballots that correspond with the number of directors to be elected and put the number of votes on them. The ballots are distributed to present shareholders at the Shareholders' Meeting. The election is an open election and shareholders' attendance certificate numbers should be printed on the ballots for identification.
- VIII. The chairman should appoint several supervisors and counters to handle related tasks. The supervisor should possess the identity of a shareholder. The ballot box should be prepared by the Company and be opened by the supervisors to the shareholders to see before voting.
- IX. Ballots are deemed invalid if they are:
- (i) Not standard ballot according to the Method.
 - (ii) Cast into the ballot box blank.
 - (iii) Illegible (beyond recognition) or altered.
 - (iv) When the candidate is a shareholder and the account name or shareholder's number does not match the Company's list of shareholders; when the candidate is not a shareholder and the name or the identification number is found to be unmatched.
 - (v) Written with words other than the candidate's account name (name) or shareholder's number (the identification number) and the allotted number of votes.
 - (vi) Not printed with the candidate's account name (name) or shareholder's number (the identification number).
 - (vii) Printed with two or more than two candidates.
- X. Vote count should be conducted immediately after voting and the results should be publicly announced on site, including the list of elected directors and their number of votes.
- XI. Any uncovered matters of the Method are subject to the Company Law, the Corporate Charter, and other related laws and stipulations.
- XII. The Method has been ratified, implemented, and amended with the Board's resolution.
- XIII. The Method was stipulated on June 26, 2008. The 1st amendment was on October 16, 2009, the 2nd amendment was on June 9, 2015.

Cheng Mei Materials Technology Corp. Shareholdings of All Directors

I. As of the end date (April 9, 2024) of transfer of this Shareholders' Meeting, the Company's paid-in capital is NT\$**5,721,849,060** and the number of shares issued is **572,184,906**. According to Article 26 of the Securities and Exchange Act, the minimum number of shares to be held by all directors should be **18,309,916** shares.

II. As of the end date(April 9, 2024) 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, Representative: Yen-Yi Sung	1,100,000	0.19%
Institutional director	Ever Fortunes International Investment Co., Ltd, Representative: Wei-Chung Lian	11,110,000	1.94%
Institutional director	Four Season's Logistics Services Intl Corp. , Representative: Jason C Kan	9,691,863	1.70%
Institutional director	Yen Wen Asset Management Consultant Co., Ltd. Representative: Chiang-Huang Huang	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		26,257,306	4.58%

Note:

- 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."
- The Company has an Audit Committee in place; therefore the rules regarding shares owned by a supervisor are not applicable.
- Ever Fortunes International Investment Co., Ltd, resigned on April 14, 2024.

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 year. This item does not apply
2. Information on remuneration of employees and directors: The board of directors of the Company resolved not to distribute employee compensation and director remuneration for the year 2023