

SIXXON TECH. CO., LTD.

2025 Annual General Shareholders' Meeting

Meeting Handbook (Translation)

June, 20, 2025

Place: 703 Meeting Room, 7F., No. 236, Sec. 4, Xinyi Rd., Da' an Dist., Taipei City, Taiwan

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Sixxon Tech. Co., Ltd.

2025 Agenda of Annual General Shareholders' Meeting

Time: 9:30 a.m. Friday, June 20, 2025

Place: 703 Meeting Room, 7F., No. 236, Sec. 4, Xinyi Rd., Da' an Dist., Taipei City, Taiwan (R.O.C.)

Type of Meeting: Physical Meeting

Meeting Agenda

1. Call the Meeting to Order

2. Chairperson's Remarks

3. Report Items

- (1) Business Report of 2024
- (2) Audit Committee's Review Report on the 2024 Financial Statements
- (3) 2024 Remunerations of Employees (Including Managers) and Directors
- (4) 2024 Earnings Distribution for Cash Dividends
- (5) Cash Dividends from Capital Surplus
- (6) The Status of the Unsecured Convertible Bond
- (7) The Status of the Share Repurchase Plans
- (8) Shareholders' Proposal

4. Ratification Items

- (1) Business Report and Financial Statements of 2024
- (2) 2024 Earnings Distribution

5. Discussion Items

- (1) Proposal for Private Placement of Common Shares
- (2) Proposal for Issuing Employee Restricted Stock Awards
- (3) Amendment to the Articles of Association
- (4) To Lift Non-competition Restriction on Board Members

6. Extraordinary Motions

7. Adjournment

Report Items

I.

Report: Business Report of 2024

Explanation: Please refer to Attachment I (page. 15~18) for Business Report of 2024.

II.

Report: Audit Committee's Review Report on the 2024 Financial Statements

Explanation: Please refer to Attachment II (page. 19) for Audit Committee's Review Report.

III.

Report: 2024 Remunerations of Employees (Including Managers) and Directors

Explanation:

1. Process according to Article 34.1 of the Company's Articles of Association.
2. The income before income tax (excluding remuneration of employees and directors) of 2024 is NT\$251,184,311, and the offset for accumulated deficit is NT\$0. The income before income tax (excluding remuneration of employees and directors) is NT\$251,184,311.
3. The Board of Directors has approved that the proposed remuneration of employees is NT\$5,049,000, and the proposed remuneration of directors is NT\$1,005,000. The remunerations are both to be distributed in cash.

IV.

Report: 2024 Earnings Distribution for Cash Dividends

Explanation:

1. According to Article 240, Paragraph 5 of the Company Act and Article 34.10 of the Company's Articles of Association, it is authorized that the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.
2. Cash dividends of NT\$124,000,000 were withdrawn from the distributable earnings of 2024, distributing NT\$4 per share in cash.
3. In case of subsequent changes in the number of outstanding shares of the Company and thus a change in the cash dividend ratio occurs, the Chairman is authorized to adjust the ratio based on the actual number of outstanding shares as of the record date.

4. The cash dividends shall be calculated based on the shareholders' names and their shareholding ratio in the register of shareholders on the record date. The amounts shall be rounded down zero decimal places. The total of fractional amounts less than NT\$1 will be recognized as other income of the Company.
5. The Chairman is authorized to specify the record date and the distribution date.

V.

Report: Cash Dividends from Capital Surplus

Explanation:

1. According to Article 34.10 of the Company's Articles of Association, it is authorized that the capital surplus from the capital premium in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.
2. The capital surplus from the capital premium over par value of NT\$49,600,000 is proposed to distribute to shareholders according to the shareholding ratio in the register of shareholders on the record date, distributing NT\$1.6 per share in cash.
3. In case of subsequent changes in the number of outstanding shares of the Company and thus a change in the ratio of cash distribution from capital surplus occurs, the Chairman is authorized to adjust the ratio based on the actual number of outstanding shares as of the record date.
4. The cash distribution from capital surplus shall be calculated based on the shareholders' names and their shareholding ratio in the register of shareholders on the record date. The amounts shall be rounded down zero decimal places. The total of fractional amounts less than NT\$1 will be recognized as other income of the Company.
5. The Chairman is authorized to specify the record date and the distribution date.

VI.

Report: The Status of the Unsecured Convertible Bond

Explanation:

1. In order to replenish the working capital and purchase machinery and equipment, the Company issued the 1st Unsecured Convertible Bonds (hereinafter referred to as "the Convertible Bonds") as approved by the Financial Supervisory Commission (FSC) by letter No.1130366462 dated December 24th, 2024 for a total amount of NT\$500,000,000. The Convertible Bonds were listed and commenced trading on January 15, 2025.
2. Please refer to Attachment V (page. 28) for the terms and status of conversion of the

Convertible Bonds.

VII.

Report: The Status of the Share Repurchase Plans

Explanation:

1. The Board of Directors resolved the 1st and 2nd Share Repurchase Plans on April 15, 2025.
2. The details of Share Repurchase Plans are as follows:

Share Repurchase Plan No.		1st	2nd
Estimated	Date of the Board of Directors resolution	2025/04/15	2025/04/15
	Purpose of the share repurchase	Transfer of shares to employees	Maintain the Company's credit and shareholders' equity
	Type of shares to be repurchased	Common shares	Common shares
	Ceiling on total monetary amount of the share repurchase	NT\$2,227,045,421	NT\$2,227,045,421
	Scheduled period for the repurchase	2025/04/16 ~2025/05/02	2025/05/05 ~2025/06/13
	Estimated repurchased shares (percentage of total issued shares of the Company)	400,000 shares (1.29%)	800,000 shares (2.58%)
	Repurchase price range	NT\$85.10 ~NT\$150.00	NT\$85.10 ~NT\$150.00
Actual	Actual repurchased shares (percentage of total issued shares of the Company)	Note	
	Actual monetary amount of the share repurchase		
	Ratio of the number of shares that were repurchased to the planned number of shares to be repurchased		
	Status		

Note: The actual execution status of the Share Repurchase Plans will be reported at the shareholders' meeting.

VIII.

Report: Shareholders' Proposal

Explanation:

1. Report on the resolution of proposals submitted by shareholders holding 1% or more of the total number of outstanding shares of the Company.
2. Shareholder account number 3166 submitted a proposal: Recommending establishing a biotechnology company in cooperation with the Company.
3. After review and resolution by the Board of Directors on May 14, 2025, it was determined, in accordance with Article 172-1, Paragraph 4, Subparagraph 1 of the Company Act, that the proposal cannot be settled or resolved by a resolution to be adopted at a shareholders' meeting. Therefore, the proposal will not be included in the agenda at the annual general meeting.

Ratification Items

I.

Proposed by the Board

Proposal: Business Report and Financial Statements of 2024

Explanation:

1. The Company's Consolidated Financial Statements of 2024 were audited by independent auditors, I-Wen, Wang and Kuan-Ying, Kuo of KPMG Taiwan. The Financial Statements and the Business Report have been reviewed by the Audit Committee.
2. Please refer to Attachment I (page. 15~18) for Business Report and Attachment III (page. 20~26) for Independent Auditors' Report and Financial Statements.

Resolution:

II.

Proposed by the Board

Proposal: 2024 Earnings Distribution

Explanation:

1. The net income after tax of 2024 is NT\$245,128,530. After deducting the items adjusted to the current year's unappropriated retained earnings other than the net income after tax of NT\$10,337,814, adding unappropriated retained earnings in previous years of NT\$139,170,903, setting aside the legal reserve of NT\$23,479,072 and reversing the special reserve of NT\$77,310,373, the total amount of unappropriated retained earnings is NT\$427,792,920. According to Article 34.2 of the Company's Articles of Association, the cash dividends of NT\$124,000,000 are proposed to distribute to shareholders. The total amount of unappropriated retained earnings after the distribution will be NT\$303,792,920 and will be reserved for future years.
2. Please refer to Attachment IV (page. 27) for the Company's 2024 Earnings Distribution.

Resolution:

Discussion Items

I.

Proposed by the Board

Proposal: Private Placement of Common Shares

Explanation:

1. In order to bring in strategic investors and strengthen long-term cooperative relationships with the strategic partners for the Company's long-term operation and business development, the Company proposes to conduct the private placement of new common shares for capital increase in cash (hereinafter referred to as "this private placement of common shares") in accordance with Article 43-6 of the Securities and Exchange Act. The total issuance number of new shares for this private placement of common shares is expected to not exceed 3,000,000 shares, with a face value of NT\$10 per share, and the total increased paid-in capital is expected to not exceed NT\$30,000,000.
2. The related procedures will be executed in accordance with Article 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities, as described below:
 - (1) The basis and reasonableness of the private placement pricing:
 - A. For setting the offering price of privately placed shares, the private placement price shall be not lower than 85% of the higher price of the following two basis calculations prior to the Company's price determination date:
 - (A) The simple average closing price of the common shares of the Company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - (B) The simple average closing price of the common shares of the Company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - B. The actual price determination date and the actual private placement price shall be within a range that is no less than the percentage resolved by the shareholders' meeting, and the Board of Directors is authorized to decide based on the aforementioned pricing basis and based on the consideration of the specific persons and market conditions in the future.
 - C. The determination of the private placement price shall be based on the regulations of Directions for Public Companies Conducting Private Placements of Securities. Additionally, considering the Company's future

development prospects and the strict restrictions on the timing, objects and quantity of private placement shares, as well as the restrictions on TWSE listing within three years, poor liquidity and other factors, the setting of this private placement price should be reasonable and will not have a significant impact on shareholders' rights and interests.

(2) The method for selecting the specific persons:

- A. The method for selecting the specific persons is in compliance with Article 43-6 of the Securities and Exchange Act and the directive from the Financial Supervisory Commission dated September 12, 2023 No. 1120383220; and the specific persons are restricted to strategic investors only.
- B. The placees will be limited to the strategic investors:
 - (A) The method and objectives of selecting the placees: Due to the Company's long-term operation and business development needs, priority will be given to selecting the strategic investors that can directly or indirectly benefit the Company's future operations, and can help the Company expand its business and product markets, strengthen customer relationships, or can help to enhance integrated benefits of product development, or to improve technology, and the strategic investors can recognize the Company's business strategy.
 - (B) Necessity: The purpose of selecting the placees of this private placement of common shares is to bring in strategic investors and strengthen long-term cooperative relationships with strategic partners. Through strategic investors, the Company can enhance long-term business competitiveness and operating efficiency, so it has its necessity.
 - (C) Anticipated benefits: It is expected to help the Company reduce operating costs, upgrade product technology, and expand sales markets to improve the Company's future operating performance by leveraging the strategic investors' business experience, product technology, knowledge, brand reputation and market access, and through strategic cooperation, joint product development, market integration or business development cooperation with the strategic investors.
- C. There are currently no confirmed placees.

(3) The reasons for the necessity for conducting this private placement:

- A. Reasons for not using a public offering: Considering factors such as capital market conditions, issuance costs, the timeliness and feasibility of private

placement method, and the restriction that private placement shares cannot be freely transferred within three years, it is better to ensure and strengthen the closer long-term cooperative relationship with strategic partners. Therefore, this time the Company decides to conduct the method of private placement instead of the public offering to increase cash capital and issue new shares.

- B. The limit on the private placement: The total issuance number of new shares for this private placement of common shares will exceed 3,000,000 shares. It will be conducted in one or two times within one year from the date of resolution of the shareholders' meeting.
- C. The use of the funds and the anticipated benefits for each closing of this private placement of common shares are as follows:

Number of closings	Use of the funds	Anticipated benefits
In one closing	To seek opportunities for technical cooperation or strategic alliances with domestic and foreign industrial companies, and at the same time, to increase the Company's operational working capital and meet the Company's long-term operational development needs.	To reduce the Company's operating risks, strengthen the financial structure, and enhance the Company's future operational performance benefits.
In two closings	Both closings aim to seek opportunities for technical cooperation or strategic alliances with domestic and foreign industrial companies, and at the same time, to increase the Company's operational working capital and meet the Company's long-term operational development needs.	Both closings aim to reduce the Company's operating risks, strengthen the financial structure, and enhance the Company's future operational performance benefits.

- (4) There was no significant change in management control within one year before the Board of Directors has resolved to conduct this private placement of common shares plan. Also, the placees will be limited to the strategic investors, which will have a positive contribution to the Company's business development. It is anticipated that the introduction of strategic investors will not result in any significant change in management control within one year from the date of delivery of the private placement common shares.
- (5) Other matters to be stated:
- A. In principle, the rights and obligations of the common shares in this private placement are the same as those of the Company's issued common shares. However, in accordance with Article 43-8 of the Securities and Exchange Act, except for the transfer objects and conditions stipulated in this article, in principle, the common shares of private placement shall not be freely transferred within three years from the date of delivery of the shares. After three years from the date of delivery of the shares, the Company intends to apply for obtaining an approval letter issued by the TWSE that meets the TWSE listing standards in accordance with the Securities and Exchange Act and other relevant regulations, and then apply with the competent authorities for public issuance and the TWSE listing of such common shares in this private placement.
- B. The main contents of this private placement of common shares plan, including the actual issuance number of private placement shares, actual private placement price, selection of placees, base date, issuance terms, planned items, use of funds and progress, anticipated benefits and other related matters etc., as well as all other matters related to the issuance plan, are proposed to be submitted to the shareholders' meeting to authorize the Board of Directors with full power and authority to adjust, decide and handle it based on market conditions. In the future, if there are any changes in laws or regulations, requirements for amendments from the competent authorities, operational assessments, or changes due to objective environmental needs, it is also proposed to authorize the Board of Directors to handle all related matters with full power and authority.
- C. In addition to the scope of authorization mentioned above, it is proposed that the shareholders' meeting authorize the chairman to sign, negotiate and change all contracts and documents related to the private placement of

common shares on behalf of the Company, and to handle all matters related to the issuance of private placement of common shares for the Company.

Resolution:

II.

Proposed by the Board

Proposal: Issuing Employee Restricted Stock Awards

Explanation:

1. In order to attract and retain professional talents, motivate employees and increase employees' cohesion for mutually creating the Company's and shareholders' interests, the Company proposes to issue employee restricted stock awards (hereinafter referred to as "RSAs"). Please refer to Attachment VI (page. 29~33) for Issuance Rules of Employee Restricted Stock Awards for Year 2025 (hereinafter referred to as "Issuance Rules").
2. The details of RSAs issuance are proposed as follows:
 - (1) Total issuance amount: The total issuance amount is NT\$3,100,000, with a par value of NT\$10 per share, totaling 310,000 common shares.
 - (2) Issuance conditions:
 - A. Issue Price: This RSAs issuance will be free of charge.
 - B. Vesting conditions: The individual performance criteria and company operational goals shall both be met in accordance with the Issuance Rules. Besides, the employee shall not violate the Issuance Rules in the year.
 - C. Measures to be taken when employees fail to meet the vesting conditions or in the case of inheritance: In the event that the vesting conditions are not met, all of the unvested RSAs will be reclaimed by the Company at no cost and cancelled. For any other situations not mentioned above, measures will be taken in accordance with the Issuance Rules.
3. Employees eligibility and the number of stocks awarded or subscribed:
 - (1) Limited to full-time regular employees of the Company and the domestic and foreign subsidiaries of the Company who are employed as of the grant date of RSAs.
 - (2) The actual employees awarded and the number of RSAs granted in accordance with the Issuance Rules will be determined based on seniority, job grades and levels, overall contribution, operational conditions and other factors. The allocation standard will also consider the Company's operational needs and business development strategies and will be reviewed by the Chairman. For employees who are managerial officers or directors, the eligibility and the

number awarded shall be first approved by the Remuneration Committee and submitted to the Board of Directors for approval; for employees who are non-managerial officers, the eligibility and the number awarded shall be first approved by the Audit Committee and submitted to the Board of Directors for approval.

- (3) The number of RSAs awarded to a single employee shall be handled in accordance with the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
4. Restrictions on rights before meeting the vesting conditions once the RSAs are subscribed:
 - (1) Employees shall not sell, pledge, transfer, gift to others, create an encumbrance on, or otherwise dispose of the RSAs before vesting conditions are met, except in the case of inheritance.
 - (2) Rights of attending, proposing, speaking, voting, and election at a shareholders' meeting are exercised in accordance with the trust custody agreement.
 - (3) The other rights of the RSAs allocated to employees in accordance with the Issuance Rules, including but not limited to dividends, bonuses, capital surplus allocation rights, and options to increase capital by cash, shall be the same as those of the Company's issued common shares before the vesting conditions are met.
 - (4) Employees who have fulfilled the vesting conditions during the period from the fifteenth business day prior to the date of suspension of transfer of the Company's shares, the book closure date for issuance of bonus shares, the book closure date for cash dividends, or the book closure date for rights issue, to the base date of the rights distribution, and from the base date of capital reduction in the case of a capital reduction, to the day prior to the commencement date of the trading of the shares for the capital reduction and exchange issue, are still not entitled to the rights to vote, receive shares, and receive the dividends.
5. Potential expense amount, dilution to the Company's earnings per share and other impacts on stockholders' equity: Based on the closing price of NT\$178.50 per share on February 27, 2025, the maximum amount that could be expensed under the vesting conditions would be NT\$27,668 thousand, and the annual expense amount under the vesting conditions is estimated at NT\$2,075 thousand, NT\$8,300 thousand, NT\$8,992 thousand, and NT\$8,301 thousand for each of the years from 2025 to 2028, respectively. Based on the existing outstanding ordinary shares on 28 February, 2025, 31,000,000 shares, potential dilution of EPS is estimated at NT\$0.07, NT\$0.26, NT\$0.29, and NT\$0.27 from 2025 to 2028, respectively. Dilution to the Company's

earnings per share is still limited and therefore has no significant impact on shareholders' equity.

6. Other matters

- (1) The Company can separately submit the RSAs to the competent authority several times within one year after the resolution date of shareholders' meeting; the Company can issue all RSAs at one time or separately issue in several times, as appropriate, within two years after the date of receiving the approval from the competent authority.
- (2) After this proposal is submitted to the shareholders' meeting for resolution, the Board of Directors is authorized to apply for issuance to the competent authority in accordance with applicable laws and regulations. Unless otherwise specified by law, the Board of Directors is fully authorized to revise or implement any matters not covered in accordance with relevant laws and regulations.

Resolution:

III.

Proposed by the Board

Proposal: Amendment to the Articles of Association

Explanation:

1. To comply with the revised Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile by Taiwan Stock Exchange Corporation and to meet the Company's practical needs, the Articles of Association is proposed to revise.
2. Please refer to Attachment VII (page. 34~40) for the comparison table of the revision.

Resolution:

IV.

Proposed by the Board

Proposal: To Lift Non-competition Restriction on Board Members

Explanation:

1. To be supported by the specialty and relevant experience of the directors in the Company and to expand business, the agreement of cancelling the non-competition restriction on directors under the condition of none of the Company's interests being damaged is proposed according to Article 209 of the Company Act.
2. Please refer to the table below for the content of the directors proposed to lift non-competition restriction and their positions in other companies:

Directors and their positions in other companies

Job title	Name	Position in other company		Conflict of interest
Independent Director	Yi-Chun, Chen	Whetron Electronics Co., Ltd.	Independent Director	None

Resolution:

Extraordinary Motions

Adjournment

Attachment

(Attachment I)

Sixxon Tech. Co., Ltd. Business Report of 2024

I. 2024 Business Report

(I) 2024 Business plan implementation results:

Sixxon Tech. achieved a net operating revenue of NT\$1,451,874 thousand, net profit after tax of NT\$245,103 thousand, and earnings per share of NT\$7.91 in 2024. The Company mainly sells in the regions covering Asia, Europe and the Americas. About 60% of the operating revenue comes from international auto manufacturers, and nearly 30% comes from industrial application leaders such as lasers and optical communication companies.

Unit: NT\$ thousand; %

Item	2024	2023	Percentage of change
Net operating revenue	1,451,874	1,216,208	19.38
Gross operating profit	321,457	232,367	38.34
Operating income	94,616	58,467	61.83
Net profit before tax	245,422	96,403	154.58
Net profit after tax	245,103	94,620	159.04

As the economy gradually recovered in 2024, customers increased their orders. Revenue from automotive and industrial products grew by 14% and 42%, respectively, with new projects in those sectors. Operating revenue increased by nearly 20% compared to the previous year, which had a positive impact on both gross operating profit and operating income. Additionally, the appreciation of the U.S. dollar resulted in higher foreign exchange gains in 2024, leading to a significant increase in non-operating income compared to the previous year, and overall net profit before tax saw an increase from the previous year.

(II) Budget execution:

According to the current laws and regulations, the Company did not disclose the financial forecasts for 2024. The overall actual operating conditions and performance are roughly equivalent to the business plan formulated internally by the Company.

(III) Analysis of financial income, expenses and profitability:

Unit: %; NT\$

Item		2024	2023
Financial structure	Debt to asset ratio %	14.67	7.20
	Long-term capital to property, plant and equipment %	189.82	258.66
Solvency capability	Current ratio %	468.43	1,725.22
	Quick ratio %	375.43	1,485.54
Profitability	Return on assets %	8.05	3.53
	Return on shareholders' equity %	9.07	3.83
	Net profit margin %	16.88	7.78
	Earnings per share (NT\$)	7.91	3.26

(IV) Research and development status:

Sixxon Tech. is a professional manufacturer of ultra-high-precision metal components. The Company's main technology is in the process research and development of CNC lathes, milling machines, turning/milling automatic lathes, progressive stamping press, surface treatment and so on. The Company uses professional 3D design software as a development assistance tool. The on-site monitoring software is used to maximize equipment availability and efficiency, and precision instruments are used to test quality, ensuring superior product quality. Therefore, in the development process of new products, the focus of research and development is the selection of machinery and equipment, the design of manufacturing processes, the development and manufacturing of fixtures required in the process, and the innovation of testing and inspection tools and automated testing in the process.

The technology developed can be used in the processing of precision metal products in various industries. In addition to providing components and mold products required by various industries such as automotive, industrial, 3C, and medical, the company has been actively developing components related to cooling systems, semiconductors, sports equipment, and drones, with the aim of expanding into new fields in recent years. Under the leadership of a professional R&D team, in addition to inviting experts and scholars in specialized fields into the plants for guidance, Sixxon Tech. also recruits international talents to improve R&D and technological efficiency, so that the Company has the advantages in quality and technology to win customers in different products and markets.

II. Summary of the 2025 Business Plan

(I) Business Approach:

In 2025, Sixxon Tech. will also focus on using its existing technology and experience to strengthen business cooperation with existing customers and continue developing various new products. The Company keeps to strive for new project, expands into new fields and co-develops various new items with potential customers, especially for cooling systems, sports equipment, semiconductors, optical communication and drone-related products.

While maintaining high quality of products, the Company works on increasing the proportion of automated production lines and optimizing the processes to reduce production costs at the same time.

After the supply chain restructuring due to geopolitical conflicts, Southeast Asian countries which are close to China, offering labor cost advantages and large markets potential, have become the priority areas for international manufacturers; Thailand is the center of the automotive industry and precision industry manufacturing in the ASEAN region. As the forerunner of the New Southbound Project, Sixxon Tech. has been deeply rooted in the local area for many years and has great advantages. It will be a favorable factor for future development.

(II) Expected sales volume and basis:

The Company's expected shipment volume in 2025 is expected to continue to grow due to the increase in original product orders from major customers and the gradual entry of new products into mass production. The increase in estimated shipment volume this year is based on the long-term demand forecast provided by customers, new project development progress and production capacity planning.

(III) Important production and sales policies:

In terms of Sixxon Tech.'s production policy, the Company provides customers with total product solutions with its competitive advantages such as one-stop production, advanced manufacturing processes, and high-quality yields. The Company also focuses on providing high-quality and high-yield products to keep a stable cooperative relationship with customers. In 2024, the Company invest in the new plant construction, plant 5, and actively develop new processes and expand the production capacity to meet the mass production plan for new customers and new products. In terms of sales policy, the goal is to satisfy the needs of existing customers and actively strive for new orders; develop potential customers and fully cooperate with new customers to develop the products they need.

III. Future Development Strategies of the Company

Looking forward to the future, the application of technology products will become more diversified and popular, and the fields such as new energy vehicles, 5G communications, semiconductors, cooling systems and medical products will rapidly upgrade the demand for new products, new materials, and new processes, coupled with the trend of demand for miniaturization, lightweight, and durability in end products, the market demand for high-precision components will also increase. Sixxon Tech. will continue to focus on high-precision product development and machine investment, and provide customers with high value-added integrated services by accelerating technological innovation and product upgrades. With the joint efforts of the team, we hope to actively develop customers at home and abroad and strengthen strategic cooperation with our advanced R&D technology and production strength, so as to expand the Company's operating scale and diversification and create better operating results.

IV. Impacts from the external competitive environment, regulatory environment and overall business environment

After the impacts of the COVID-19, Russia-Ukraine War, chip shortages, and energy crisis in recent years, various industries have gradually recovered. In addition, the development of new energy vehicles and the restructuring of the supply chain after the geopolitical conflicts, Thailand has not only become the largest automotive production country in Southeast Asia and a key export base for top automotive manufacturers in the world, industrial activities have also gradually increased under the 4.0 policy in Thailand. Sixxon Tech., as a Taiwanese company operating in Thailand for many years, we have more obvious geographical advantages. Also, continuous improvements in cost and quality control have enabled us to meet the needs and expectations of customers.

As the sustainability laws and regulations are becoming more comprehensive, the governments of various countries continue to introduce new laws and regulations. In response to the rapid changes in the overall environment, the Taiwan government has successively launched many reform plans and public offering regulations. In order to keep pace with the international environment and maintain competitiveness, adhering to the Company's principle of sustainable operation, we actively cooperate with the implementation of various international and government policies, continuously improve our international competitiveness, and continues to make efforts to maximize the shareholders rights under the premise of financial transparency.

Sixxon Tech. Co., Ltd.

President: Chin-Wei, Lu

General Manager: Jung-Lin, Ger

Accounting Officer: Wei-Neng, Wang

(Attachment II)

Sixxon Tech. Co., Ltd.

Audit Committee's Review Report

The Board of Directors prepared and sent the Company's 2024 annual business report, consolidated financial statements and earnings distribution proposal, among which the consolidated financial statements have been audited by the CPA firm, KPMG Taiwan as appointed by the Board of Directors, to which an independent auditor's report has been issued.

The above-mentioned business report, consolidated financial statements and earnings distribution proposal have been reviewed by the Audit Committee. Please review.

Sincerely,

2025 Annual General Shareholders' Meeting of the Company

Sixxon Tech. Co., Ltd.

Audit Committee Convener: Yi-Chun, Chen

March 14, 2025



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Independent Auditors' Report

To the Board of Directors of Sixxon Tech. Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Sixxon Tech. Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Operating Revenue

Please refer to note 4(n) "Revenue" of the consolidated financial statements for the accounting policy related to recognition of the operating revenue. Please refer to note 6(r) "Revenue from contracts with customers" of the consolidated financial statements for accounting information related to revenue recognition.

Description of key audit matter:

Sixxon Tech. Co., Ltd. and its subsidiaries are primarily engaged in manufacturing and sales of automotive components, the amount and changes in operating revenue may affect users' understanding of the overall financial statements. Sales revenue is the main indicator of whether the company's financial goals have been achieved. In order to meet investor expectations, sales revenue influences management's business decisions. The transaction terms involve many manual operations and judgments, and each sale requires confirmation that control of the goods has been transferred to the customer. Therefore, there is a significant risk of material misstatement due to incorrect judgment of the timing of revenue recognition around the balance sheet date. This requires auditors to pay close attention, making it the key audit matter for this audit.

Audit procedure:

Our principal audit procedures included: understand and assess the accounting policy of operating revenue, understand and assess the operating effectiveness of control related to cut-off of sales revenue, inspect the transaction terms of the contracts, perform test of controls surrounding the good deliveries and issuance of sale invoices, and perform sales cut-off testing around the balance sheet date to assess whether the operating revenue of the Group was recognized in the correct accounting period.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IFRIC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partners on the audit resulting in this independent auditors' report are Wang, I-Wen and Kuo, Kuan-Ying.

KPMG

Taipei, Taiwan (Republic of China)
March 14, 2025

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and its cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
SIXXON TECH. CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note (6)(a))	\$ 761,251	23	968,155	34	2120	Current financial liabilities at fair value through profit or loss (note (6)(b))	\$ -	-	2,995	-
1136	Current financial assets at amortized cost (note (6)(c))	131,140	4	184,230	7	2170	Accounts payable	112,649	3	48,283	2
1170	Accounts receivable, net (including related parties) (notes (6)(d) and (7))	392,905	12	330,130	12	2200	Other payables (note (6)(k))	223,309	7	45,936	1
1310	Inventories, net (note (6)(e))	316,725	10	237,449	8	2230	Current income tax liabilities	106	-	198	-
1470	Other current assets (note (6)(i))	<u>73,762</u>	<u>2</u>	<u>30,756</u>	<u>2</u>	2280	Current lease liabilities (note (6)(l))	572	-	662	-
		<u>1,675,783</u>	<u>51</u>	<u>1,750,720</u>	<u>63</u>	2300	Other current liabilities	<u>21,105</u>	<u>1</u>	<u>3,404</u>	<u>-</u>
Non-current assets:								<u>357,741</u>	<u>11</u>	<u>101,478</u>	<u>3</u>
1510	Non-current financial assets at fair value through profit or loss(note (6)(b))	13,073	-	-	-	Non-current liabilities:					
1600	Property, plant and equipment (notes (6)(f) and (8))	1,534,031	47	1,050,380	37	2580	Non-current lease liabilities (note (6)(l))	-	-	572	-
1755	Right-of-use assets (note (6)(g))	612	-	1,346	-	2600	Provisions for employee benefits, non-current (note (6)(m))	<u>121,994</u>	<u>4</u>	<u>101,007</u>	<u>4</u>
1780	Intangible assets (note (6)(h))	3,652	-	3,308	-	Total liabilities		<u>479,735</u>	<u>15</u>	<u>203,057</u>	<u>7</u>
1900	Other non-current assets (notes (6)(i), (7) and (8))	<u>42,476</u>	<u>2</u>	<u>12,658</u>	<u>-</u>	Equity(notes (6)(o) and (p)):					
		<u>1,593,844</u>	<u>49</u>	<u>1,067,692</u>	<u>37</u>		Equity attributable to owners of parent :				
						3100	Share capital	310,000	10	310,000	11
						3200	Capital surplus	1,946,655	60	1,993,155	71
						3310	Legal reserve	80,029	2	71,053	3
						3320	Special reserve	81,087	2	97,483	3
						3350	Unappropriated retained earnings	373,962	11	224,751	8
						3400	Other equity	<u>(3,777)</u>	<u>-</u>	<u>(81,087)</u>	<u>(3)</u>
							Total equity attributable to owners of parent	<u>2,787,956</u>	<u>85</u>	<u>2,615,355</u>	<u>93</u>
						3600	Non-controlling interests	<u>1,936</u>	<u>-</u>	<u>-</u>	<u>-</u>
						Total equity		<u>2,789,892</u>	<u>85</u>	<u>2,615,355</u>	<u>93</u>
Total assets		<u>\$ 3,269,627</u>	<u>100</u>	<u>2,818,412</u>	<u>100</u>	Total liabilities and equity		<u>\$ 3,269,627</u>	<u>100</u>	<u>2,818,412</u>	<u>100</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

SIXXON TECH. CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue, net (note (6)(r))	\$ 1,451,874	100	1,216,208	100
5000	Operating costs (notes (6)(e), (m) and (12))	<u>1,130,417</u>	<u>78</u>	<u>983,841</u>	<u>81</u>
	Gross profit from operations	<u>321,457</u>	<u>22</u>	<u>232,367</u>	<u>19</u>
	Operating expenses (notes(6)(m), (p), (s), (7) and (12)):				
6100	Selling expenses	80,048	5	49,048	4
6200	Administrative expenses	86,336	6	70,986	6
6300	Research and development expenses	63,384	4	50,630	4
6450	Expected credit losses (reversal gains) (note (6)(d))	<u>(2,927)</u>	<u>-</u>	<u>3,236</u>	<u>-</u>
	Total operating expenses	<u>226,841</u>	<u>15</u>	<u>173,900</u>	<u>14</u>
6900	Operating income	<u>94,616</u>	<u>7</u>	<u>58,467</u>	<u>5</u>
	Non-operating income and expenses:				
7100	Interest income	49,073	3	31,882	3
7190	Other income	192	-	630	-
7020	Other gains and losses	423	-	5,116	-
7230	Foreign exchange gains, net (note (6)(t))	104,099	7	1,674	-
7235	Losses on financial assets or liabilities at fair value through profit or loss(note(6)(t))	<u>(2,730)</u>	<u>-</u>	<u>(1,105)</u>	<u>-</u>
7510	Interest expense (note (6)(l))	<u>(34)</u>	<u>-</u>	<u>(23)</u>	<u>-</u>
7590	Miscellaneous disbursements	<u>(217)</u>	<u>-</u>	<u>(238)</u>	<u>-</u>
		<u>150,806</u>	<u>10</u>	<u>37,936</u>	<u>3</u>
7900	Income before income tax	<u>245,422</u>	<u>17</u>	<u>96,403</u>	<u>8</u>
7950	Less: Income tax expenses (note (6)(n))	<u>319</u>	<u>-</u>	<u>1,783</u>	<u>-</u>
	Net income	<u>245,103</u>	<u>17</u>	<u>94,620</u>	<u>8</u>
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurements of defined benefit plans	(10,338)	-	(4,858)	-
8360	Items that may be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	<u>77,469</u>	<u>5</u>	<u>16,396</u>	<u>1</u>
8300	Other comprehensive income, net	<u>67,131</u>	<u>5</u>	<u>11,538</u>	<u>1</u>
8500	Total comprehensive income	<u>\$ 312,234</u>	<u>22</u>	<u>106,158</u>	<u>9</u>
	Profit, attributable to:				
	Profit, attributable to owners of parent	\$ 245,129	17	94,620	8
	Profit, attributable to non-controlling interests	<u>(26)</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Net income	<u>\$ 245,103</u>	<u>17</u>	<u>94,620</u>	<u>8</u>
	Comprehensive income attributable to:				
	Comprehensive income, attributable to owners of parent	\$ 312,101	22	106,158	9
	Comprehensive income, attributable to non-controlling interests	<u>133</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>\$ 312,234</u>	<u>22</u>	<u>106,158</u>	<u>9</u>
	Earnings per share (note (6)(q)):				
9750	Basic earnings per share (NT dollars)	<u>\$ 7.91</u>		<u>3.26</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ 7.90</u>		<u>3.26</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

SIXXON TECH. CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

			Retained earnings			Other equity	Total equity	Non-controlling	Total
	Ordinary	Capital	Legal	Special	Unappropriated	Exchange			
	share	surplus	reserve	reserve	retained earnings	differences on	attributable to	interests	equity
						translation of	owners of		
						foreign financial	parent		
						statements			
Balance at January 1, 2023	\$ 275,000	1,690,575	41,255	-	413,520	(97,483)	2,322,867	-	2,322,867
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	29,798	-	(29,798)	-	-	-	-
Special reserve appropriated	-	-	-	97,483	(97,483)	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(151,250)	-	(151,250)	-	(151,250)
Net income for the year ended December 31, 2023	-	-	-	-	94,620	-	94,620	-	94,620
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	(4,858)	16,396	11,538	-	11,538
Comprehensive income for the year ended December 31, 2023	-	-	-	-	89,762	16,396	106,158	-	106,158
Capital increase by cash	35,000	302,239	-	-	-	-	337,239	-	337,239
Share-based payment transaction	-	341	-	-	-	-	341	-	341
Balance at December 31, 2023	310,000	1,993,155	71,053	97,483	224,751	(81,087)	2,615,355	-	2,615,355
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	8,976	-	(8,976)	-	-	-	-
Reversal of special reserve appropriated	-	-	-	(16,396)	16,396	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(93,000)	-	(93,000)	-	(93,000)
Cash dividends distributed from capital surplus	-	(46,500)	-	-	-	-	(46,500)	-	(46,500)
Net income for the year ended December 31, 2024	-	-	-	-	245,129	-	245,129	(26)	245,103
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	(10,338)	77,310	66,972	159	67,131
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	234,791	77,310	312,101	133	312,234
Changes in non-controlling interests	-	-	-	-	-	-	-	1,803	1,803
Balance at December 31, 2024	\$ 310,000	1,946,655	80,029	81,087	373,962	(3,777)	2,787,956	1,936	2,789,892

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
SIXXON TECH. CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities:		
Income before income tax	\$ 245,422	96,403
Adjustments:		
Depreciation expense	185,310	167,228
Amortization expense	1,624	2,072
Expected credit losses (reversal gain)	(2,927)	3,236
Losses on financial assets or liabilities at fair value through profit or loss	2,730	1,105
Interest expense	34	23
Interest income	(49,073)	(31,882)
Share-based compensation cost	-	341
Gain on disposal of property, plant and equipment	(423)	(5,130)
Total adjustments to reconcile profit	<u>137,275</u>	<u>136,993</u>
Changes in operating assets and liabilities:		
Increase in financial assets or liabilities at fair value through profit or loss	(3,798)	(5,233)
Increase in accounts receivable (including related parties)	(59,836)	(39,958)
(Increase) decrease in inventories	(79,276)	56,871
Increase in other current assets	(44,237)	(544)
Increase (decrease) in accounts payable	64,366	(18,929)
Increase (decrease) in accrued expense and other payables	8,296	(4,586)
Increase (decrease) in other current liabilities	17,701	(2,789)
Increase in provisions for employee benefits	10,649	3,831
Total adjustments	<u>(86,135)</u>	<u>(11,337)</u>
Cash inflow generated from operations	296,562	222,059
Interest received	50,304	29,845
Interest paid	(34)	(23)
Income taxes paid	(411)	(1,925)
Net cash flows from operating activities	<u>346,421</u>	<u>249,956</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(15,000)	-
Acquisition of financial assets at amortized cost	-	(97,164)
Disposal of financial assets at amortized cost	65,979	-
Acquisition of property, plant and equipment	(409,010)	(140,564)
Proceeds from disposal of property, plant and equipment	744	5,241
Acquisition of intangible assets	(1,792)	(1,252)
Increase in other non-current assets	(629)	(73)
(Increase) decrease in prepayments of equipment	(29,189)	3,443
Net cash flows used in investing activities	<u>(388,897)</u>	<u>(230,369)</u>
Cash flows from financing activities:		
Payment of lease liabilities	(662)	(224)
Cash dividends paid	(139,500)	(151,250)
Capital increase by cash	-	337,239
Change in non-controlling interests	1,803	-
Net cash flows (used in) from financing activities	<u>(138,359)</u>	<u>185,765</u>
Effect of exchange rate changes on cash and cash equivalents	(26,069)	12,441
Net (decrease) increase in cash and cash equivalents	(206,904)	217,793
Cash and cash equivalents at beginning of period	968,155	750,362
Cash and cash equivalents at end of period	<u>\$ 761,251</u>	<u>968,155</u>

See accompanying notes to consolidated financial statements.

(Attachment IV)

Sixxon Tech. Co., Ltd.
2024 Earnings Distribution

(New Taiwan Dollars)

Item	Amount	
	Subtotal	Total
Beginning balance of unappropriated retained earnings		139,170,903
Add: Net income after tax of 2024	245,128,530	234,790,716
Less: Other Comprehensive Income		
- Remeasurements of defined benefit plans	(10,337,814)	
Net income after tax of this year and the items adjusted to the current year's unappropriated retained earnings other than the net income after tax		
Less: Legal reserve (10%)		
Add: Reversal of special reserve		77,310,373
Unappropriated retained earnings		427,792,920
Less: Distribution of dividends to shareholders (Cash dividends NT\$4.0 per share)		(124,000,000)
Ending balance of unappropriated retained earnings		303,792,920

President: Chin-Wei, Lu

General Manager: Jung-Lin, Ger

Accounting Officer: Wei-Neng, Wang

(Attachment V)

Sixxon Tech. Co., Ltd.

Issuance and Conversion of the Unsecured Convertible Bonds

Name	Sixxon Tech. Co., Ltd. 1 st Unsecured Convertible Bond
Reason of issuance	Replenish working capital and/or purchase machinery and equipment
Issue price	NT\$100,000 each bond, total 5,000 bonds are issued, issued at 105.25% of face value Total issued face value: NT\$500,000,000 Total actual issuance amount: NT\$526,250,570
Issue conditions	Duration: 3 years (January 15, 2025 - January 15, 2028) Unsecured, Coupon rate: 0% The conversion price at the time of issuance was NT\$212. The latest effective date for the conversion price is January 15, 2025, and the conversion price is NT\$212.
Conversion situation	As of the date for suspension of share transfer for the shareholders' meeting, there is no conversion situation of this bond, with an issue balance of NT\$500,000,000.

Sixxon Tech. Co., Ltd.

Issuance Rules of Employee Restricted Stock Awards for Year 2025

Article 1 Issue Purpose

In order to attract and retain professional talents, motivate employees and increase employees' cohesion for mutually creating the Company's and shareholders' interests and ensuring alignment of employees' interests with shareholders' interests, the Company has constituted the Issuance Rules of Employee Restricted Stock Awards (hereinafter referred to as the "RSAs") for Year 2025 (hereinafter referred to as "Issuance Rules"), in accordance with Article 267, Paragraph 9 of the Company Act, "Regulations Governing the Offering and Issuance of Securities by Foreign Issuers", and mutatis mutandis "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the "Regulations") promulgated by the Financial Supervisory Commission.

Article 2 Issue Period

The Company can issue all RSAs at one time or separately issue in several times, as appropriate, within two years after receiving the notification of effective registration from the competent authority. The actual issuance date and related matters shall be determined by the Chairman as authorized by the Board of Directors.

Article 3 Eligibility Criteria

- I. Employees eligible for subscription are limited to full-time regular employees of the Company and the subsidiaries of the Company who are employed as of the grant date of RSAs. The subsidiaries are in accordance with the regulations issued by the Financial Supervisory Commission, document No.1070121068.
- II. The actual employees awarded and the number of RSAs granted in accordance with the Issuance Rules will be determined based on seniority, job grades and levels, overall contribution, operational conditions and other factors. The allocation standard will also consider the Company's operational needs and business development and will be reviewed by the Chairman. For employees who are managerial officers or directors, the eligibility and the number awarded shall be first approved by the Remuneration Committee and submitted to the Board of Directors for approval; for employees who are non-managerial officers, the eligibility and the number awarded shall be first approved by the Audit Committee and submitted to the Board of Directors for approval.
- III. The cumulative number of shares subscribable by a single employee of employee share warrants issued by the Company under Article 56-1, Paragraph 1 of the Regulations, in combination with the cumulative number of RSAs obtained by a single employee, may not exceed 0.3 percent of the Company's total issued shares.

Additionally, the above in combination with the cumulative number of shares subscribable by a single employee of employee share warrants issued by the Company under Article 56, Paragraph 1 of the Regulations, may not exceed 1 percent of the Company's total issued shares.

Article 4 Total Issuance Amount

The total issuance amount is NT\$3,100,000, with a par value of NT\$10 per share, totaling 310,000 common shares.

Article 5 Vesting Conditions and Restricted Rights of Shares

- I. Issue price: This issuance is free of charge, with a price of NT\$0 per share.
- II. Type of issued shares: Common shares. The rights and obligations of the shares are the same as those of other outstanding common shares, except as provided in Paragraph VI of this Article.
- III. Vesting conditions:
 - (I) Employees who remain employed on each respective vesting date and simultaneously achieve the individual performance evaluation criteria and company operational goals set by the Company shall be entitled to the following percentages of shares upon each vesting date:
 - i. After subscribing, complete one year of service: 30%
 - ii. After subscribing, complete two years of service: 30%
 - iii. After subscribing, complete three years of service: 40%The vested shares mentioned above shall be calculated by rounding to the nearest whole number.
 - (II) Individual performance evaluation criteria: The performance rating for the most recent year of the vesting period must be at least grade B, and the employee must meet the individual performance standards set by the Company and agreed upon between the Company and the individual employee.
 - (III) Company operational goals: Based on the audited and certified consolidated financial statements by a CPA for the most recent year of the vesting period, the following conditions must be met:
 - i. After subscribing, complete one year of service: The operating profit margin for the most recent year of the vesting period must be greater than the average operating profit margin of the preceding two years' audited and certified financial statements plus 5%.
 - ii. After subscribing, complete two years of service: The operating profit margin for the most recent year of the vesting period must be greater than the average operating profit margin of the preceding two years' audited and certified financial statements plus 3%.

- iii. After subscribing, complete three years of service: The operating profit margin for the most recent year of the vesting period must be greater than the average operating profit margin of the preceding two years' audited and certified financial statements plus 1%.
- IV. In the event that the vesting conditions of the RSAs are not met, the Company shall, in accordance with the Issuance Rules, reclaim the shares from the employee at no cost. The RSAs reclaimed by the Company will be canceled.
- V. In the following circumstances, unvested RSAs shall be handled as below:
 - (I) Voluntary resignation, dismissal, layoff, or retirement: The unvested RSAs shall be deemed not to meet the vesting conditions from the date of the event. The company shall reclaim the shares without compensation.
 - (II) Violation of laws, labor contracts, work rules, employee code of conduct, or disciplinary regulations and related agreements: the Company may, depending on the severity of the situation, reclaim the unvested shares from the employee without compensation.
 - (III) Transfer to affiliated companies: The rights of the employees holding unvested RSAs shall be unchanged when such employees are designated and transferred to any affiliated company of the Company for operational purposes.
 - (IV) Unpaid leave: Employees who are on unpaid leave, as approved by the Company in accordance with government regulations or due to reasons such as major personal illnesses, significant family emergencies, or overseas studies, shall be deemed not to have fulfilled the vesting conditions for the RSAs. However, their rights may be reinstated upon their return to work, provided that the vesting conditions shall be deferred accordingly for the duration of the leave.
 - (V) Death or disability due to occupational injury:
 - i. In the event of death, any unvested RSAs shall be deemed fully vested. The heir(s) may apply to receive the inherited shares or related proceeds upon completion of the legally required procedures and submission of relevant supporting documents.
 - ii. In the event that an employee becomes physically disabled due to an occupational injury and is unable to work, all unvested RSAs shall become fully vested upon the employee's resignation.
 - (VI) Before fulfilling the vesting conditions, if the employees violate the regulations stipulated in Paragraph VII of this Article by terminating or revoking the authorization granted by the Company, the Company will reclaim the issued shares without compensation.
- VI. Restrictions on rights of shares before meeting the vesting conditions:
 - (I) Employees shall not sell, pledge, transfer, gift to others, create an encumbrance on, or otherwise dispose of the RSAs before vesting conditions are met, except in the case of inheritance.

- (II) Rights of attending, proposing, speaking, voting, and election at a shareholders' meeting are exercised in accordance with the trust custody agreement.
- (III) The other rights of the RSAs allocated to employees in accordance with the Issuance Rules, including but not limited to dividends, bonuses, capital surplus allocation rights, and options to increase capital by cash, shall be the same as those of the Company's issued common shares before the vesting conditions are met.
- (IV) Employees who have fulfilled the vesting conditions during the period from the fifteenth business day prior to the date of suspension of transfer of the Company's shares, the book closure date for issuance of bonus shares, the book closure date for cash dividends, or the book closure date for rights issue, to the base date of the rights distribution, and from the base date of capital reduction in the case of a capital reduction, to the day prior to the commencement date of the trading of the shares for the capital reduction and exchange issue, are still not entitled to the rights to vote, receive shares, and receive the dividends.

VII. Other agreements:

- (I) After issuance, the RSAs must be immediately delivered to the trust custody institution designated by the Company. A trust agreement will be carried out between the trust custody institution and the Company or a person appointed by the Company on behalf of the employee.
- (II) During the period when the RSAs are held in trust or custody, the Company shall be fully authorized to represent the employee in negotiating, signing, amending, extending, revoking, terminating the trust or custody agreement with the trust custody institution, and giving instructions regarding the delivery, use and disposal of the trust of custody property.

Article 6 Signing and Confidentiality

- I. Employees who are allocated RSAs must complete the signing of the “RSAs Receipt and Consent Form” and follow the relevant custodial procedures as notified by the responsible unit of the Company before they have the right to acquire the RSAs. Employees who fail to sign the relevant documents shall be deemed to lose their eligibility for the RSAs.
- II. Any rights-holder of the RSAs and their derivative benefits pursuant to the Issuance Rules shall comply with the Issuance Rules and the “RSAs Receipt and Consent Form.” Employees who have signed the consent form shall follow confidentiality rules and shall not disclose any contents or personal interests to others. Anyone who breaks the rules will be considered out of vesting conditions, and the Company may reclaim the shares without compensation and cancel them.

Article 7 Taxes

Taxes related to the RSAs allocated under the Issuance Rules shall be handled in accordance with the prevailing tax laws and regulations of Taiwan (R.O.C.)

Article 8 Implementation Rules

The relevant procedures and detailed schedule regarding the list of eligible employees or the signing process under this Issuance Rules will be separately notified to the employees by the responsible unit of the Company.

Article 9 Implementation and Amendment

- I. The Issuance Rules shall be in effect after obtaining approval by a majority vote of a Board of Directors meeting at which two-thirds or more of the directors are present, as well as approval by the competent authorities. During the review process, if the competent authorities require an amendment, the Chairman is authorized to amend the Issuance Rules accordingly and then submit the amendments to the Board of Directors for ratification before issuance.
- II. Any matters not covered in the Issuance Rules shall be handled in accordance with the relevant laws and regulations.

Comparison Table for the Articles of Incorporation

Before Amendment	After Amendment	Explanation
Cover		
THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Sixxon Tech. Co., Ltd. 六方科技股份有限公司 - Incorporated on January 20th, 2020 (as adopted by a Special Resolution dated, <u>June 20th 2023</u>)	THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Sixxon Tech. Co., Ltd. 六方科技股份有限公司 - Incorporated on January 20th, 2020 (as adopted by a Special Resolution dated, <u>June 20th 2025</u>)	Update the date on which the revised Memorandum of Association approved by the shareholders' meeting.
Outline		
THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF	THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF	Update the date on which the revised Memorandum of Association approved by the shareholders' meeting.

Before Amendment	After Amendment	Explanation
Sixxon Tech. Co., Ltd. 六方科技股份有限公司 (as adopted by a Special Resolution dated, <u>June 20th 2023</u>)	Sixxon Tech. Co., Ltd. 六方科技股份有限公司 (as adopted by a Special Resolution dated, <u>June 20th 2025</u>)	
Articles		
THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Sixxon Tech. Co., Ltd. 六方科技股份有限公司 (as adopted by a Special Resolution dated, <u>June 20th 2023</u>)	THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Sixxon Tech. Co., Ltd. 六方科技股份有限公司 (as adopted by a Special Resolution dated, <u>June 20th 2025</u>)	Update the date on which the revised Memorandum of Association approved by the shareholders' meeting.
3.2 The Company shall not issue Shares to bearer.	3.2 The Company shall not issue Shares to bearer. <u>The company choosing to issue shares with par value shall not convert its Shares into no par value shares; choosing to issue no par value shares shall not convert its Shares into par value shares, either.</u>	According to "Checklist for matters protecting the rights and interests of shareholders in the place of registration of foreign issuers" (hereinafter referred to as " 2024 Protection of Shareholders' Rights and Interests

Before Amendment	After Amendment	Explanation
		" announced of its amendments on May 13, 2025 by the Taiwan Stock Exchange, the company choosing to issue shares with par value shall not convert its Shares into no par value shares; choosing to issue no par value shares shall not convert its Shares into par value shares, either.
17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot	17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot	Coordinating with revision of " 2024 Protection of Shareholders' Rights and Interests ", revising the paid-in capital to be "more than NT\$2,000,000,000".

Before Amendment	After Amendment	Explanation
and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than New Taiwan Dollars 10,000,000,000 paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors is more than (including) 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.	and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than New Taiwan Dollars ~~210~~,000,000,000 paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors is more than (including) 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.	
25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six (6) consecutive months may in writing request the Independent Directors of the Audit Committee to bring	25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six (6) consecutive months may in writing request the Independent Directors of the Audit Committee to bring	According to Amending Item 4 of Article 14-4 of the Securities and Exchange Act of the R.O.C. (amendments on

Before Amendment	After Amendment	Explanation
action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C.) as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.	action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C.) as the court of first instance. <u>The Audit Committee shall decide on the initiation of litigation by consensus and shall appoint a representative to file the lawsuit either individually or jointly.</u> If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.	May 30, 2023), the articles clearly stipulate that the Audit Committee shall file a lawsuit against the directors by collegiality, and the Audit Committee shall select representatives to file the lawsuit individually or jointly.
32.7 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the board of Directors for resolution: (a) Adoption or amendment of an internal control system of the Company; (b) Assessment of the effectiveness of the internal control system; (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading,	32.7 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the board of Directors for resolution: (a) Adoption or amendment of an internal control system of the Company; (b) Assessment of the effectiveness of the internal control system; (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading,	According to Amending Item 2 and Item 3 of Article 14-5 of the Securities and Exchange Act of the R.O.C. (amendments on May 30, 2023), if, for good cause, it is impossible to hold a meeting of the Audit Committee, the matters in the subparagraphs of the preceding paragraph shall be adopted with the approval of two-thirds or more of all Directors. However,

Before Amendment	After Amendment	Explanation
extension of monetary loans to others, or endorsements or guarantees on behalf of others; (d) A matter where a Director has a personal interest; (e) A material asset or derivatives transaction; (f) A material monetary loan, endorsement, or provision of guarantee; (g) The offering, issuance, or Private Placement of any equity-type securities; (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto; (i) The appointment or removal of a financial, accounting, or internal auditing officer; (j) Annual financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant; (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and	extension of monetary loans to others, or endorsements or guarantees on behalf of others; (d) A matter where a Director has a personal interest; (e) A material asset or derivatives transaction; (f) A material monetary loan, endorsement, or provision of guarantee; (g) The offering, issuance, or Private Placement of any equity-type securities; (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto; (i) The appointment or removal of a financial, accounting, or internal auditing officer; (j) Annual financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant; (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and	the matters in item (j) above shall still require the opinion of the Independent Directors indicating their approval..

Before Amendment	After Amendment	Explanation
(l) Any other matters in accordance with the Applicable Public Companies Rules. Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the Audit Committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.	(l) Any other matters in accordance with the Applicable Public Companies Rules. Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the Audit Committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting. <u>If, for good cause, it is impossible to hold a meeting of the Audit Committee, the matters in the subparagraphs of the preceding paragraph shall be adopted with the approval of two-thirds or more of all Directors. However, the matters in item (i) above shall still require the opinion of the Independent Directors indicating their approval.</u>	

Appendix

(Appendix I)

Sixxon Tech. Co., Ltd

Rules Governing the Conduct of 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.
Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.
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.
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. 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. 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. This Corporation 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:

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.

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.

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 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 (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.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

Article 6 (Preparation of documents such as the attendance book)

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") 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. 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.

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, 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 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 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

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:
 - 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.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
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. Except in the circumstances set out in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

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 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 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 one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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.

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.

In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

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, and the shares checked in on the virtual meeting platform, 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 disclose

information concerning the number of nonvoting shares 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 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. 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.

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. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. 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, call for a vote, and schedule sufficient time for voting.

Article 11 (Shareholder speech)

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

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

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

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

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

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. The regulations in paragraphs 1 to 5 do not apply.

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.

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 three 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 this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles

of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

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.

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.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 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.

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.

The election of directors 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 the numbers of votes. And the list of unsuccessful directors and supervisors and the number of voting rights obtained. 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 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.

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 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. The minutes shall be retained for the duration of the existence of this Corporation.

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.

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.

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, 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.

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.

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.

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.

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

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders 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.

Article 20 (Location of the chair and secretary of virtual-only shareholders meeting)

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.

Article 21 (Handling of disconnection)

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.

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.

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.

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.

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.

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. 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.

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.

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 Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

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. Except in the circumstances set out in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

Article 23 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION**

OF

Sixxon Tech. Co., Ltd.
六方科技股份有限公司

- Incorporated on January 20th, 2020

(as adopted by a Special Resolution dated, June 20th 2023)



**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF**

Sixxon Tech. Co., Ltd.

六方科技股份有限公司

(as adopted by a Special Resolution dated, June 20th 2023)

- 1 The name of the Company is Sixxon Tech. Co., Ltd. 六方科技股份有限公司.
- 2 The registered office of the Company shall be at the office of Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is New Taiwan Dollars 1,500,000,000 divided into 150,000,000 ordinary shares of New Taiwan Dollars 10 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF**

Sixxon Tech. Co., Ltd.

六方科技股份有限公司

(as adopted by a Special Resolution dated, June 20th 2023)

1 Interpretation

1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

“Acquisition” means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the Enterprise Mergers and Acquisitions Law.

“Applicable Public Company Rules” means the R.O.C. laws, rules and regulations stipulating public companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the Financial Supervisory Commission (“FSC”), the rules and regulations promulgated by the Taiwan Stock Exchange (“TWSE”), Taipei Exchange (“TPEX”) and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.

“Annual Net Income” means the audited annual net profit of the Company in respect of the applicable year.



"Articles"	means these articles of association of the Company, as originally adopted or as from time to time altered by Special Resolution.
"Capital Reserve"	means the income derived from the issuance of new shares at a premium, or from endowments received by the company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (includes any and all Independent Director(s)).
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"FSC"	means the R.O.C. Financial Supervisory Commission
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company, as originally adopted or as from time to time altered by Special Resolution.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means (i) a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company or (ii) that subsidiaries of the same parent company holding 90% or more of the issued and outstanding shares of such respective subsidiaries merge with one another.



"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Simple Majority"	means more than one-half.
"Share Exchange"	means a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the transferring company.
"Short-form Share Exchange"	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.



"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or shareholders of that company.
"Short-form Spin-off"	Means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company; or (iii) a company of which the management of the personnel, financial, or business operation has been directly or indirectly controlled by the Company.
"Supermajority Resolution"	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.



“TDCC”	means the Taiwan Depository & Clearing Corporation.
“Treasury Shares”	means a Share purchased and held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.
“TWSE”	means the Taiwan Stock Exchange
“TPEX”	means the Taipei Exchange
“Non TWSE-Listed or TPEX-Listed Company”	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Act shall not apply.
- (i) Applicable Public Company Rules shall not apply until the Company has become a public company pursuant to Applicable Public Company Rules.

2 Commencement of Business

- 2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit. The Company shall operate its business compliance with the Applicable Public Company Rules and business ethics, and may promote perform actions that the public interest to fulfil the social responsibility of the Company.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.



3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the board of Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem, purchase, spin-off or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

- 4.1 The board of Directors shall keep, or cause to be kept, the Register of Members at such place as the board of Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the board of Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the board of Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 4.3 For so long as any Shares are listed on TWSE or TPEx, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of TWSE or TPEx that are or shall be applicable to such listed Shares, and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to or the rules and regulations of TWSE and TPEx that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Company has acquired public company status, such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the board of Directors may fix in advance or arrears a date as the record date for any such



determination of Members entitled to notice of, or to vote at any meeting of the Members, or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the board of Directors designates a record date in accordance with this Article 5.2, the board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

- 5.3 The rules and procedures governing the implementation of the book closed periods the Register of Members, including notices to Members in regard to book closed periods of the Register of Members, shall be in accordance with policies adopted by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued, the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the issuance, transfer or cancellation of the Shares shall be handled in accordance with the relevant rules of TDCC. A Member shall only be entitled to a Share Certificate if the board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the board of Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the board of Directors. The board of Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the board of Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 6.3 No Shares may be registered in the name of more than one Member.
- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the



Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.

7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
- (b) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
- (c) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (d) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
- (e) Other matters concerning rights and obligations incidental to Preferred Shares; and
- (f) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

8 Issuance of New Shares

8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.

8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 8.3, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed



period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE or TPEX (as applicable), for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("**Shares for Public Offering**"). The Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Articles 11.1 to 11.4; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; (f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company and its Subsidiaries ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and other relevant conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public



Company Rules to determine, inter alia, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

- 8.9 Subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company may be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 The Board of Directors may approve to effect transfers of Shares listed on the TWSE or TPEX (as applicable) which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE or TPEX (as applicable), the Company may purchase its own shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE or TPEX pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable



Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.

- 10.2 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner permitted by the Statute (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.3 The board of Directors may, upon the purchase or redemption of any Share under Article 10.1 to 10.7, determine that such Share shall be held as Treasury Share ("**Repurchased Treasury Shares**"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).
- 10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.5 If the Company repurchases any Shares traded on the TWSE or TPEX and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules, and which shall not be brought up as an ad hoc motion and which matter shall include:
- (a) The transfer price, discount rate, calculation basis and reasonability;
 - (b) Number of shares transferred, purpose and reasonability;
 - (c) Qualification of employees' subscription and number of shares employees may subscribe; and
 - (d) Matters affecting equity of the Members:
 - (i) Amounts that may become expenditures, and the dilution of earnings per share of the Company; and
 - (ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.



- 10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed the stipulated percent of the Company's total issued, allotted and outstanding Shares as at the date of transfer of any Treasury Shares to the employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 10.7 Notwithstanding anything to the contrary contained in Articles 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public accountant before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

- 11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee



incentive programme in their capacity as an employee (and not as a director of the Company or its Subsidiaries).

12 Variation of Rights of Shares

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

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he/she was a joint holder, or his/her legal personal representatives where he/she was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him/her.
- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the board of Directors, may elect, by a notice in writing sent by him/her/it, either to become the holder of such Share or to have some person nominated by him/her/it become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

- 14.1 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Company may by Special Resolution:
- (a) change its name;
 - (b) alter or add to these Articles;
 - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
 - (d) reduce its share capital and any capital redemption reserve fund; and



- (e) increase its authorised share capital or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members at a general meeting to reflect such change.
- 14.2 Subject to the provisions of the Statute, the Applicable Public Company Rules, the Articles and unless otherwise provided under Article 14.6, the Company shall by a Supermajority Resolution:
- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
 - (b) discharge or remove any Director;
 - (c) approve any action by any Director(s) who is engaging in business for him/her/itself or on behalf of another person that is within the scope of the Company's business;
 - (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
 - (e) effect any Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off) provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
 - (f) Share Exchange;
 - (g) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
 - (h) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; and
 - (i) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.
- 14.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass
- (a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.
- 14.4 When the Company returns share capital according to the Statute, the Articles, and the Applicable Public Company Rules, the share capital shall be returned in proportion to the shareholdings of the Members.



- 14.5 Subject to the provisions of the Statute and the Articles, if the Company intends to return share capital by assets other than cash, the asset to be returned and the amount to be deducted shall be approved by general meetings and consented to by the Members who will receive such asset, provided that the asset to be returned and the amount to be deducted shall be audited by the certified R.O.C. public accountant before they are submitted by the board of Directors for general meetings' resolution. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 14.6 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:
- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;
 - (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
 - (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
 - (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spin-off company is a Non TWSE-Listed or TPEX-Listed Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the board of Directors change the location of its Registered Office in the Cayman Islands.

16 General Meetings

- 16.1 All general meetings other than annual general meetings are extraordinary general meetings.
- 16.2 After the Company has acquired public company status, the Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall decide, or by video conference or in any manner prescribed by the competent authorities of the Company Act in the R.O.C. Under the circumstances of calamities, incidents, or force majeure, the competent authorities of the Company Act in the R.O.C. may make a public



announcement that authorizes the Company, which has no above provision in its Articles of Association, within a certain period of time can hold its general meetings by video conference or in any manner prescribed in the public announcement. Unless otherwise provided by the Statute or this Article 16.4, the in-person general meetings shall be held in Taiwan in the event the Company has acquired public company status. For in-person general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply with TWSE or TPEX to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where an in-person general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). Where a general meeting is held through video conference, it shall be convened in accordance with the regulations of the Applicable Public Company Rules.

- 16.5 The board of Directors may call general meetings, and they shall on a Member's requisition pursuant to Article 16.6 proceed to convene an extraordinary general meeting of the Company.
- 16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and duly delivered to the Company, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the board of Directors do not within fifteen days from the date of the delivery of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 16.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a Member shall be determined based on the shareholding on starting date of the book closed period.

17 Notice of General Meetings

- 17.1 Before the Company has acquired public company status, a notice in writing of a general meeting shall be given to all members as at the record date for the notice, at least five days prior to the meeting, provided that:
 - (a) An extraordinary general meeting may be called by shorter notice (but not shorter than two days) if so agreed by a Member or Members (or their proxies or representatives) holding in the aggregate, as at the record date for the meeting, shares representing at least seventy-five percent of the outstanding shares of the Company;



- (b) An annual general meeting or an extraordinary general meeting may be held without notice and without observing any of the requirements or provisions of these Articles concerning general meetings if so agreed by all the members (or their proxies or representatives) of the Company;

And agreements for the purposes of the foregoing paragraphs (a) or (b) may be reached before, during or within thirty days after the meeting concerned.

In the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, the manner in which the meeting shall be convened, the general nature of the business and other relevant matters, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.

- 17.2 Before the Company has acquired public company status, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than New Taiwan Dollars 10,000,000,000 paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors is more than (including) 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.



- 17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to
- (a) election or discharge of Directors,
 - (b) alteration of the Articles,
 - (c) reduction of capital,
 - (d) application to cease public offering,
 - (e) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange (other than a Short-form Share Exchange) or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and
 - (f) ratification of an action by Director(s) who engage(s) in business for himf/herf/itself or on behalf of another person that is within the scope of the Company's business,
 - (g) distribution of the whole or a part of the dividend and bonus of the Company in the form of new Shares
 - (h) distribution of the legal reserve and the Capital Reserve derived from the issuance of new shares at a premium or from endowments received by the Company to shareholders in the form of new Shares or cash, and
 - (i) the Private Placement of any equity-type securities issued by the Company,
- shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The statements and records of accounts prepared by the board of Directors shall be kept at the Company's securities agent located in Taiwan at least ten days prior to any annual general meeting. The Members may request, from time to time, by submitting document(s) evidencing his/her/its interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its



securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors or the person(s) who has called the meeting may request the Company or the securities agent to provide the Register of Members.

- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the Audit Committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Statute, the Articles and the Applicable Public Company Rules, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as required by the Statute, the Articles and the Applicable Public Company Rules, and the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member.
- 18.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the board of Directors, the chairman of the board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the board of Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the board of Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.



- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 In case the procedure for convening a shareholders' meeting or the method of adopting resolutions is in violation of the Statute, the Articles or the Applicable Public Company Rules, a shareholder may, within thirty (30) days from the date of the resolution, submit a petition to competent court having proper jurisdiction (including the Taipei District Court, R.O.C.) for revocation of such resolution.
- 18.8 Unless otherwise expressly required by the Statute, the Articles or the Applicable Public Company Rules, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Subject to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in the agenda by the board of Directors where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, (d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda.
- 18.10 Unless the Company has acquired public company status, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.
- 18.11 A shareholders' meeting may be held by video conference or by other methods promulgated by the FSC and/or TWSE. If a shareholders meeting is held by video conference, the shareholders participating in the meeting by video shall be deemed to have attended the shareholders' meeting in person. Shareholders' meeting held by video conference shall comply with the Applicable Public Company Rules.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.



- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting and all calls or other monies then payable by him to the Company in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman who shall decide in accordance with the applicable laws.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Applicable Public Company Rules.
- 19.6 Before the Company has acquired public company status, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held in Taiwan after the Company has acquired public company status, when convening a general meeting, the Company shall permit the Members to vote by way of an electronic transmission as one of the methods of exercising voting power as well as voting by way of a written ballot. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.
- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation



before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.

- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, and be personally signed or sealed under the hand of the appointor, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 After the Company has acquired public company status, except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of him/her/itself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.



- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the non-solicited proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his/her/its voting power by way of a written ballot or electronic transmission, he/she/it shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his/her/its previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting at which the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 At a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and



- (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company, at least two days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 20.14 If a general meeting is to be held outside of the R.O.C. after the Company has acquired public company status, the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute and the Articles, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

- 22.1 In the event any of the following resolutions is adopted at a general meeting, the Member (the "**Dissenting Member**"), who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and has voted against or has forfeited his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price. The shares that have been forfeited by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes of the Member at a general meeting:
- (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or for the delegation of management of the Company's business to other or for the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;



- (c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company's business operations;
 - (d) Spin-Off (other than a Short-form Spin-off);
 - (e) Merger (other than a Short-form Merger);
 - (f) Acquisition; or
 - (g) Share Exchange (other than a Short-form Share Exchange).
- 22.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute in the event of a Short-form Merger, a Short-form Spin-off, or a Short-form Share Exchange where at least 90% of the voting power of the outstanding shares of the Company are held by the other company participating in such Merger, Spin-off or Share Exchange, the Company shall deliver a notice to each of the Member immediately after the resolution of board of directors approving such Short-form Merger, Short-form Spin-off or Short-form Share Exchange and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger, Short-form Spin-off or Short-form Share Exchange within the specified period pursuant to the Applicable Public Company Rules may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair price.
- 22.3 Subject to the Statute, the request by a Dissenting Member prescribed in Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the Dissenting Member and the Company have reached an agreement in regard to the repurchase price of the Shares held by such Dissenting Member (the "**Appraisal Price**"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached with the Dissenting Member, the Company shall pay the fair price it has recognized to such dissenting Member within ninety days since the resolution was made. If the company fails to pay, the company shall be considered to be agreeable to the price requested by the Dissenting Member.
- 22.4 Subject to the Statute, in the event that any Dissenting Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the Dissenting Member fail to reach the agreement with respect to the Appraisal Price within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the Dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the Appraisal Price, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the Dissenting Member solely with respect to the Appraisal Price.
- 22.5 Subject to the Statute, the payment of Appraisal Price and the delivery of Share Certificates shall comply with the Applicable Public Company Rules.



23 Corporate Members

A Member, who is a corporation, organization or non-natural person entity, may in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorise a person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are held by such Company (including held through such Company's Subsidiaries) shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any matter discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such matter but such Shares shall be counted in for calculating the number of Shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 If a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than eleven (11) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.
- 25.2 Unless otherwise approved by FSC, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be



deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.

- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six (6) consecutive months may in writing request the Independent Directors of the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C.) as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the board of Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the board of Directors at which a quorum is present may exercise all powers exercisable by the board of Directors.
- 26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the board of Directors shall determine by resolution.
- 26.3 The board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26.4 The Company may purchase liability insurance for Directors and the board of Directors shall determine the terms of such insurance by resolution, taking into account the standards of the industry in the R.O.C. and overseas.
- 26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by



Ordinary Resolution of any general meeting, to the maximum extent legally permissible, demand the Directors, who violate such duties, to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall, to the maximum extent legally permissible, indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The aforementioned duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect Director(s).
- 27.2 After the Company has acquired public company status, Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the board of Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes casted by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to consolidate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 The Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for elections of Directors and Independent Directors in the event the Company has acquired public company status in accordance with Applicable Public Company Rules.



- 27.4 If a Member is judicial person, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively.
- 27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

- 28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 27.1. and unless a resolution of a shareholders' meeting provides otherwise, all the Directors shall be deemed to have been removed upon such election of new Directors prior to the expiration of such Director's applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he/she/it gives notice in writing to the Company to resign the office of Director;
 - (b) he/she/it dies, becomes bankrupt or makes any arrangement or composition with his/her/its creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he/she/it commits an offence as specified in the Statute for Prevention of Organizational Crimes and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;
 - (e) he/she/it commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (f) he/she/it commits an offence as specified in the Anti-Corruption Act and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;



- (g) he/she/it is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;
- (h) he/she/it is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;
- (i) he/she has limited legal capacity or is legally incompetent;
- (j) he/she is subject to the commencement of assistance by a court and the court and those orders have not yet been revoked;
- (k) the Members resolve by a Supermajority Resolution that he/she/it should be removed as a Director;
- (l) after the Company has acquired public company status, during the term of office as a Director (excluding Independent Directors), he/she/it has transferred more than one half of the company's shares being held by him/her/it at the time he/she is elected; or
- (m) subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that he/she/it has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in violation of material items as prescribed in the applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court (including the Taipei District Court, R.O.C.) for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director.

If any director(excluding Independent Directors) after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of shares of the company he/she/it holds at the time of his/her/its election as such; or had transferred more than one half of the total number of shares he/she/it held within the book closed period prior to the convention of a shareholders' meeting, then his/her/its election as a Director shall become invalid.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors



elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.

- 29.2 Unless otherwise provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the board of Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 The chairman or other authorized officer of the Company may call a meeting of the board of Directors by at least one day's notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event the Company has acquired public company status in accordance with the Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the board shall call a meeting of the board of Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director. In the event of an urgent situation, a meeting of the board of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in other Directors' office, but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 Subject to the Statute, with respect to all acts done by any meeting of the board of Directors or of a committee of Directors, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, the effectiveness of the acts shall be determined in accordance with the applicable laws.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointing another director in writing by him/her/it. The proxy shall count towards the



quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director (except for Independent Directors) may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Compensation Committee (as defined in Article 32.10) shall present its recommendations to the board of Directors for discussion and approval.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the Compensation Committee and determined by the board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the Compensation Committee and determined by the board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.
- 30.3 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his/her/its firm shall be entitled to such remuneration for professional services as if he/she/its were not a Director.
- 30.4 A Director who engages in conduct either for himself/herself/itself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself/herself/itself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, to the maximum extent legally permissible, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall



disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution. The Company shall expressly set out the material information of a Director's personal interest and the reason(s) of approval or dissent to the resolution of the proposed transaction in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and the web address shall be indicated in the notice.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him/her/it provided that the appointment of a managing director shall be revoked forthwith if he/she/it ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.



- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 32.6 Notwithstanding anything to the contrary contained in this Articles 32.1 to 32.11, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an Audit Committee (the “**Audit Committee**”) comprised of all of the Independent Directors, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. A resolution of the Audit Committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the Audit Committee shall be in accordance with policies proposed by the members of the Audit Committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE or TPEX(as applicable), if any. The Directors shall, by a resolution, adopt a charter for the Audit Committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;
 - (f) A material monetary loan, endorsement, or provision of guarantee;
 - (g) The offering, issuance, or Private Placement of any equity-type securities;
 - (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) The appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) Annual financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant;
 - (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
 - (l) Any other matters in accordance with the Applicable Public Companies Rules.



Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the Audit Committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

- 32.8 Prior to the commencement of the meeting of Board of Directors to adopt any resolution of M&A, the Company shall have the Audit Committee review the fairness and reasonableness of the plan and transaction of the M&A, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the Audit Committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of Audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.
- 32.9 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. competent authorities of securities and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.
- 32.10 The Directors shall establish a Compensation Committee (the "**Compensation Committee**") in accordance with the Applicable Public Company Rules. The number of members of the Compensation Committee, professional qualifications, restrictions on shareholdings and position that a member of the Compensation Committee may concurrently hold, and assessment of independence with respect to the members of the Compensation Committee shall comply with the Applicable Public Company Rules. The Compensation Committee shall comprise of no less than three members, one of which shall be appointed as convener of the Compensation Committee. The rules and procedures for convening any meeting of the Compensation Committee shall comply with policies proposed by the members of the Compensation Committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE or TPEX (as applicable). The Directors shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.11 The compensation referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.11 shall mean executive officers as defined by the rules and procedures governing the Compensation Committee.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the



Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.

- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody in accordance with the Seal policy adopted by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 33.3 A person authorized in accordance with the Seal policy adopted by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him/her/it under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company shall set aside no less than 2% of its annual net income before tax, the bonus to employees and the bonus to Directors, as bonus to employees of the Company and set aside no more than 2% of its annual net income before tax, the bonus to employees and the bonus to Directors, as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. If the Directors determine to distribute profits, the Directors shall prepare the proposal for distribution of profits and such proposal shall be approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: (a) the Company shall set aside all taxes that legally required to be paid; and (b) offset its losses in previous years that have not been previously offset (if any), ; then (c) set aside a Legal Reserve in accordance with the Applicable Public Company Rules, unless the accumulated amount of such Legal Reserve has reached the total paid-up capital of the Company; and (d) set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by relevant authorities. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Directors may propose profit distribution plan in connection with the retained earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (c) above plus the previously cumulative undistributed retained earnings), for approval at the meetings of the shareholders. The distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro-rata to the Members. If the Directors determine to distribute profits, the total amount of Dividends shall not be lower



than 30% of the net profit of the then current year after deducting the items (a) to (c) above, and provided the total amount of cash dividend to be distributed shall be no lower than 50% of the aggregate dividend distributed to shareholders.

- 34.3 Subject to the Statute and the Articles, and the Applicable Public Company Rules, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date, that Share shall rank for Dividend accordingly.
- 34.5 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.6 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.8 No Dividend or distribution shall bear interest against the Company.
- 34.9 Subject to the Statute, the Articles and the Applicable Public Company Rules, any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 34.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from endowments received by the Company by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, and shall subsequently report such distribution to a shareholders' meeting.



35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

After the receipt of the copy of a tender offer application form, the prospectus and relevant documents by the Company or its litigation or non-litigation agent appointed, the board of the Directors shall handle the relevant matters pursuant to the Applicable Public Company Rules.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by the Statute, the Articles and the Applicable Public Company Rules.
- 37.4 Subject to applicable law, after the Company becomes a public company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language, and an English translation may be attached. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.



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

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be



distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

41 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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Sixxon Tech. Co., Ltd.
Shareholdings of All Directors

Up to the book closure date (April 22, 2025) of the present general shareholders' meeting, number of shares held by individual and all directors indicated in the register of shareholders are as shown in the following table:

Job title	Name	Shareholdings on the book closure date	
		Number of shares	Shareholding ratio
President	Chin-Wei, Lu	761,332	2.46%
Director	SIXXON PRECISION MACHINERY CO., LTD. Representative: Hsiao-Chi, Lin	11,130,841	35.91%
Director	Kuang-Hsiang, Han	367,332	1.19%
Director	Sui-Cheng, Ho	366,666	1.18%
Director	Jung-Lin, Ger	255,666	0.82%
Director	Yen-Ju, Lu	7,000	0.02%
Independent Director	Yi-Chun, Chen	0	0.00%
Independent Director	Chih-Jung, Wu	0	0.00%
Independent Director	Kuo-Hsuan, Wang	0	0.00%
Total shareholdings of all directors		12,888,837	41.58%

Note 1: Up to April 22, 2025, the capital stock of the Company is NT\$310,000,000, and the total issued shares are 31,000,000 shares.

Note 2: The Company has established the Audit Committee and thus the requirement on the minimum shareholdings of all supervisors is not applicable.

Note 3: Statutory minimum number of shares required to be held by all directors: 3,600,000 shares.