



Cathay Consolidated, Inc.

The first Shareholders' Extraordinary Meeting
of 2023

Meeting Agenda
(Translation)

Convening method: Entity Shareholders Meeting
July 27, 2023

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I 、Meeting procedure

一、Call Meeting to Order

二、Chairman's Address

三、Items to Discuss

四、Motion

五、Meeting Adjourned

II 、Meeting Agenda

Convening method: Entity Shareholders Meeting

Time : 10:00 AM on July 27 (Thursday), 2023

Place : NO.15, Gongyuan 2nd Rd., Wuchieh Township, Yi-Lan County 268,
Taiwan (R.O.C.) (Shangrila Boutique Hotel)

1 、Call Meeting to Order

2 、Chairman's Address

Chairman : George T.S. Liu, Chairman of the Board of Directors

3 、Proposed Resolutions

(1) Amendments to some provisions of the company's "Articles of Association".

(2) Amendments to some provisions of the company's "Rules of Procedure for Shareholders Meetings"

(3) Amendments to some provisions of the company's "Employee Restricted Stock Awards (RSAs) Method of 2022".

4 、Motion

5 、Meeting Adjourned

III、Items to Discuss

- 1、Amendments to some provisions of the company's "Articles of Incorporation ", submit for discussion.

Description:

- (1) In order to meet the laws and the actual needs of the company, it is proposed to revise some provisions of the articles of association of the company. Please refer to Annex I for the comparison table of the revised provisions. After the case is approved by the board of directors, it is proposed to be submitted to the shareholders' meeting for resolution to take effect after it is passed.

Resolution:

- 2、Amendments to some provisions of the company's "Rules of Procedure for Shareholders Meetings ", submit for discussion.

Description:

- (1) In order to meet the laws and the actual needs of the company, it is proposed to revise some provisions of the Rules of Procedure for Shareholders Meetings of the company. Please refer to Annex II for the comparison table of the revised provisions. After the case is approved by the board of directors, it is proposed to be submitted to the shareholders' meeting for resolution to take effect after it is passed.

Resolution:

- 3、Amendments to some provisions "Employee Restricted Stock Awards (RSAs) Method of 2022", submit for discussion..

Description:

- (1)The company's "Employee Restricted Stock Awards (RSAs) Method of 2022" approved by the competent authority on June 28, 2022 is to be revised in response to the revision of relevant laws and regulations.

(2)The revised Table of "Employee Restricted Stock Awards (RSAs)
Method of 2022", Please refer to Annex III.

Resolution:

IV 、Motion :

V 、Meeting Adjourned

Cathay Consolidated, Inc.**Articles of Incorporation****Chapter 1: General Principle****Article 1.**

In accordance with the Company Law and regulations on company limited by shares, the Company is registered as Cathay Consolidated, Inc.

Article 2.

The business scope of the Company is stated as follow:

C805010 Plastic Sheets, Pipes and Tubes Manufacturing

C805020 Plastic Sheets & Bags Manufacturing

C805060 Plastic Leathers Manufacturing

C805990 Other Plastic Products Manufacturing

CM0101L Luggage and Bag Manufacturing

C305010 Printing, Dyeing, and Finishing Mills

C399990 Other Textile Products Manufacturing

CC01990 Electrical Machinery, Supplies Manufacturing

F401010 International Trading

ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1.

The total amount of the re-investment made by the Company may not be restricted by article 13 of the Company Act.

Article 3.

Headquarter of the Company is located at Yilan county, Taiwan. The Company can establish branches at home and abroad legally with the agreement of the board.

Article 4.

The company's announcement method is in accordance with Article 28 of the Company Act.

Chapter 2: Shares

Article 5.

The total capital of the Company is NTD \$900 million dollars, which is divided into 90 million shares, that is, NTD \$10 dollars per share. The total authorized number of shares are to be issued in installments by the approval of the board.

Within aforementioned capital, NTD \$70 million dollar is kept to be issued to employees as share beneficiaries. This totals 7 million shares with the face value of each share being NTD \$10 dollars and is to be issued through separate instances after receiving authorization from the board of directors.

Article 5-1.

When transfer to employees below the average price of the actual shares bought back or employee share subscription warrant price lower than the market price (net value per share), there shall be more than half of the total number of issued shares presenting, and at least two-thirds of the voting rights at shareholders meeting agree.

Article 5-2.

The preparation of share issuance shall be conducted according to the Company Act and the matters occurs after the share issuance shall be tackled according to the regulation of Company Act, Regulations Governing the Administration of Shareholder Services of Public Companies, and related laws.

Article 6.

The company may be exempted from printing share certificate for the shares issued, but the share certificate to be issued under the provision of the preceding paragraph shall be placed under the custody of a centralized securities custody enterprise.

Article 7.

The transfer of the share of the company shall be conducted according to the regulation

of article 165 of Company Act.

Chapter 3 Shareholder Meetings

Article 8.

Shareholder's meeting is divided into two types: regular and irregular. Regular meetings should be held at least once a year and should be held by the Board of Directors within six months of the end of every fiscal year according to law. Irregular shareholder's meetings are to be held in accordance with law.

Article 8-1.

Shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 9.

When a shareholder is unable to attend the shareholders meeting for some reason, he shall obtain a proxy statement issued by the company stating the scope of authorization, and in accordance with Article 177 of the Company Law, sign or seal the entrusted agent to attend. The company's shareholders' entrusted attendance measures, in addition to the provisions of the preceding paragraph, are understood to be implemented in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 10.

Unless otherwise stipulated by laws and regulations, shareholders of the company have one voting right per share, but those who are restricted or have no voting rights as stipulated in Article 179 of the Company Act.

Article 11.

The resolutions of the shareholders meeting, unless otherwise stipulated by the Company Act, shall be attended by shareholders representing more than half of the total number of issued shares, and shall be executed with the approval of more than half of

the voting rights of the shareholders present.

The company shall list electronic methods as a channel for shareholders to exercise their voting rights. Shareholders who exercise voting rights electronically shall be deemed to be present in person, and related matters shall be handled in accordance with laws and regulations.

The resolutions of the shareholders meeting shall be recorded and handled in accordance with Article 183 of the Company Act.

Article 12.

The shareholders' meeting is called by the board meeting and the chairman shall be the meeting chair. In case the chairman of the board of directors is on leave or absent, the chairman of the board of directors shall designate one of the managing directors, or where there are no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors. If the shareholders' meeting is called by the person other than the board meeting, the meeting chair shall be that person. In case that the meeting is called by more than one person, people calling the meeting shall elect from among themselves an acting chairman.

Article 12-1.

If the company has a proposal to cancel the public offering in the future, it should be referred to as a resolution of the shareholders meeting, and this provision shall not be changed during the period of stock market development and the period of listing or listing.

Chapter 4 Director and Supervisor

Article 13.

The Board of Directors of our company has 7 directors, the selection of directors adopts a candidate nomination system, and the shareholders' meeting selects them from the list of director candidates for a term of three years, and they may be re-elected. The election

of directors of the company adopts the registered and cumulative election method. The total number of registered stocks held by all directors shall be handled in accordance with the regulations of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies” issued by the competent authority. Among the above-mentioned number of directors, the number of independent directors set up by the company shall not be less than two, and shall not be less than one-fifth of the number of directors. Regarding independent directors' professional qualifications, shareholding, restrictions on part-time jobs, methods of nomination and selection, and other matters to be followed, follow the relevant regulations of the securities authority.

Article 13-1.

(Deleted)

Article 13-2.

The company establishes an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of all independent directors. The number of the audit committee shall not be less than three. One of them shall be the convener, and at least one shall have accounting or financial expertise. The Audit Committee is responsible for implementing the supervisory powers stipulated by relevant laws and regulations.

Article 13-3.

The company may set up functional committees under the board of directors. The establishment and powers of relevant committees shall be handled in accordance with the regulations set by the competent authority and company regulations.

Article 13-4.

The company shall purchase liability insurance and legal liability for compensation for the scope of its business execution during his term of office for directors.

Article 14.

The board is organized by the directors. The board of directors shall elect a chairman of

the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman shall externally represent the Company.

Article 15.

If the chairman cannot performance his/her duty due to certain reason or on leave, the assignment of his/her deputy shall be conducted in accordance with the regulations of Company Act, Art. 208.

Article 16.

Unless the Company Act regulates otherwise; the resolution of a board meeting shall be adopted by a majority vote of the directors at a meeting of the board of directors attended by at least a majority of the entire directors of the company. A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. A shareholder may only execute one power of attorney and appoint one proxy only. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and a notice shall be issued no later than 7 days prior to the scheduled meeting date. In case of emergency, the meeting shall be called anytime. The abovementioned meeting can be called via writing, fax, or email.

Article 17.

The company may compensate the director depending on the contribution to company by bonus or salary. The compensation shall be determined by the contribution they made, value, the profit of the company, and the amount paid by the peer company. In the case that a director is also an officer of the Company, the director shall be compensating according to article 21 of the document and is entitled to the compensation based on industry's standard for the position.

Chapter 5 Manager

Article 18.

The company may set up the position of Manager. The appointment and the relieve shall comply with the regulation of article 29 of the Company Act.

Chapter 6 Accounting

Article 19.

The fiscal year refers to the duration from Jan 1 to Dec 31 of a year. The annual account shall be conducted by the end of the year.

Article 20.

At the end of every fiscal year, the board shall submit the papers and lists as below 30 days before the start of shareholder's meeting to the shareholder's meeting for approval.

- (1). Business Report (2). Balance Sheet
- (3). Proposal on distribution of surplus and recovery of losses

Article 21.

For the distribution of annual profit, at least 1% shall be reserved for the employee bonus and up to 5% for the director bonus. However, the profit shall be reserved to cover the previous loss first. The bonus shall be issued by shares or in cash as the director bonus shall be paid in cash. The aforementioned distribution shall be made upon a resolution at a meeting of the board of directors by a majority vote at the meeting of board of directors attended by directors representing two-thirds of the directors; the resolution shall be reported to the shareholders' meeting.

Article 21-1.

For the distribution of annual profit, the company shall withhold the tax and cover the loss first, then provide 10% for profit reserve until the amount is equal to the paid-in capital of the Company. The rest, plus the undistributed profit of the previous term, shall be distributed according to the resolution made by the board and approved by the shareholders' meeting. When the reserves are to be distributed in cash, the distribution

may be approved by the Board of Directors in accordance with Article 240 of the Company Law and reported to the shareholders' meeting, instead of being submitted to the shareholders' meeting for acceptance.

Article 21-2.

The company's dividend policy requires consideration of the environment and, in response to future funding needs and long-term financial planning, an annual allocation of no less than 10% of the distributable surplus shall be allocated to shareholders' dividends, but the cumulative distributable surplus is lower than the actual income. When the share capital is 10%, it may not be distributed; shareholder dividends can be distributed in cash or stocks, and the proportion of cash dividends shall not be less than 10% of the total dividends.

Chapter 7 By-laws

Article 22.

Matters not listed in this article of incorporation is to be processed according to the Company Act and other relevant regulations.

Article 23.

The article was established on May 29, 1982.

1st amendment was made on Sep. 20, 1983.

2nd amendment was made on Apr. 22, 1985.

3rd amendment was made on Jul. 30, 1986.

4th amendment was made on Dec. 2, 1987.

5th amendment was made on Mar. 23, 1998.

6th amendment was made on Jun. 10, 2002.

7th amendment was made on Nov. 25, 2002.

8th amendment was made on Dec. 26, 2007.

9th amendment was made on Jan. 14, 2008.

10th amendment was made on Jun. 3, 2008.
11th amendment was made on Sep. 1, 2008.
12th amendment was made on Apr. 10, 2009.
13th amendment was made on May 5, 2010.
14th amendment was made on Jun. 27, 2016.
15th amendment was made on May 25, 2017.
16th amendment was made on Apr. 11, 2019.
17th amendment was made on Sep. 11, 2019.
18th amendment was made on July. 7, 2022.

Cathay Consolidated, Inc.

Chairman: LIU, TSONG-XI

Cathay Consolidated, Inc.

Comparison Table of Amended Articles in the Articles of Incorporation

Content of Article after Amendment	Content of Article before Amendment
Article 13. The Board of Directors of our company has <u>7-9</u> directors, the selection of directors adopts a candidate nomination system, and the shareholders' meeting selects them from the list of director candidates for a term of three years, and they may be re-elected. The election of directors of the company adopts the registered and cumulative election method. The total number of registered stocks held by all directors shall be handled in accordance with the regulations of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" issued by the competent authority.	Article 13. The Board of Directors of our company has 7 directors, the selection of directors adopts a candidate nomination system, and the shareholders' meeting selects them from the list of director candidates for a term of three years, and they may be re-elected. The election of directors of the company adopts the registered and cumulative election method. The total number of registered stocks held by all directors shall be handled in accordance with the regulations of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" issued by the competent authority.
Article 24. The article was established on May 29, 1982. 1st amendment was made on Sep. 20, 1983. 2nd amendment was made on Apr. 22, 1985. 3rd amendment was made on Jul. 30, 1986. 4th amendment was made on Dec. 2, 1987. 5th amendment was made on Mar. 23, 1998. 6th amendment was made on Jun. 10, 2002. 7th amendment was made on Nov. 25, 2002. 8th amendment was made on Dec. 26, 2007. 9th amendment was made on Jan. 14, 2008. 10th amendment was made on Jun. 3, 2008. 11th amendment was made on Sep. 1, 2008. 12th amendment was made on Apr. 10, 2009. 13th amendment was made on May 5, 2010. 14th amendment was made on Jun. 27, 2016. 15th amendment was made on May 25, 2017. 16th amendment was made on Apr. 11, 2019. 17th amendment was made on Sep. 11, 2019. 18th amendment was made on July. 7, 2022. <u>19th amendment was made on July. 27, 2023</u>	Article 24. The article was established on May 29, 1982. 1st amendment was made on Sep. 20, 1983. 2nd amendment was made on Apr. 22, 1985. 3rd amendment was made on Jul. 30, 1986. 4th amendment was made on Dec. 2, 1987. 5th amendment was made on Mar. 23, 1998. 6th amendment was made on Jun. 10, 2002. 7th amendment was made on Nov. 25, 2002. 8th amendment was made on Dec. 26, 2007. 9th amendment was made on Jan. 14, 2008. 10th amendment was made on Jun. 3, 2008. 11th amendment was made on Sep. 1, 2008. 12th amendment was made on Apr. 10, 2009. 13th amendment was made on May 5, 2010. 14th amendment was made on Jun. 27, 2016. 15th amendment was made on May 25, 2017. 16th amendment was made on Apr. 11, 2019. 17th amendment was made on Sep. 11, 2019. 18th amendment was made on July. 7, 2022.

Cathay Consolidated, Inc.
Rules of Procedure for Shareholders Meetings
Table of amendments

After	Before	Description
Article 3 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors. <u>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.</u> 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 or supervisors, 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. <u>If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, before 15 days before the date of the shareholders meeting, this Corporation	Article 3 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 or supervisors, 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	2023.07.27 Modified

After	Before	Description
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. <u>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:</u> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> 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.	announcement. With the consent of the addressee, the meeting notice may be given in electronic form. ...	
Article 4 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	Article 4 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	2023.07.27 Modified

After	Before	Description
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. If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation 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.	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. If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation 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.	
Article 5 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. <u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u>	Article 5 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.	2023.07.27 Modified
Article 6 This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies</u> (collectively "shareholders") will be accepted, the place to register for	Article 6 This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.	

After	Before	Description
attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>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.</u> Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one	The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online	

After	Before	Description
representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. <u>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.</u> <u>In the event of a virtual shareholders meeting, this Corporation shall upload</u> <u>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.</u>	shall register with this Corporation two days before the meeting date. 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.	
Article 6-1 <u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u> <u>1. How shareholders attend the virtual meeting and exercise their rights.</u> <u>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:</u> <u>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.</u> <u>B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u>		New Item

After	Before	Description
<u>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.</u> <u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u> <u>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.</u>		
Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice	Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice	

After	Before	Description
chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair. ... <u>If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.</u> <u>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.</u>	chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair. ...	
Article 10 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, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time <u>and disclose information concerning the number of nonvoting shares</u> and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued	Article 10 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, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one	2023.07.27 Modified

After	Before	Description
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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform. 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. <u>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 6.</u>	hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform. 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.	
Article 16 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. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.	Article 16 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. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.	2023.07.27 Modified

After	Before	Description
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. <u>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.</u> <u>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 a virtual-only shareholders meeting online</u>	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.	
Article 20 <u>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.</u>		New Item

After	Before	Description
Article 21 <u>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.</u>		New Item
Article 22 <u>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 meeting to help resolve communication technical issues.</u> <u>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.</u> <u>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.</u> <u>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</u>		New Item

After	Before	Description
<u>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.</u> <u>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 announced, or list of elected directors and supervisors.</u> <u>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.</u> <u>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.</u> <u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle</u>		

After	Before	Description
<u>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.</u> <u>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 shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>		
<u>Article 23</u> These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.	Article 20 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.	renumber

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page1
			Total 7

1. Purpose:

In order attract and retain the professional talents needed by the company, and to improve employees' centripetal force and sense of belonging to the company, and jointly create higher company value and shareholders' equity. In accordance with Article 267, paragraph 8 and paragraph 10 of the "Company Act". and the relevant regulations of "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" issued by the Financial Supervisory Commission, establish the "Standard of Issue Employee Restricted Stock Awards (RSAs)"

2. Issue Period:

According to the resolution of the company's shareholders meeting on May 19, 2022 to issue "new shares with restricted employees' rights", and formulate the "Standard of Issuing" was approved by the shareholders' meeting on May 18, 2021, to formulate "Employee Restricted Stock Awards (RSAs) Method of 2022". The company may issue one-time or multiple issues within one year approved by the competent authority. The actual issue date is determined by the chairman authorized by the Board of Directors.

3. Qualification requirements for employees:

3.1. Full-time employees on the RSAs granted date.

3.2. List of eligible employees and granted amount will be determined based on the years of service, job grades, work performance and contribution, honorable achievements, and other necessary factors. This list will be proposed by the chairman and sent to the Board of Directors for approval. However, for employees who are managerial officers or the board members, the award of such shares is subject to approval from the Compensation Committee.

3.3. Where an issuer issues employee stock warrants under Article 56-1, paragraph 1, the cumulative number of shares subscribed by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3 percent of the issuer's total issued shares. And the above in combination with the cumulative number of shares subscribed by the single warrant

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page2
			Total 7

holder of employee stock warrants issued by an issuer under Article 56, paragraph 1, may not exceed 1 percent of the issuer' s total issued shares. However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the above-mentioned restriction.

4. Total amounts (shares) of issuance:

1,100,000 shares, with 10 per share, total value is NT\$11,000,000.

5. Issue conditions:

5.1. Issue price: The new shares with restricted employee rights are issued for free.

5.2. Type of shares to be issued: New common stock of the company, the rights and obligations of which are the same as other ordinary shares in circulation except for the provisions of 5.7 .

5.3. Vesting Condition:

Employee is still on-the-job on each vested day, and the company has determined that they have not violated the company' s labor contract, employee code of conduct, trust contract, corporate governance code of practice, integrity management code, work rules, and non-compete. For matters such as the confidentiality code or the contract agreement with the company, and to achieve the personal and performance evaluation indicators set by the company and the company' s operating goals, the vested ratios on the vested days in each year are as follows:

5.3.1. The first year: Those who have obtained 2 units or less will all vest, and those who have obtained more than 3 (include) units will vest one-third.

5.3.2. The second year: Those who have obtained more than 3 (include) units will vest one-third.

5.3.3. The third year: Those who have obtained more than 3 (include) units will vest one-third.

5.4. Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance:

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page3
			Total 7

- 5.4.1. On the effective date of the company' s voluntary resignation, dismissal or dismissal from the company, retirement, or individual' s self-appointment of the affiliated company, the When employees fail to meet the Employee Performance Criteria at each issuance period, the Company can buy back RSAs of remaining period in accordance with original price from the employees.
- 5.4.2. After being allocated new shares that restrict the rights of employees, the company has approved the company to apply for leave without pay (including but not limited to childcare, injury, illness, military service, etc.), the employee shall be deemed to have not fulfilled the established conditions during the period of leave without pay. After resuming the original position, the employee may regain his rights and interests within the range of the number of allotments available in the year in which the original position is restored. However, the actual number of shares that the employee can get in the year when he resumes his original job will be reviewed by the chairman of the company after considering relevant factors to re-assess the proportion and time limit for fulfilling the established conditions.
- 5.4.3. When employees fail to meet the Employee Performance Criteria at each issuance period, the Company can buy back RSAs of remaining period in accordance with original price from the employees.
- 5.4.4. f required by the company' s operations, if an employee is required to be transferred to the company' s affiliated company upon request and approval by the company, the chairman of the company may refer to 3.2. for the shares that he has not acquired on the effective date of the transfer of the affiliated company. Factors re-assess the proportion and time frame for achieving the established conditions.
- 5.4.5. If due to job adjustments, such as promotion or transfer to other positions, according to the responsibilities of the new position and future contribution potential (the consideration factors listed in 3.2. of this Code), within the range of the

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page4
			Total 7

number of unowned shares allocated to the employee, The chairman of the company re-approved the proportion and time limit for fulfilling the established conditions.

- 5.4.6. The distribution of allotment dividends to employees during the vesting period, and the company agrees to grant them free of charge. It does not differ depending on whether it has reached the established conditions.
- 5.4.7. Before the vested conditions are fulfilled, the provisions of 5.7. and 5.8. to terminate or cancel the authorization of the company's appointed agent, the company may withdraw all the shares not yet acquired from the employee at the price of each issue.
- 5.5. In case of physical disability or death due to occupational disasters, or deaths caused by non-occupational disasters (ie general deaths), the new shares that have not yet acquired restricted employee rights shall be handled as follows.
 - 5.5.1. For those who are unable to continue their employment due to physical disability due to occupational disasters, the new shares that have not yet acquired the restricted employee rights shall be deemed to have fulfilled all the acquired conditions from the effective date of the employee's resignation.
 - 5.5.2. For those who have died or died due to occupational disasters, the new shares of restricted employee rights that have not yet been acquired shall be deemed to have fulfilled all the acquired conditions on the day of the employee's death. The heir shall complete the statutory necessary procedures and provide relevant supporting documents to apply for receive its inherited shares or disposition of rights and interests.
- 5.6. The Company has bought back RSAs and then cancel accordingly.
- 5.7. Restricted rights before employees meet the vesting conditions:

RSAs under the custody shall not be sold, pledged, transferred, and gave as gifts to others or any other means of disposal.

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page5
			Total 7

- 5.7.1. Voting rights: To be conducted by the Trust in accordance with the relevant laws and regulations.
- 5.7.2. For the RSAs allocated to employees in accordance with this Standard, before the acquired conditions are fulfilled, except for the original shareholders' new share subscription rights without cash capital increase, other rights are the same as those of the company' s issued ordinary shares (including but not Limited to: cash dividends, stock dividends, capital reduction, capital reserve cash (stocks), and any rights and interests allocated due to various legal reasons such as mergers, divisions, and share conversions).
- 5.7.3. From the date when the company' s free allotment ceases to be transferred, the date when the transfer of cash dividends is closed, the date when the transfer of cash capital increase subscriptions ceases to be transferred, the period during which the shareholders' meeting specified in Article 165, Item 3 of the Company Law ceases to transfer, or other legal suspensions that occur based on facts From the transfer period to the base date of the right distribution, employees who meet the acquired conditions during this period will have their acquired shares lifted from the time limit and procedures in accordance with the trust custody contract.
- 5.7.4. The RSAs shall be directly delivered to the trust for safekeeping immediately after issuance. Before the vested conditions are fulfilled, employees shall not request the trustee to return new shares that restrict the rights of employees for any reason or in any way.
- 5.8. Other important agreed matters: During the period when the rights of employees are restricted and the new shares are delivered to the trust, the employees shall, in accordance with Article 106 of the Civil Code, agree in writing that the company may be the party, the beneficiary and the employee' s agent of the trust contract. The company' s sole agency staff and the stock trust agency and the company carry out (including but not limited to) the negotiation, signing, amendment, extension, cancellation, and termination of the trust contract, and instructions on the delivery,

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page6
			Total 7

use and disposal of the trust property.

6. Sign and keep confidential:

- 6.1. After the total number of units to issue new shares, subscription prices, allocation principles, and the list of grantees are determined, the organizer shall notify the employees to sign the "Consent to Restrict Employees' Rights to Receive New Shares", "Competition Prohibition and Confidentiality Consent".
- 6.2. After the granted employee signed the "Consent to Restrict Employees' Rights to Receive New Shares" and "Competition Prohibition and Confidentiality Consent" in accordance with the notice, they will obtain the RSAs. Those who fail to complete the signing in accordance with the regulations shall be deemed to have waived the RSAs.
- 6.3. After signing the "Consent to Restrict Employees' Rights to Receive New Shares" and "Competition Prohibition and Confidentiality Consent", employees shall abide by the confidentiality regulations and shall not disclose the relevant content and personal rights of this case to others.
- 6.4. Any holder of RSAs through this Code shall comply with the relevant provisions of this Code, the "Consent to Restrict Employees' Rights to Receive New Shares", "Competition Prohibition and Confidentiality Consent" and relevant trust regulations, such as Violators shall be deemed to have not met the acquired conditions, and the company may withdraw and cancel the shares that are not yet acquired at each issue price.

7. Taxes:

For the RSAs allocated to employees in accordance with this Code, the relevant taxation shall be handled in accordance with the current tax laws of the Republic of China.

8. Implementation Rules:

The relevant procedures and detailed operation time of the staff list, document sign and other matters of this Standard shall be handled by the staff assigned separately by the company's contractor.

9. Enforcement and amendment:

CCI	Employee Restricted Stock Awards (RSAs) Method of 2022	GN004	Page7
			Total 7

- 9.1. This method shall be implemented after being approved by the Board of Directors, and shall be reported to the competent authority for approval. If amendments are required due to the requirements of the competent authority during the submission review process, the Chairman shall be authorized to revise this method, and issued after being submitted by the Board of Directors for ratification.
- 9.2. If there are any issues that are not covered by this Standard, it is understood to be handled in accordance with relevant laws and regulations.

Cathay Consolidated, Inc.

Comparison Table of Employee Restricted Stock Awards (RSAs) Method of 2022

Content of Article after Amendment	Content of Article before Amendment
5.4.6. <u>The company agrees to pay dividends to employees for free during the vesting period, and pay them to employees on the day when the vested shares are allocated. If they are not vested, the company will take it back.</u>	5.4.6. The distribution of allotment dividends to employees during the vesting period, and the company agrees to grant them free of charge. It does not differ depending on whether it has reached the established conditions.
5.7.3. From the date when the company's free allotment ceases to be transferred, the date when the transfer of cash dividends is closed, the period during which the shareholders' meeting specified in Article 165, Item 3 of the Company Law ceases to transfer, or other legal suspensions that occur based on facts From the transfer period to the base date of the right distribution, employees who meet the acquired conditions during this period will have their acquired shares lifted from the time limit and procedures in accordance with the trust custody contract.	5.7.3. From the date when the company's free allotment ceases to be transferred, the date when the transfer of cash dividends is closed, <u>the date when the transfer of cash capital increase subscriptions ceases to be transferred</u> , the period during which the shareholders' meeting specified in Article 165, Item 3 of the Company Law ceases to transfer, or other legal suspensions that occur based on facts From the transfer period to the base date of the right distribution, employees who meet the acquired conditions during this period will have their acquired shares lifted from the time limit and procedures in accordance with the trust custody contract.
9.3. <u>This method was adopted by the board of directors on June 7, 2022 and revised on May 18, 2023.</u>	9.3. This method was adopted by the board of directors on June 7, 2022 and revised on May 18, 2023.

Directors' Shareholdings & Minimum Shareholdings Required

Follow Securities and Exchange Act Art 26 and 「Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies」, :

1. Directors Shareholdings and Legal Minimum Shareholdings is as follows:

Common shares issued 71,287,687 shares

Legal holding of all directors in number of shares 5,703,014 shares

2. As of June 28, 2023, all board members' shareholdings are as follows:

3.

Position	Name	Shares	
		At the time of appointment	Closing date
Chairman	George Liu	11,752,044	12,151,359
Director	Syu Guang-Huei	0	0
Director	Joanna Hsiao	0	0
Director	Stephen Wendell Howard	0	0
Independent Director	Shih Sin-Chuan	0	0
Independent Director	Pan Sian	0	0
Independent Director	Chen Xian-Zhi	0	0
	Total	11,752,044	12,151,359

CATHAY CONSOLIDATED INC.
Rules of Procedure for Shareholders Meetings

Article 1	To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
Article 2	The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
Article 3	(Convening shareholders meetings and shareholders meeting notices) 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 or supervisors, 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 or supervisors, amendments to the articles of incorporation, Capital reduction, stop public offering, directors' competition permission, surplus capital increase, capital reserve conversion capital the dissolution, merger, or demerger of the corporation, or any matter under of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the securities authority or company, and its website address shall be stated in the notice.

CATHAY CONSOLIDATED INC.
Rules of Procedure for Shareholders Meetings

	The convening of the shareholders' meeting has stated the full re-election of directors and the date of appointment. After the re-election of the shareholders' meeting is completed, the same meeting may not change its appointment date by temporary motion or other means. A shareholder holding 1 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. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, the shareholders' proposal is a proposal to urge the company to promote the public interest or fulfill its social responsibility, and the board of directors still has to include it in the proposal. 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 that it will receive shareholder proposals, written or electronic, 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.
Article 4	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 5 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 2 business days before the meeting date. If

CATHAY CONSOLIDATED INC.
Rules of Procedure for Shareholders Meetings

	the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
Article 5	(Principles determining the time and place of a shareholders meeting) 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
Article 6	(Preparation of documents such as the attendance book) This Corporation shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
Article 7	(The chair and non-voting participants of a shareholders meeting) If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason

CATHAY CONSOLIDATED INC.
Rules of Procedure for Shareholders Meetings

	unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair. When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair. 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 directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves. 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.
Article 8	(Documentation of a shareholders meeting by audio or video) This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
Article 9	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 plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no

CATHAY CONSOLIDATED INC.
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	more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. 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 1 month. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.
Article 10	(Discussion of proposals) If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.
Article 11	If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, relevant motions (including temporary motions and amendments to the original motions) shall be decided on a case-by-case basis which may not be changed without a resolution of the shareholders meeting.

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	The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote, and arrange adequate voting time.
Article 12	(Calculation of voting shares and recusal system) Voting at a shareholders meeting shall be calculated based the number of shares. 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. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder. The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
Article 13	A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act. When the Company convenes a shareholders 'meeting, it may exercise its voting rights in writing or electronically; when it exercises its voting rights in writing or

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	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.
Article 14	(Election of directors and supervisors) The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected. 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 1 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.
Article 15	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. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including statistical weights) record that when there are directors and supervisors, the number of votes for each candidate should be disclosed. During the company's existence, it should be kept permanently.
Article 16	(Public disclosure) 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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange

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	Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.
Article 17	(Maintaining order at the meeting place) Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor." At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
Article 18	(Recess and resumption of a shareholders meeting) When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
Article 19	A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.
Article 20	These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.