

Stock Code: 5871



Chailease Holding Company Limited

2026 Annual General Shareholders' Meeting

Meeting Handbook

MEETING Date: May 26, 2026

PLACE: 2F, 399 Rueiguang Rd., Neihu District, Taipei

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Chailease Holding Company Limited

2026 Annual General Shareholders' Meeting

Agenda

<Physical shareholders' meeting>

Time: Tuesday, May 26 2026 at 9:00AM

Place: 2F, 399 Rueiguang Rd., Neihu District, Taipei (Liberty Square Convention Center)

I. Chairperson Remarks

II. Matters to Report

1. 2025 Business Report.
2. Audit Committee's Review Report.
3. To report the Distribution of Employees' and Directors' compensation of the year 2025.
4. To report the amendment of the "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct" and "Ethical Conduct Best Practice Principles".

III. Matters for Adoption

1. To accept 2025 Business Report and Financial Statements.
2. To approve the proposal for distribution of 2025 profits.

IV. Matters for Discussion

1. Issuance of new shares via capitalization of retained earnings.
2. Amendment to the "Rules and Procedures of Shareholders' Meeting".
3. To consider and approve the Company's plan to raise long-term capital.
4. Amendment to the "Memorandum & Articles of Association"

V. Matters for Election

Directors Election for the 6th session of the Board

VI. Other Proposals

Proposal of releasing the Non-Competition Restrictions on Directors.

VII. Question and Motions

VIII. Adjourned

Matters to Report

Report No. 1

2025 Business Reports.

Explanation:

The 2025 Business Report is attached in this Handbook, Attachment 1.

Report No. 2

Audit Committee's Review Report.

Explanation:

The 2025 Audit Committee's Review Report is attached in this Handbook, Attachment 2.

Report No. 3

To report the Distribution of Employees' and Directors' compensation of the year 2025.

Explanation:

The amounts of Employees' Compensation NT\$3,838,000 and Directors' Compensation NT\$16,548,129 of 2025 have been resolved by the Board of Directors of the Company on March 10th, 2026.

Report No. 4

To report the amendment of the "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct" and "Ethical Conduct Best Practice Principles".

Explanation:

1. To reflect the renaming of the Corporate Governance and Sustainable Development Committee, it is proposed to amend the "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct" and "Ethical Conduct Best Practice Principles".
2. Amendment comparison Tables of the policies are attached in this Handbook, Attachment 3 , Attachment 4 and Attachment 5 .

Matters for Adoption

Proposal 1: To accept 2025 Business Report and Financial Statements.

(Proposed by the Board of directors)

Explanation:

1. Chailease Holding Company Limited's Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Mr. Tsao-Jen Wu and Ms. Yi Chun Chen the partners of KPMG, Taipei. Also the Financial Statements have been approved by the Board and examined by the Audit Committee of Chailease Holding Company Limited.
2. The 2025 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached in this Handbook, Attachment 1 and Attachment 6.

Resolutions:

Proposal 2: To approve the Proposal for Distribution of 2025 Profits.

(Proposed by the Board of directors)

Explanation:

1. The Company's operating result of the year 2025 generated a net profit of NT\$19,809,839,437 thousand. The Company proposes the profit distribution of 2025 as follows:
 - (1) To pay a cash dividend on Preferred Shares A totaling NT\$626,919,452.
 - (2) To pay a cash dividend per common share of NT\$5.8 totalling NT\$9,926,242,733.
 - (3) To pay a stock dividend per common share of NT\$0.2 totalling NT\$342,284,230 by issuing 34,228,423 new common shares.
 - (4) Cash payment shall be rounded to one NTD (amounts less than one NTD shall be ignored).
 - (5) The Distribution and Appropriation of retained earnings for the year 2025 is attached in this Handbook, Attachment 7.
2. After the proposal has been discussed and approved the shareholders' meeting, the Board of Directors is authorized to set the record date for distributing the cash dividend and stock dividend and handling other relevant distribution matters.

Resolutions:

Matters for Discussion

Proposal 1: Issuance of new shares via capitalization of retained earnings.

(Proposed by the Board of directors)

Explanation:

1. For the needs of future business development, it is proposed to allot NTD342,284,230 from unappropriated retained earnings for capitalization and issue 34,228,423 new common shares with NTD10 par value as stock dividends.
2. The Company will pay a stock dividend of 20 shares to every 1,000 common shares ("Dividend Ratio") in proportion to the shareholdings shown on the shareholder register as of the ex-right date, which will be issued at NTD10 par value. For fractional shares, the shareholders may make an application with the Company's stock agent for aggregating their fractional shares into one share within five days of the ex-right date; provided, however, that if there are any fractional shares left, the Chairman of the Board of Directors ("Chairman") is authorized to allot such fractional shares for subscription by designated persons. Because the Company's shares are issued on an immaterial basis in accordance with the law and in conjunction with the registration and the book-entry transfer and allotment operation of securities depository and clearing institutions, the cash payment of fractional shares will be used for the handling of the immaterial transfers and other necessary expenses.
3. The total issued and outstanding common shares of the Company after the proposed capitalization will be increased from 1,711,421,161 shares to 1,745,649,584 shares.
4. The shareholder's rights and obligations of the new shares to be issued shall rank pari passu in all respects with the issued and outstanding common shares of the Company.
5. It is proposed to authorize the Chairman to handle all matters relating to the proposed capitalization depending on actual needs or accommodating the competent authority's requirement to make any change thereto.

Resolutions:

Proposal 2: Amendment to the "Rules and Procedures of Shareholders' Meeting"

(Proposed by the Board of directors)

Explanation:

1. To incorporate the provisions of the laws and regulations, it is proposed to amend the "Rules and Procedures of Shareholders' Meeting" ..
2. Please refer to the Attachment 8 of the "Comparisons Table of Amendment to Rules and Procedures of Shareholders' Meeting".

Resolutions:

Proposal 3: To consider and approve the Company’s plan to raise long-term capital.

(Proposed by the Board of directors)

Explanation:

1. In reply to the capital needs for the Company’s future long-term strategic development and operational growth (including but not limited to working capital, long-term investment, debt repayment and other one or multiple usages), and to internationalize and to diversify fundraising methods, it is proposed that Annual General Meeting authorizes the Board of Directors to raise long-term funds, under appropriate timing and in compliance with the Company’s Memorandum and Articles of Association (“M&A”) and relevant laws and regulations, through any one or combination of the following measures: issuance of common shares and/ or preferred shares for cash capital increase in Taiwan, and/ or issuance of global depositary receipts (“GDRs”) through the issuance of common shares by capital increase.
2. The total amount authorized for this long-term fund raising plan shall not exceed 150,000,000 shares (including common shares and preferred shares).
3. The rights and obligations of the new common shares to be issued for cash capital increase in Taiwan or for the issuance of GDRs are identical to those of the outstanding shares of the Company.
4. It is proposed that Annual General Meeting authorize the Board of Directors with full power to decide, adjust, amend and implement the fund-raising plan (including but not limited to actual issuance price, issuance terms, proposed items, offering size, progress and projected effects) as well as all matters related to the issuance plan. It is also proposed that Annual General Meeting authorize the Chairman or his designated person to approve and sign all documents related to the issuance and handle all relevant matters on behalf of the Company. If in the future, any amendment on the plan is required due to the request of the competent authority or based on operational assessment or objective environmental circumstances, it is further proposed that the Board of Directors is fully authorized to handle such amendment in accordance with relevant laws and regulations.
5. It is proposed that the Chairman is fully authorized to handle any matters not fully provided for above in accordance with relevant laws and regulations.
6. Please refer to the Attachment 9 for the detailed explanations of this long-term capital raising plan.

Resolutions:

Proposal 4: Amendment to the “Memorandum & Articles of Association”

(Proposed by the Board of directors)

Explanation:

1. Pursuant to comply with the relevant laws and regulations of the Taiwan Securities and Exchange Act, the MEMORANDUM & ARTICLES OF ASSOCIATION of the Company is proposed to be amended accordingly.
2. Please refer to the Attachment 10 of the Amendment Comparison Table of the MEMORANDUM & ARTICLES OF ASSOCIATION OF CHAILEASE HOLDING COMPANY LIMITED.

Resolutions:

Matters for Election

Proposal 1: Directors Election for the 6th session of the Board (nine Directors).

(Proposed by the Board of directors)

Explanation:

1. As the term of the 5th session of the Board of Directors (including independent directors) will expire on 23rd May, 2026, it is proposed to elect the 5th session of the Board of Directors (including independent directors) at the Annual General Meeting scheduled for May 26th , 2026. Each director shall be appointed to a term of office for three years, and the term of office of the 6th session of the Board is 2026/05/26 ~ 2029/05/25.
2. In compliance with Article 87 of the Company's Memorandum and Articles of Association, a candidate nomination system shall be adopted for the election of the Board of Directors (including independent directors), and the rules and process of such system shall comply with internal and external law and regulations. The list of director candidates proposed by the Company has been approved by the Board on 25th March, 2026. Listed below are the director candidates and their respective background for the 6th session of the Board.
3. Please refer to Attachment 11 for candidates' detail.

Voting results:

Other Proposals

Proposal of releasing the Non-Competition Restrictions on Directors of the Company.

(Proposed by the Board of directors)

Explanation:

1. Pursuant to Article 109 of the Company's Memorandum and Articles of Association, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting and be approved by Supermajority Resolution.
2. It is hereby proposed to release the non-compete duty of the Directors of the Company, without prejudice to the interests of the Company, and submit such proposal to the 2026 Annual General Meeting for approval.
3. Please refer to Attachment 12 for director' current position.

Resolutions:

Question and Motions

Adjournment

Attachment

Chailease Holding Company Limited

2025 Business Report

In 2025, the global economic environment demonstrated resilience driven by the AI wave and policy support; however, trade conflicts and policy uncertainties remained key variables. According to the International Monetary Fund (IMF), global economic growth forecast for 2025 was revised upward to 3.2%, while the World Bank lowered its forecast to 2.3%. Looking forward, uncertainties will persist, influenced by U.S. monetary and tariff policies, challenges in China's economic recovery, geopolitical issues, supply chain restructuring, the advancement of AI and emerging technologies, as well as domestic labor and capital allocation.

Review of 2025 Operating Results

Reviewing 2025, Chailease Holding adopted a prudent yet progressive approach to asset allocation. While operations in Thailand and Mainland China experienced slight contractions due to risk control measures and strategic adjustments, other regions maintained moderate growth. In Taiwan, despite stricter controls on auto loan ratios and the discontinuation of outsourced refinancing services, total asset scale demonstrated resilient growth. Subsidiaries across ASEAN continued to expand steadily.

In terms of profitability, performance was pressured by provisions. However, asset quality in Mainland China and Thailand improved significantly, laying a solid foundation for growth.

The following sections elaborate on four major aspects: financial performance, business and research development, regulatory environment, and implementation of sustainable operations."

I. Financial Performance

Despite macroeconomic pressures, Chailease Holding maintained solid financial performance. Due to regulatory changes in Taiwan and the economic slowdown in Mainland China, our business strategy prioritized strengthening asset quality while striving for stable revenue. The consolidated revenue for 2025 reached NT\$97.57 billion, a 5% year-on-year decrease. By region, accumulated revenue in Taiwan, Mainland China, and ASEAN changed by -3%, -12%, and 4%, respectively.

Impacted by the revenue slowdown in Taiwan and Mainland China, the consolidated net profit attributable to the parent company for 2025 was NT\$19.8 billion, a 12% decrease compared to the previous year, with earnings per share (EPS) of NT\$11.24. The Company's Return of Assets (ROA) and Return on Equity (ROE) demonstrating the Company's strong competitiveness among industry peers. In 2025, the Company did not disclose any official financial forecasts. Nevertheless, overall operating performance remained consistent with our internal business plans. Financial income and expenses were aligned with prudent objectives, and financial risks were maintained within a controllable range.

II. Business Development and R&D

Chailease Holding, founded in 1977, has built its foundation on providing asset-based financing services. The Company plays the role of “supplementary funding,” assisting small and medium enterprises in acquiring machinery and equipment, upgrading production tools, and securing essential raw materials for manufacturing. Over the years, Chailease has fulfilled the diverse funding needs of hundreds of thousands of SMEs. Many of these enterprises have since grown into listed companies, and Chailease continues to serve them today.

(1) Strengthening Niche Market Operations and Enhancing Product Lines and Value Chains

Chailease Holding places great emphasis on risk management by adopting customer diversification, industry diversification, and regional diversification. The Company continues to focus on niche markets with growth potential, transforming from traditional leasing, installment payment services, and accounts receivable factoring into a provider of comprehensive financial solutions. Through a dual-track strategy of “product differentiation” and “value chain extension,” Chailease has deepened its existing market advantages and effectively enhanced overall competitiveness.

In terms of product and market development, Chailease have gradually expanded beyond our core SME financing to include financing for heavy vehicles, passenger cars, construction machinery, fishery products, micro-enterprises, real estate, medical equipment, inventory, aircraft, and vessels. We also provide professional services in office equipment leasing, car rental, insurance brokerage, and petroleum-related businesses, thereby forming a diversified portfolio of niche markets.

In the green energy sector, we have expanded from energy-saving equipment financing to the financing and investment of solar power plants. We continue to position ourselves in emerging fields such as energy storage, electricity retailing, and geothermal energy, gradually building a complete green energy industrial value chain. As of the end of 2025, we owned 【approximately】 4,621 solar power plants with a total generating capacity of about 1.6GW. Our solar plant presence has also expanded from Taiwan to overseas markets. In Thailand, where we have been active since 2022, we have established approximately 130 solar plants. In Vietnam, we have undertaken green energy financing projects and collaborated with green energy industry partners to invest in photovoltaic plants in Malaysia and Vietnam.

(2) Investing in R&D, Deepening Technological Application

To strengthen its long-term core competitiveness and support business innovation as well as risk management capabilities, Chailease Holding is committed to planning new products, building risk models, and promoting technological research and development. The Company continues to increase investment in R&D resources and applies for patents to protect its innovations. In response to rapid fintech trends, we continue to integrate AI, big data, Optical Character Recognition (OCR), and cloud technology into our core operations and services. These technologies are applied not only to business scenarios but also to improve operational efficiency, risk control, and customer experience.

In terms of internal processes and risk management applications, the Company has comprehensively optimized both front- and back-office workflows to strengthen the effectiveness of intelligent credit assessment and collection management, thereby shortening processing time and reducing operational

risks associated with manual procedures. Through the adoption of a cloud-based e-push system, the Company integrates and manages business momentum to improve lead conversion efficiency, increase business development success rates, and enhance overall productivity. At the same time, AI-powered customer service mechanisms have been introduced to provide real-time responses to client needs, reducing the occurrence of customer complaints, improving service efficiency, and enhancing customer satisfaction. In addition, intelligent robots are utilized to support marketing promotion, collection operations, and back-office applications, helping to shorten working hours and elevate overall service quality.

(3) Innovating Digital Platforms and Expanding Financial Inclusion

In response to the rise of the sharing economy, our subsidiary, Chailease Mobility Service Co., LTD., launched the "URiDE" car-sharing brand in 2024. It features a fully digital rental process and proprietary technology to enhance efficiency. Currently, it has over 600 service stations across Taiwan with a fleet of over 1,000 vehicles. Starting in 2025, it collaborated with parking lot operators for smart parking and introduced "rent-here-return-there" services. This integrated solution combines car rental and parking into a seamless one-stop service.

To meet the increasing demand for digital technology and ESG values among vehicle owners, Chailease Holding's subsidiary has launched an intelligent vehicle appraisal and pricing financing system. This upgraded platform strengthens multiple advantages by providing transparent valuation information and flexible, rapid solutions to meet refinancing needs for personal cars, corporate vehicles, and trucks under 3.5 tons. Additionally, we built the "HeyTruck " ecosystem and the " ScooterLoan " digital micro-finance platform to lower barriers to financial services through financial inclusion.

Our subsidiary, Chailease Consumer Finance, has transitioned from offline to digital online services. Under the "Zingala" brand, it developed a digital membership-based "Buy Now, Pay Later" (BNPL) service, using big data for precision marketing and strengthens customer relationship management. By the end of 2025, membership exceeded 1.73 million, with more than 47,000 partner merchants. The company has accumulated extensive collaboration experience across diverse industries, including a strategic partnership with Taiwan's leading third party payment provider. This cooperation offers consumers more flexible and diverse payment options, further enhancing the shopping experience.

III. Legal and Regulatory Environment

In response to changes in the regulatory environment, the FSC assisted the Taipei Leasing Association in 2024 in establishing self-regulatory conventions for "BNPL" and "Used Car Financing." Furthermore, leasing companies engaging in receivables factoring, installment sales, or other financing-oriented businesses targeting natural persons were brought under the scope of the "Financial Consumer Protection Act," effective September 15, 2025.

In response to these regulatory adjustments, subsidiaries of Chailease Holding subject to the new rules have revised their marketing and operational practices accordingly. Measures include strengthening personal data protection, establishing customer complaint and dispute resolution mechanisms, and

reviewing and adopting fair and reasonable contract terms. Looking ahead, the company will continue to provide installment and financing services in compliance with the law, thereby enhancing consumer protection and maintaining customer trust in Chailease.

IV. Implement Sustainable Management

Chailease Holding values corporate social responsibility and actively promotes ESG sustainability. Our efforts have been recognized globally, including being selected for the S&P Global Sustainability Yearbook for the 5th time and the Dow Jones Sustainability Index (DJSI) World and Emerging Markets Indices for the 6th consecutive year. We have been recognized in the Taiwan National Brand Awards, TCSA Taiwan Corporate Sustainability Awards, and the MSCI ESG Index for 12 consecutive years, achieving the highest "AAA" ESG rating from MSCI in 2025. Furthermore, we ranked in the top 5% of the Corporate Governance Evaluation by the Taiwan Stock Exchange for the 8th time, demonstrating high standards in board operations, transparency, shareholder protection, and promotion of sustainable development, while reflecting leadership and a strong sense of responsibility in both international and domestic markets.

To achieve its carbon reduction goals, Chailease Holding has successfully passed the Science Based Targets initiative (SBTi) review, confirming alignment with the 1.5°C reduction pathway and positioning itself as a pioneer in Taiwan's financial industry. At the same time, the Company is working alongside its clients toward net-zero emissions by supporting SMEs in enhancing and implementing ESG practices. Initiatives include hosting ESG forums, collaborating with think tanks to promote corporate ESG self-assessment and coaching, partnering with mass media to organize ESG co-learning programs, and conducting qualitative ESG research and reporting.

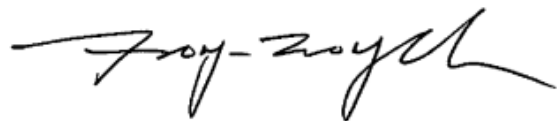
Outlook for 2026 Business Plan

Looking forward to 2026, as global markets enter an interest rate easing cycle, pressure on funding costs is expected to ease, and interest spreads are expected to remain stable or improve. Chailease Holding will adhere to the principle of "Steady Growth with Emphasis on Volume, Profit, and Quality." Accordingly, the Company has formulated its annual business strategies, which include achieving business targets to expand revenue capacity, deepening price differentiation to attract high-quality clients and ensure stable returns, and implementing intelligent promotion initiatives to leverage digital empowerment for productivity gains. At the same time, Chailease Holding will return to fundamentals by streamlining personnel, administrative, and operating expenses. We will also accelerate bad debt recovery and focus on collection effectiveness to strengthen our competitive advantage and create long-term value for shareholders.

As a financial leasing company, Chailease Holding does not use projected sales volumes as a performance indicator. Instead, the Company has set a target of maintaining steady growth in credit portfolio balances across Taiwan, Mainland China, and ASEAN in 2026. In terms of sales policies, Chailease Holding will continue to emphasize localized operations and niche market development, deepening its presence in the SME and consumer finance sectors while strengthening funding channels.

Looking ahead, Chailease Holding will further expand its overseas footprint. By the end of 2025, the Company had established more than 178 service locations or mobile offices across 111 cities and districts in Greater China and Southeast Asia. In 2026, one additional new service locations will be added in Mainland China, the Philippines, and Indonesia to provide closer and more comprehensive customer service.

In a rapidly changing and competitive financial environment, Chailease Holding seeks growth through transformation. As we approach our 50th anniversary, this will be another significant turning point. With discipline, quality, and efficiency as our core values, we will move forward to create resilient services and value for all shareholders, employees, and stakeholders.

A handwritten signature in black ink, appearing to read 'Fong-Long Chen', with a stylized, flowing script.

Fong-Long Chen,
Chairman

Chailease Holding Company Limited

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements, and proposal for allocation of profits. The CPAs of KPMG, Mr. Tsao-Jen Wu and Ms. Yi Chun Chen were retained to audit Chailease Holding Company Limited's Financial Statements and have issued an audit report relating to the Financial Statements.

The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit committee members of Chailease Holding Company Limited.

According to Article 14-4 of the Securities and Exchange Act, we hereby submit this report.

Chailease Holding Company Limited

Chairman of the Audit Committee:

Casey K. Tung

March 25, 2026

Chailease Holding Company Limited
Amendment Comparison Table of Ethical Corporate Management Best Practice Principles

December, 2022 version	December, 2025 version	Reasons for amendment
Article 17 (Organization and its Responsibilities) The board of directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies. To achieve sound ethical corporate management, the Company established <u>Corporate Governance and Sustainable Development Committee</u> that is under the Board of Directors and to be in charge of establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters: 1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines	Article 17 (Organization and its Responsibilities) The board of directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies. To achieve sound ethical corporate management, the Company established <u>Sustainable Development Committee</u> that is under the Board of Directors and to be in charge of establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters: 1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines	To reflect the renaming of the Corporate Governance and Sustainable Development Committee.

December, 2022 version	December, 2025 version	Reasons for amendment
with respect to the Company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. 4. Promoting and coordinating awareness and educational activities with respect to ethics policy. 5. Developing a whistle-blowing system and ensuring its operating effectiveness. 6. Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.	with respect to the Company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. 4. Promoting and coordinating awareness and educational activities with respect to ethics policy. 5. Developing a whistle-blowing system and ensuring its operating effectiveness. 6. Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.	
Article 26 (Implementation) The ethical corporate management best practice principles of the company and any amendments hereto, shall be delivered to <u>Corporate Governance and Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to each independent director and the shareholders meeting. When the ethical corporate management best practice principles are submitted for	Article 26 (Implementation) The ethical corporate management best practice principles of the company and any amendments hereto, shall be delivered to <u>Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to each independent director and the shareholders meeting. When the ethical corporate management best practice principles are submitted for discussion by the board of directors	To reflect the renaming of the Corporate Governance and Sustainable Development Committee.

December, 2022 version	December, 2025 version	Reasons for amendment
discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.	pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.	

Chailease Holding Company Limited

Amendment Comparison Table of Procedures for Ethical Management and Guidelines for Conduct

December, 2022 version	December, 2025 version	Reasons for amendment
Article 5 (Responsible unit) This Company established the <u>Corporate Governance and Sustainable Development Committee</u>, which is a division of the Board of Directors, as the solely responsible unit (hereinafter, "responsible unit"), being allocated enough resources and qualified personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following tasks, and periodically (at least one time a year) report to the Board of Directors: 1. Assisting in incorporating ethics and moral values into this Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Periodically analyzing and evaluating the risk of unethical conduct within the scope of business, and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical	Article 5 (Responsible unit) This Company established the <u>Sustainable Development Committee</u>, which is a division of the Board of Directors, as the solely responsible unit (hereinafter, "responsible unit"), being allocated enough resources and qualified personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following tasks, and periodically (at least one time a year) report to the Board of Directors: 1. Assisting in incorporating ethics and moral values into this Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Periodically analyzing and evaluating the risk of unethical conduct within the scope of business, and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up	To reflect the renaming of the Corporate Governance and Sustainable Development Committee.

December, 2022 version	December, 2025 version	Reasons for amendment
conduct. - Promoting and coordinating awareness and educational activities with respect to ethics policy. - Developing a whistle-blowing system and ensuring its operating effectiveness. - Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures. - Compiling documented information on the ethical management policy, statement, commitment and implementation thereof, and retain the said information properly.	check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. - Promoting and coordinating awareness and educational activities with respect to ethics policy. - Developing a whistle-blowing system and ensuring its operating effectiveness. - Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures. - Compiling documented information on the ethical management policy, statement, commitment and implementation thereof, and retain the said information properly.	
Article 24 (Enforcement) These Procedures and Guidelines, and any amendments hereto, shall be delivered to <u>Corporate Governance and Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting. When this Procedures and Guidelines are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in	Article 24 (Enforcement) These Procedures and Guidelines, and any amendments hereto, shall be delivered to <u>Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting. When this Procedures and Guidelines are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the	To reflect the renaming of the Corporate Governance and Sustainable Development Committee.

December, 2022 version	December, 2025 version	Reasons for amendment
person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.	board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.	

Chailease Holding Company Limited

Amendment Comparison Table of Ethical Conduct Best Practice Principles

August, 2020 version	December, 2025 version	Reasons for amendment
Article 16 Enforcement of the Principles The Principles, and any amendments to it, shall be delivered to <u>Corporate Governance and Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting.	Article 16 Enforcement of the Principles The Principles, and any amendments to it, shall be delivered to <u>Sustainable Development Committee</u> for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting.	To reflect the renaming of the Corporate Governance and Sustainable Development Committee.

Independent Auditors’ Report

To the Board of Directors of Chailease Holding Company Limited:

Opinion

We have audited the consolidated financial statements of Chailease Holding Company Limited and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, 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, 2025 and 2024, 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 the 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 requirement. 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 audit 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. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows:

Impairment assessment of accounts receivable

Refer to Note (4)(g) “Financial instruments” and Note (5) “Significant accounting assumptions and judgments, and major sources of estimation uncertainty” and Note (6)(d) “accounts receivable, net” to the consolidated financial statements for the details of the information about impairment assessment on accounts receivable.

Description of key audit matter:

The Group is engaged primarily in providing various services of leasing and financing, in which accounts receivable is a significant account of the Group. Impairment allowances are provided on accounts receivable based on management's best estimate of the potential losses in the accounts receivable portfolios at the balance sheet date. Management exercise judgment in making assumptions and estimations when calculating for impairment allowances on both individually and collectively assessed accounts receivables.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included evaluating the adequacy of the Group's impairment policy on financial assets; testing to check compliance with the internal control on the process of evaluating impairment losses on loans and receivable; evaluating and testing the assumptions and data used in the calculation; and evaluating the adequacy of the Group's disclosure for Impairment allowances on loans and receivables.

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, IASs, IFRC, 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.

Auditor's 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 propriety of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the propriety 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 auditor' s 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 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 for the ended December 31, 2025 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 Wu,Tsao-Jen and Chen, Yi-Chun.

KPMG

Taipei, Taiwan (Republic of China)

March 10, 2026

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial statements of financial position, financial performance and cash flows in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards, International Accounting Standards, interpretation as well as related guidance endorsed by the Financial Supervisory Commission of 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.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2025 and 2024

(Amounts Expressed in Thousands of New Taiwan Dollars)

		2025.12.31		2024.12.31				2025.12.31		2024.12.31	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets :						Current Liabilities :					
1100	Cash and cash equivalents (Notes (6)(a))	\$ 33,923,082	3	36,201,407	4	2100	Short-term borrowings (Notes (6)(k) and (8))	\$ 70,599,466	8	68,280,290	7
1110	Current financial assets at fair value through profit or loss (Note (6)(b))	7,103,338	1	5,899,471	1	2110	Short-term notes and bills payable (Notes (6)(j) and (8))	135,028,863	14	123,378,546	12
1136	Current financial assets at amortized cost (Notes (6)(b) and (7))	43,846,793	5	24,855,173	2	2126	Current financial liabilities for hedging (Notes (6)(b) and (6)(c))	1,170,430	-	200,762	-
1139	Current financial assets for hedging (Notes (6)(b) and (6)(c))	154,180	-	565,944	-	2170	Accounts and notes payable (Note (7))	3,808,570	-	5,648,699	1
1170	Accounts receivable, net (Notes (6)(d), (7) and (8))	594,033,632	61	561,542,947	57	2230	Current tax liabilities	4,176,518	-	4,255,246	-
1476	Other current financial assets (Notes (7) and (8))	23,178,867	2	23,369,044	2	2280	Current lease liabilities (Notes (6)(m) and (7))	1,709,842	-	1,648,182	-
1479	Other current assets (Notes (6)(e) and (7))	8,290,453	1	10,542,012	1	2305	Other current financial liabilities (Note (7))	74,679,440	8	75,560,371	8
Non-current assets :		710,530,345	73	662,975,998	67	2320	Long-term liabilities, current portion (Notes (6)(k), (6)(l) and (8))	338,372,084	35	301,372,433	31
1510	Non-current financial assets at fair value through profit or loss (Notes (6)(b)and (6)(l))	10,170	-	33,205	-	2399	Other current liabilities	3,857,693	-	5,409,377	-
1517	Non-current financial assets at fair value through other comprehensive income (Note (6)(b))	361,946	-	336,854	-	Non-current Liabilities :		633,402,906	65	585,753,906	59
1535	Non-current financial assets at amortized cost (Note (6)(b) and (8))	4,744,439	-	12,324,817	1	2511	Non-current financial liabilities for hedging (Notes (6)(b) and (6)(c))	281,225	-	49,237	-
1538	Non-current financial assets for hedging (Notes (6)(b) and (6)(c))	-	-	48,369	-	2530	Bonds payable (Note (6)(l))	44,056,949	5	55,337,064	6
1550	Investments accounted for using equity method (Notes (6)(f))	4,183,914	-	4,407,100	-	2540	Long-term borrowings (Notes (6)(k) and (8))	85,838,374	9	135,324,019	14
1600	Property, plant and equipment (Notes (6)(h), (7) and (8))	106,896,022	11	100,172,832	10	2570	Deferred tax liabilities	5,012,378	-	4,632,174	-
1755	Right-of-use assets (Notes (6)(i) and (7))	8,416,894	1	8,761,376	1	2580	Non-current lease liabilities (Notes (6)(m) and (7))	6,881,928	1	7,243,640	1
1780	Intangible assets	279,720	-	399,859	-	2600	Other non-current liabilities (Notes (6)(n))	5,153,313	-	9,931,965	1
1840	Deferred tax assets	12,619,489	1	10,647,387	1	Total Liabilities		147,224,167	15	212,518,099	22
1930	Long-term accounts receivable, net (Notes (6)(d), (7) and (8))	113,333,750	12	168,072,633	18	Equity attributable to owners of the Company : (Note (6)(p) and (6)(q))		780,627,073	80	798,272,005	81
1995	Other non-current assets (Notes (7) and (8))	14,740,716	2	14,223,413	2	3110	Ordinary share	17,114,211	2	16,778,638	2
		265,587,060	27	319,427,845	33	3120	Preferred share	1,500,000	-	1,500,000	-
TOTAL ASSETS		\$ 976,117,405	100	982,403,843	100	3200	Capital surplus	45,735,689	5	45,467,665	5
						3320	Special reserve	-	-	3,541,758	-
						3350	Unappropriated retained earnings	117,945,304	12	105,735,441	11
						3400	Other equity items	146,044	-	70,734	-
						Total equity attributable to owners of the Company		182,441,248	19	173,094,236	18
						36XX	Non-controlling interests	13,049,084	1	11,037,602	1
						Total equity		195,490,332	20	184,131,838	19
						TOTAL LIABILITIES AND EQUITY		\$ 976,117,405	100	982,403,843	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
For the Years Ended December 31, 2025 and 2024
(Amounts Expressed in Thousands of New Taiwan Dollars)

		For the years ended December 31,			
		2025		2024	
		Amount	%	Amount	%
	Operating revenues: (Note (7))				
4111	Sales revenue	\$ 8,595,204	9	8,138,973	8
4810	Interest revenue - installment sales	22,155,395	23	22,520,767	22
4820	Interest revenue - capital leases	29,223,727	30	31,972,128	31
4300	Rental revenue - operating leases	7,102,216	7	6,855,628	7
4230	Interest revenue - loans	13,323,819	14	12,105,879	12
4240	Other interest revenue	10,338,584	10	12,428,981	12
4881	Other operating revenue	6,828,432	7	8,269,301	8
		97,567,377	100	102,291,657	100
	Operating costs: (Note (7))				
5111	Cost of sales	5,281,602	5	4,682,553	5
5240	Interest expense	19,275,642	20	20,664,029	20
5300	Cost of rental revenue	5,025,500	5	4,436,527	4
5800	Other operating costs	3,653,745	4	4,465,668	4
		33,236,489	34	34,248,777	33
	Gross profit from operation	64,330,888	66	68,042,880	67
6400	Operating expenses (Note (7))	19,106,470	19	19,133,115	19
6450	Expected credit loss (Note (6)(d))	19,209,852	20	19,877,250	20
6500	Net other income and expenses (Note (6)(t))	1,204,272	1	877,575	1
	Operating profit	27,218,838	28	29,910,090	29
	Non-operating income and expenses:				
7100	Interest income	399,826	-	557,784	1
7130	Dividend income	14,935	-	11,952	-
7020	Other gains and losses (Note (6)(g),(6)(u) and (7))	1,803,794	2	1,601,264	2
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method(Note (6)(f))	(22,211)	-	169,499	-
		2,196,344	2	2,340,499	3
7900	Profit before income tax	29,415,182	30	32,250,589	32
7950	Less: Income tax expenses (Note (6)(o))	8,611,659	9	8,814,633	9
	Profit for the period	20,803,523	21	23,435,956	23
	Other comprehensive income (loss):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains on remeasurements of defined benefit plans	26,786	-	89,139	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	1,725	-	21,212	-
8349	Less: Income tax related to components that will not be reclassified to profit or loss (Note (6)(o))	5,510	-	17,836	-
	Total components of other comprehensive income that will not be reclassified to profit or loss	23,001	-	92,515	-
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(539,817)	(1)	4,489,419	4
8368	Gains (losses) on hedging instruments (Note (6)(c))	646,048	1	(400,367)	-
8370	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss (Note (6)(f))	(28,701)	-	102,742	-
8999	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss (Note (6)(o))	(51,499)	-	65,099	-
	Total components of other comprehensive income that will be reclassified to profit or loss	129,029	-	4,126,695	4
	Other comprehensive income (loss) (net of tax)	152,030	-	4,219,210	4
8500	Total comprehensive income (loss) for the period	\$ 20,955,553	21	27,655,166	27
	Profit attributable to:				
8610	Owners of the Company	\$ 19,809,840	20	22,585,782	22
8620	Non-controlling interests	993,683	1	850,174	1
		\$ 20,803,523	21	23,435,956	23
	Comprehensive income attributable to:				
8710	Owners of the Company	\$ 19,883,958	20	26,314,427	26
8720	Non-controlling interests	1,071,595	1	1,340,739	1
		\$ 20,955,553	21	27,655,166	27
	Earnings per common share (NT dollars) (Note (6)(r))				
9750	Basic earnings per share	\$ 11.24		13.05	
9850	Diluted earnings per share	\$ 11.24		12.89	

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

CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31, 2025 and 2024

(Amounts Expressed in Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company												
	Share Capital					Other Equity Items							
						Unrealized gains					Total equity attributable to owners of the Company	Non-controllin g interests	Total equity
						(losses) from financial assets measured at fair value through other comprehensive income							
Ordinary share	Preferred share	Capital surplus	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements		Gains (losses) on hedging instruments						
Balance at January 1, 2024	\$ 16,145,724	1,500,000	41,862,560	1,777,735	96,213,959	(2,896,224)	(72,641)	(572,893)	153,958,220	9,377,578	163,335,798		
Profit for the year ended December 31, 2024	-	-	-	-	22,585,782	-	-	-	22,585,782	850,174	23,435,956		
Other comprehensive income (loss)	-	-	-	-	73,500	4,002,979	21,084	(368,918)	3,728,645	490,565	4,219,210		
Total comprehensive income (loss)	-	-	-	-	22,659,282	4,002,979	21,084	(368,918)	26,314,427	1,340,739	27,655,166		
Appropriation and distribution of retain earnings:													
Special reserve appropriated	-	-	-	1,764,023	(1,764,023)	-	-	-	-	-	-		
Cash dividends of ordinary share	-	-	-	-	(10,494,721)	-	-	-	(10,494,721)	-	(10,494,721)		
Cash dividends of preferred stock	-	-	-	-	(570,000)	-	-	-	(570,000)	-	(570,000)		
Stock dividends of ordinary share	322,914	-	-	-	(322,914)	-	-	-	-	-	-		
Other changes in capital surplus	-	-	5,263	-	-	-	-	-	5,263	-	5,263		
Capital increase in cash	310,000	-	3,555,436	-	-	-	-	-	3,865,436	-	3,865,436		
Changes in ownership interests in subsidiaries	-	-	(9,794)	-	(28,795)	-	-	-	(38,589)	-	(38,589)		
Share-based payments	-	-	54,501	-	-	-	-	-	54,501	62	54,563		
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	319,223	319,223		
Disposal of investments in equity instruments designated at fair value through other													
comprehensive income	-	-	-	-	42,653	-	(42,653)	-	-	-	-		
Effects on the long-term equity investment not recognized based on shareholding ratios	-	-	(301)	-	-	-	-	-	(301)	-	(301)		
Balance at December 31, 2024	\$ 16,778,638	1,500,000	45,467,665	3,541,758	105,735,441	1,106,755	(94,210)	(941,811)	173,094,236	11,037,602	184,131,838		

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31, 2025 and 2024

(Amounts Expressed in Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										Non-controllin g interests	Total equity
	Share Capital					Other Equity Items				Total equity attributable to owners of the Company		
						Retained Earnings			Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income			
	Ordinary share	Preferred share	Capital surplus	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements						
Balance at January 1, 2025	\$ 16,778,638	1,500,000	45,467,665	3,541,758	105,735,441	1,106,755	(94,210)	(941,811)	173,094,236	11,037,602	184,131,838	
Profit for the year ended December 31, 2025	-	-	-	-	19,809,840	-	-	-	19,809,840	993,683	20,803,523	
Other comprehensive income (loss)	-	-	-	-	25,354	(636,217)	1,507	683,474	74,118	77,912	152,030	
Total comprehensive income (loss)	-	-	-	-	19,835,194	(636,217)	1,507	683,474	19,883,958	1,071,595	20,955,553	
Appropriation and distribution of retain earnings:												
Cash dividends of ordinary share	-	-	-	-	(10,234,970)	-	-	-	(10,234,970)	-	(10,234,970)	
Cash dividends of preferred stock	-	-	-	-	(570,000)	-	-	-	(570,000)	-	(570,000)	
Stock dividends of ordinary share	335,573	-	-	-	(335,573)	-	-	-	-	-	-	
Reversal of special reserve	-	-	-	(3,541,758)	3,541,758	-	-	-	-	-	-	
Other changes in capital surplus	-	-	9,757	-	-	-	-	-	9,757	-	9,757	
Changes in ownership interests in subsidiaries	-	-	258,267	-	-	-	-	-	258,267	(258,267)	-	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	1,198,154	1,198,154	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(26,546)	-	26,546	-	-	-	-	
Balance at December 31, 2025	\$ 17,114,211	1,500,000	45,735,689	-	117,945,304	470,538	(66,157)	(258,337)	182,441,248	13,049,084	195,490,332	

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

CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2025 and 2024

(Amounts Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2025	2024
Cash flows from operating activities:		
Profit before tax	\$ 29,415,182	32,250,589
Adjustments:		
Adjustments to reconcile (profit) loss:		
Depreciation expense	9,127,517	8,518,432
Amortization expense	368,439	351,754
Expected credit loss	19,209,852	19,877,250
Net gain on financial assets or liabilities at fair value through profit or loss	(258,749)	(203,656)
Interest expense	19,433,846	20,802,271
Interest income	(75,441,351)	(79,585,539)
Dividend income	(14,935)	(11,952)
Share-based payments	6,617	54,563
Share of loss (profit) of associates and joint ventures accounted for using equity method	22,211	(169,499)
Gain on disposal of property, plant and equipment	(165,628)	(444,299)
Loss on disposal of foreclosed assets	1,105,235	813,920
Impairment loss (profit) on financial assets	13,762	23,622
Impairment loss on non-financial assets	512,308	860,025
Effect of changes and subletting in lease contract	(697)	-
Total adjustments to reconcile profit	(26,081,573)	(29,113,108)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Changes in financial assets at fair value through profit or loss, mandatorily measured at fair value	(919,754)	(902,701)
Changes in accounts receivable	(1,902,570)	(9,385,852)
Changes in other current assets	1,138,754	(1,308,045)
Changes in other current financial assets	125,157	(225,928)
Proceeds from sales of operating lease assets and operating equipment	2,171,412	2,437,000
Purchase of operating lease assets and operating equipment	(16,569,644)	(15,741,649)
Changes in other non-current assets	(566,602)	(2,043,073)
Total changes in operating assets	(16,523,247)	(27,170,248)
Changes in operating liabilities:		
Changes in accounts and notes payable	(1,767,586)	1,145,009
Increase in long term and short-term debts	583,661,793	583,789,445
Repayment of long term and short-term debts	(587,842,324)	(589,000,978)
Changes in other current financial liabilities	(546,008)	298,005
Changes in other current liabilities	(1,460,325)	(518,943)
Changes in accrued pension liabilities	(57,551)	(18,006)
Changes in other non-current liabilities	(4,672,751)	478,860
Total changes in operating liabilities	(12,684,752)	(3,826,608)
Total changes in operating assets and liabilities	(29,207,999)	(30,996,856)
Total adjustments	(55,289,572)	(60,109,964)
Cash flows used in operations	(25,874,390)	(27,859,375)
Interest received	75,512,794	79,720,804
Dividends received	21,248	17,692
Interest paid	(19,198,486)	(20,736,542)
Income taxes paid	(10,172,744)	(11,340,164)
Net cash flows provided by operating activities	20,288,422	19,802,415

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

CHAILEASE HOLDING COMPANY LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2025 and 2024

(Amounts Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2025	2024
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(42,500)	(59,125)
Proceeds from disposal of financial assets at fair value through other comprehensive income	16,523	744,551
Acquisition of financial assets at amortized cost	(30,327,403)	(28,938,792)
Proceeds from disposal of financial assets at amortized cost	18,901,104	17,122,011
Acquisition of investments accounted for using equity method	(359,284)	(2,860,893)
Proceeds from capital reduction of investments accounted for using equity method	216,365	-
Acquisition of property, plant and equipment	(645,733)	(663,441)
Proceeds from disposal of property, plant and equipment	1,833	243,334
Acquisition of intangible assets	(117,321)	(175,007)
Net cash inflows from business combination	23,203	2,381,483
Net cash flows used in investing activities	(12,333,213)	(12,205,879)
Cash flows from financing activities:		
Payment of lease liabilities	(1,043,572)	(800,084)
Distribution of cash dividend	(10,800,935)	(11,064,690)
Capital increase in cash	-	3,865,436
Changes in non-controlling interests	1,198,154	(564,139)
Net cash flows used in financing activities	(10,646,353)	(8,563,477)
Effect of exchange rate changes on cash and cash equivalents	412,819	174,361
Net increase in cash and cash equivalents	(2,278,325)	(792,580)
Cash and cash equivalents at beginning of period	36,201,407	36,993,987
Cash and cash equivalents at end of period	\$ 33,923,082	36,201,407

Chailease Holding Company Limited
Distribution and Appropriation of Retained Earnings for the year 2025

Unit : NT\$

Item	NTD
Opening balance of retained earnings	98,136,656,040
Add: Net Profit for the year of 2025	19,809,839,437
Add: Remeasurement of defined benefit plans for the year of 2025, net of tax	25,354,046
Less: Disposal of Investments in Equity Instruments at Fair Value through Other Comprehensive Income	26,545,614
Sub-total	117,945,303,909
Available retained earnings for distribution	117,945,303,909
Less : Cash dividend of Preferred shares A-NT\$4.1794630 per share	626,919,452
Less : Cash dividend of common shares -NT\$5.8per share	9,926,242,733
Less : Stock dividend of common shares-NT\$0.2 per share	342,284,230
Ending balance of retained earnings	107,049,857,494

Chailease Holding Company Limited
Amendment Comparisons Table of the Rules and Procedures of
Shareholders' Meeting

Article before amendment	Article after amendment	Reasons for Amendment
Article 3 The company shall prepare Handbook for shareholders' meeting and disclose such information related to the said shareholders' meeting on the Information Reporting Website designated by the competent authority to be published no later than 21 days prior to the scheduled date of a regular meeting of shareholders or no later than 15 days prior to the scheduled date of a special meeting of shareholders. If, however, the company 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. (omitted)	Article 3 The company shall prepare Handbook for shareholders' meeting and disclose such information related to the said shareholders' meeting on the Information Reporting Website designated by the competent authority to be published no later than 30 days prior to the scheduled date of a regular meeting of shareholders or no later than 15 days prior to the scheduled date of a special meeting of shareholders. (omitted)	This provision has been revised and simplified in accordance with Article 6 of the " Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies " .

Chailease Holding Company Limited

Explanations of the long-term capital raising plan

1. Principles for issuing ordinary shares or preferred shares for cash capital increase in Taiwan:
 - (1.) The issuance of ordinary shares or preferred shares for cash capital increase in Taiwan will be conducted through adopting either “Book Building” or “Public Subscription” method for public offering.
 - ①. If Book Building method is adopted:
 - i. Pursuant to Article 8 of the Company’s M&A, 10% to 15% of the new shares to be issued may be reserved for subscription by employees of the Company and its subsidiaries. For the remaining shares, it is proposed to, according to Article 13 of “Regulations Governing the Offering and Issuance of Securities by Foreign Issuers” (“Offering Regulations”), have the original shareholders waive their pre-emptive rights to their respective shareholding in the Annual General Meeting and conduct a public offering through Book Building. In case the employees waive their rights to subscribe or any shares remain unsubscribed, it is further proposed to authorize the Chairman of the Board of Directors (the "Chairman") to allot the remaining shares for subscription by designated person(s) at the issue price.
 - ii. Pursuant to Article 7 of “Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities” (“Disciplinary Rules”), the issuance price of the new ordinary shares may not be lower than 90% of the simple arithmetic average of the closing prices of the Company’s ordinary shares on Taiwan Stock Exchange for either one, three, or five business days prior to the filing date with the Financial Supervisory Commission (“FSC”), the registration date of book building agreement, or the registration date of underwriting contract with Taiwan Securities Association after adjustment for any distribution of share dividend (or capital reduction) or cash dividend. It is proposed to authorize the Chairman or his designated person to coordinate with the lead underwriter to determine the actual issuance price based on the aforementioned price range, the status of book building, the conditions of the market where the securities are issued and relevant regulations.
 - iii. The determination of issuance price of preferred shares shall be pursuant to Article 12 of Disciplinary Rules that the difference between actual

issuance price and theoretical price shall be less than 10%. It is proposed to authorize the Chairman or his designated person to coordinate with the lead underwriter to determine the actual issuance price based on the aforementioned price range, the status of book building, the conditions of the market where the securities are issued and relevant regulations.

- iv. Since the preferred shares issued this time may not be transformed into ordinary shares, if it is conducted by issuing preferred shares, there will be no effect of diluting the equity of shareholders. If it is conducted by issuing ordinary shares, the maximum new ordinary shares to be issued for cash capital increase (150,000,000 shares) is 8.8% of total ordinary shares issued and outstanding of the Company, and shall not cause major share dilution. As the purpose of issuance of new ordinary shares for cash capital increase is to support the Company's future development and strengthen its competitiveness, this proposal shall benefit the interest of our shareholders.

②. If Public Subscription method is adopted:

- i. Pursuant to Article 8 of the Company's M&A, 10% to 15% of the new shares to be issued may be reserved for subscription by the employees of the Company and its subsidiaries. 10% of the new ordinary shares shall be allocated for public offering in Taiwan, and the remaining new shares will be allotted for subscription by the original shareholders in proportion to their respective shareholding as shown on the register of shareholders as of the record day. In case the employees and original shareholders waive their rights to subscribe or any shares remain unsubscribed, it is proposed to authorize the Chairman to allot the remaining shares for subscription by designated person(s) at the issue price.
- ii. According to Article 6 of the Disciplinary Rules, the issuance price of the new ordinary shares may not be lower than 70% of the simple arithmetic average of the closing prices of the Company's ordinary shares on Taiwan Stock Exchange for either one, three, or five business days prior to the filing date with the FSC or five business days before the Ex-Rights date of the cash capital increase, after adjustment for any distribution of share dividend (or capital reduction) or cash dividend. It is proposed to authorize the Chairman to coordinate with the underwriters and determine the actual issue price within the aforementioned price range in light of market status.
- iii. The determination of issuance price of preferred shares shall be pursuant to Article 12 of Disciplinary Rules that the difference between actual issuance price and theoretical price shall be less than 10%. It is proposed to authorize the Chairman or his designated person to coordinate with the lead underwriter to determine the actual issuance price based on the aforementioned price range, the conditions of the issuance market and relevant regulations.

2. Principles for issuing GDRs through the issuance of new ordinary shares by capital increase:
- (1.) Pursuant to Article 13 of the Offering Regulations, have the original shareholders waive their pre-emptive rights in proportion to their respective shareholding in Annual General Meeting and conduct a public offering as the underlying shares of the issuance of GDRs.
 - (2.) According to Article 9 of Disciplinary Rules, the issuance price of new ordinary shares issued may not be lower than 80% of (a) the closing price of the Company's ordinary shares on Taiwan Stock Exchange on the pricing day, or (b) the simple arithmetic average of the closing prices of ordinary shares on Taiwan Stock Exchange for one, three or five business days prior to the pricing date, after adjustment for any distribution of share dividend (or capital reduction) or cash dividend. In view of severe fluctuation of the domestic share price within a short period of time, it is proposed to authorize the Chairman or his designated person to coordinate with the lead underwriter(s) to determine the actual issuance price within the aforementioned scope, considering general practices worldwide, international capital market, domestic share price and the status of Book Building. Upon the revisions to relevant laws or regulations, the pricing method shall be adjusted accordingly. The issue price of the new ordinary shares for the issuance of GDRs will be set in accordance with relevant regulations and general market practice, and it shall be deemed reasonable.
 - (3.) The par value of the new ordinary shares to be issued is NTD10 per share. For the rights and interests of the original shareholders, the maximum new ordinary shares to be issued for cash capital increase (150,000,000 shares) is 8.8% of total ordinary shares issued and outstanding of the Company, and shall not cause major share dilution. The issue price for GDRs is determined based on the fair market price of ordinary shares in domestic securities exchange market, and the original shareholders may acquire ordinary shares in domestic securities exchange market at a price close to the issue price of new ordinary shares without bearing the risks of foreign exchange and liquidity. Therefore, it shall not have a material impact on the rights and interests of original shareholders. As the purpose of issuance of new ordinary shares for capital increase is to support the Company's future development and strengthen its competitiveness, this proposal shall benefit the interest of our shareholders.

Chailease Holding Company Limited

Amendment Comparison Table of the MEMORANDUM & ARTICLES OF ASSOCIATION OF CHAILEASE HOLDING COMPANY LIMITED

Article Before Amendment	Article After Amendment
THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM & ARTICLES OF ASSOCIATION OF CHAILEASE HOLDING COMPANY LIMITED (Adopted by Special Resolution passed on <u>May 28, 2025</u>)	THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM & ARTICLES OF ASSOCIATION OF CHAILEASE HOLDING COMPANY LIMITED (Adopted by Special Resolution passed on <u>May 26, 2026</u>)
2. The Registered Office of the Company will be situated at <u>the offices of Corporate Filing Services Ltd., P.O. Box 61, 3rd Floor Harbour Centre, North Church Street, Grand Cayman, KY1-1102, Cayman Islands</u> or at such other location as the Directors may from time to time determine.	2. The Registered Office of the Company will be situated at <u>P.O. Box 61, Harbour Centre, George Town , Grand Cayman, KY1-1102, Cayman Islands</u>, or at such other location as the Directors may from time to time determine.
45. Before the Shares are Traded on Designated Stock Market, at least seven days notice counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and the general nature of that business, shall be given in the manner hereinafter provided to such persons as are, under these Articles, entitled to receive such notices from the Company. For so long as the Shares are Traded on Designated Stock Market, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.	45. Before the Shares are Traded on Designated Stock Market, at least seven days notice counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and the general nature of that business, shall be given in the manner hereinafter provided to such persons as are, under these Articles, entitled to receive such notices from the Company. For so long as the Shares are Traded on Designated Stock Market, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. <u>The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.</u>

Article Before Amendment	Article After Amendment
47. For so long as the Shares are Traded on Designated Stock Market, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and, including but not limited to, election or discharge of Directors, in accordance with Article 45 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting may be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System at least <u>twenty-one</u> days for an annual general meeting, and at least fifteen days for an extraordinary general meeting prior to the date of meetings. <u>If the Company's paid-in capital exceeds NT\$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% as recorded in the shareholders' roster as of the date of the general meeting held in the most recent financial year, the foregoing transmission shall be completed at least thirty days for an annual general meeting.</u>	47. For so long as the Shares are Traded on Designated Stock Market, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and, including but not limited to, election or discharge of Directors, in accordance with Article 45 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting may be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System at least <u>thirty</u> days for an annual general meeting, and at least fifteen days for an extraordinary general meeting prior to the date of meetings.
118. If there are surplus profits (surplus profit means profits before tax and, for the avoidance of doubt, such amount is before deducting any employees' compensation and directors' compensation), the Board of Directors shall allocate the annual surplus profits in accordance with the following sequence and manner; however, if the Company has accumulated losses, it shall reserve an amount thereof first to offset the losses: (a) between 0.01% and 1% of the surplus profits before tax as employees' compensation; (b) no more than 0.1% of the surplus profits before tax as directors' compensation.	118. If there are surplus profits (surplus profit means profits before tax and, for the avoidance of doubt, such amount is before deducting any employees' compensation and directors' compensation), the Board of Directors shall allocate the annual surplus profits in accordance with the following sequence and manner; however, if the Company has accumulated losses, it shall reserve an amount thereof first to offset the losses: (a) between 0.01% and 1% of the surplus profits before tax as employees' compensation; <u>and of the allocated amount of such employees' compensation, no less than 10% shall be set aside as compensation for non-executive employees;</u> (b) no more than 0.1% of the surplus profits before tax as directors' compensation.

Chalease Holding Company Limited
List of Director and Independent director Candidate

Nominated candidates Title/ Name	Gender	Education	Background
Director Mr. Andre J.L. Koo (Authorized Representative of Chun An Investment Co., Ltd.) (The shareholding of Chun An Investment Co., Ltd.: Common shares: 38,846,729)	Male	MBA, Leonard N. Stern School of Business, NYU, USA	1. 1997 ~ 1998 Secretary General of the Office of the Chairman of Chalease Group 2. 1998 ~ 2003 Deputy President of Chalease Finance 3. 2000 ~ 2003 Managing Director and CEO of Chalease Group 4. 2000 ~ 2007 President and CEO of My Funding 5. 2003 ~ now Chairman of Chalease Group 6. 2007 ~ 2011 Chairman of Financial One 7. 2009 ~ 2013 Chairman of the Company 8. 2013 ~ now Director and Chairman of the Management Committee of the Company
Director Mr. Fong-Long (Albert) Chen (Authorized Representative of Chun An Investment Co., Ltd.) (The shareholding of Chun An Investment Co., Ltd. : Common shares: 38,846,729)	Male	Master of Science, Sloan School of Management, MIT, USA	1. 1999 ~ 2000 Secretary General of the Office of the Chairman of Chalease Group 2. 1999 ~ now Director of Asia Sermkij Leasing Public Company Limited 3. 1999 ~ now Director of Bangkok Grand Pacific Lease Public Company Limited 4. 2002 ~ 2013 President of Chalease Finance Co., Ltd. 5. 2005 ~ now Vice President of Asian Financial Service Association 6. 2007 ~ 2011 CEO of Financial One Corp. 7. 2025 ~now President of The Taipei Leasing Association, R.O.C. 8. 2007 ~ 2019 President of The Taipei Leasing Association, R.O.C. 9. 2007 ~ now Chairman of Chalease Finance Co., Ltd. 10. 2007 ~ now Chairman of Chalease International Financial Leasing Corporation 11. 2011 ~ now Chairman and President of the Company 12. 2011 ~ now Chairman of Fina Finance & Trading Co., Ltd. 13. 2015 ~ now Chairman of Chalease Energy Integration Co., Ltd.

Nominated candidates Title/ Name	Gender	Education	Background
Director Ms. Hsiu Tze Cheng (Authorized representative of Chun An Technology Co., Ltd.) (The shareholding of Chun An Technology Co., Ltd.: Common shares: 37,042,376)	Female	EMBA, National Taiwan University	1. 2005~ now Director and Chief Human Resource Officer of Chailease Finance Co., Ltd. 2. 2005~ now Chief Human Resource Officer of Chailease International Financial Leasing Corporation 3. 2011 ~ now Director and Chief Human Resources Officer of the Company (Director is from 2017/08) 4. 2016 ~ now Director of Fina Finance & Trading Co., Ltd. 5. 2017 ~ now Chairman of Chailease Royal Leasing Plc. 6. 2017 ~ now Chairman of Chailease Berjaya Finance Corporation 7. 2018 ~ now Chairman of Chailease Royal Finance Plc. 8. 2021 ~ now Director of Chailease Consumer Finance Co., Ltd.
Director Mr. Chih Yang, Chen (Authorized representative of Chun An Technology Co., Ltd.) (The shareholding of Chun An Technology Co., Ltd.: Common shares:37,042,376)	Male	Master Degree in International Affairs, NCCU	1. 1971 ~ 2010 Investigator of Ministry of Justice Investigation Bureau, R.O.C. 2. 2010 ~ 2012 Deputy Director of Ministry of Justice Investigation Bureau, R.O.C. 3. 2012 ~ 2013 Executive Consultant of Chailease Construction and Development Corp. 4. 2014 ~ now Chairman of Chailease Construction and Development Corp.
Director Li Cheng Investment Co., Ltd. (The shareholding of Li Cheng Investment Co., Ltd.: Common shares:129,486)	NA	NA	NA

Nominated candidates Title/ Name	Gender	Education	Background
Independent Director Mr. Casey K. Tung	Male	1. Master of Science in Business Administration, California State University, Long Beach, U.S.A. 2. Bachelor of Commerce, Soochow University, Taiwan	1. Certified Public Accountant, California, U.S.A. 2. Principal of Casey K. Tung CPA office since 1990
Independent Director Mr. Hong Tzer Yang	Male	Ph.D., Department of Electrical Engineering, National Tsing Hua University, Taiwan	1. 2007 ~ now Distinguished Professor, Department of Electrical Engineering, National Cheng Kung University 2. 2021 ~ now Independent Board Director, Member of Audit Committee, Member of Compensation Committee, Member of Cyber Security Committee, & Member of Corporate Governance Committee, PADAUK TECHNOLOGY Co., Ltd. 3. 2021 ~ now Independent Board Director, Member of Audit Committee & Member of Nomination Committee, ChipMOS TECHNOLOGIES INC. 4. 2024 ~ now Associate Dean, Department of Electrical Engineering, National Cheng Kung University
Independent Director Ms. Sofia (Shihyu) Lin	Female	1. Master of Business Taxation (MBT), University of Southern California, USA 2. Master of Science in Accountancy (MSA), University of Illinois at Urbana-Champaign, USA	2005~ present Senior Partner and CFO of Chen & Fan Accountancy Corporation

Nominated candidates Title/ Name	Gender	Education	Background
Independent Director Mr. Douglas Anthony Chu	Male	Bachelor of Science in Economics University of Pennsylvania, The Wharton School	1992~present Taste of Nature, Inc. Co-President

Chailease Holding Company Limited
Release of the non-compete duty of Directors

Nominated candidates Title/ Name	Current Position(s) which is not belong to the Company and it's subsidiaries
Director Mr. Andre J.L. Koo (Authorized Representative of Chun An Investment Co., Ltd.)	1. Director of Chailease Capital (Thailand) Co., Ltd.
Director Mr. Fong-Long (Albert) Chen (Authorized Representative of Chun An Investment Co., Ltd.)	1. Director of Asia Sermkij Leasing Public Company Limited 2. Director of Bangkok Grand Pacific Lease Public Company Limited 3. Chairman of Chailease International Financial Leasing Corporation 4. Chairman of Chailease Finance International Corp. 5. Chairman of Chailease International Corp. 6. Chairman of Jirong Real Estate Co., Ltd. 7. Executive director of Chailease International Commercial Factoring Corporation 8. Executive director of Chailease Commercial Factoring Corporation. 9. Chairman of Tien Jen Energy Co., Ltd. 10. Chairman of Tien Sin Intelligent Green Energy Co., Ltd. 11. Chairman of Tien Jui Energy Co., Ltd. 12. Chairman of Tien Chu Energy Co., Ltd. 13. Chairman of Tien Ying Energy Co., Ltd. 14. Chairman of Annan Energy CO., LTD. 15. Director of CL Investment Partners Company Limited
Director Ms. Hsiu Tze Cheng (Authorized representative of Chun An Technology Co., Ltd.)	1. Chief Human Resource Officer of Chailease International Financial Leasing Corporation 2. Chairman of Chaico Biomedical Co., Ltd. 3. Chairman of JLK Biomedical (Thailand) Holding Co., Ltd. 4. Chairman of Chailease Royal Leasing Plc. 5. Chairman of Chailease Royal Finance Plc. 6. Chairman of Chailease Berjaya Finance Corporation 7. Chairman of Chaico Healthcare Malaysia Sdn. Bhd. 8. Chairman of Join Home HealthCare Co., Ltd.
Independent Director Mr. Hong Tzer Yang	1. Independent Director of PADAUK TECHNOLOGY Co., Ltd. 2. Independent Director of Nomination Committee, ChipMOS TECHNOLOGIES INC. 3. Director of Taiwan Power Company

Appendix

Chailease Holding Company Limited Rules and Procedures of Shareholders' Meeting

(Adopted by Ordinary Resolution passed on Dec.01.2010)
(Adopted by Ordinary Resolution passed on May.10.2012)
(Adopted by Ordinary Resolution passed on May.30.2013)
(Adopted by Ordinary Resolution passed on May.27.2016)
(Adopted by Ordinary Resolution passed on May.24.2019)
(Adopted by Ordinary Resolution passed on May.27.2020)
(Adopted by Ordinary Resolution passed on July.16.2021)
(Adopted by Ordinary Resolution passed on May.22.2024)

Article 1

To set up a good system of shareholders' meeting and strengthen the supervised function of management. The Company enacted the Rules and Procedures of Shareholders Meeting to be followed.

Article 2

The shareholders' meeting shall be proceeded with in accordance with these Rules, unless the law and regulations or the Company's Articles Association provides otherwise.

In these Rules the following not clearly defined terms has the same meanings in the Company's Articles Association.

Article 3

A shareholders' meeting shall, unless the law and regulations or the Company's Articles of Association provides otherwise, be convened by the Board of Directors.

Any or a plural number of shareholder(s) of a company who has (have) continuously held 3% or more of the total number of outstanding shares for a period of one year or a longer time may request the board of directors to call a special meeting of shareholders.

If the board of directors fails to give a notice for convening a special meeting of shareholders within 15 days after the filing of the request under the preceding Paragraph, the proposing shareholder(s) may, after obtaining an approval from the competent authority, convene a special meeting of shareholders on his/their own.

Any or a plural number of shareholder(s) of a company who has (have) continuously held 50% or more of the total number of outstanding shares for a period of three months or a longer time may call a special meeting of shareholders without the approval from the competent authority.

The company shall prepare Handbook for shareholders' meeting and disclose such information related to the said shareholders' meeting on the Information Reporting Website designated by the competent authority to be published no later than 21 days prior to the scheduled date of a regular meeting of shareholders or no later than 15 days prior to the scheduled date of a special meeting of shareholders. If, however, the company 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.

No later than 15 days prior to the scheduled date of shareholders' meeting, the company shall prepare conference handbook and supplementary information for the shareholders' request at any time , displayed on the company and its stock agencies , and should be given to shareholders in a meeting.

A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date of a regular meeting of shareholders, no later than 15 days prior to the scheduled date of a special meeting of shareholders.

The cause(s) or subject(s) and its main content(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the shareholders.

Matters shall be itemized in the causes or subjects to be described in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.

1. election or discharge of directors.
2. alteration of the Articles of Incorporation.
3. dissolution, merger, spin-off ;
4. reduction in capital;
5. apply for the cease of its status as a public company
6. entering into, amend, or terminate any contract for lease of the company's business in whole, or for entrusted business, or for regular joint operation with others;
7. the transfer the whole or any essential part of its business or assets; or
8. accept the transfer of another's whole business or assets, which has great bearing on the business operation of the company.
9. granting waiver to a director who does anything for himself or on behalf of another person that is within the scope of the company's business;
10. distributing part or all of its dividends or bonus by way of issuance of new Shares;
11. the company carrying out private placement of its securities;
12. the company issuing share subscription warrants of employees at a price lower than the closing price on the issuance date
13. the company issuing new restricted employee shares.

Article 4

A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to a proxy. A proxy to attend a shareholders' meeting shall be handled in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information including instructions on how to complete such proxy, the matters to be voted upon pursuant to such proxy, and basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Shareholders on the same day.

A Shareholder may only execute one power of attorney and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two or more written proxies from one Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the power of attorney of a proxy to the company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person, a proxy rescission notice shall be filed with the company prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5

The place and time for convening a shareholders' meeting shall be elected by the board of directors and held in R.O.C, unless the law provides otherwise. The time for commencing the said meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon.

Article 6

The Company shall itemize the time, place and any further registration information for shareholders, solicitors and proxies (collectively "shareholders") on the meeting notice to shareholders. The reception for shareholders' registration shall start at least 30 minutes before the meeting with specific direction and appropriate staffs arrangement.

Shareholders attending the Meeting shall have attendance card, sign-in card or other certificate of attendance issued by the Company. The proxy Solicitor shall provide ID document for verification.

The Company shall prepare Agenda Handbooks, Annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Shareholders. Where voting powers of election of directors at a shareholders' meeting are to be exercised, a printed ballot shall also be sent to the shareholders as well.

Any corporation which is a Shareholder of the Company it may designate more than one person as its representatives to attend the Meeting. A corporation to be a proxy, only one representative can attend the Meeting.

Article 7

If a shareholders' meeting is called by the board of directors, the board chairman shall preside at the said shareholders meeting. In case the chairman is on leave of absence, or cannot exercise his powers and authority, the vice chairman shall act in lieu of him. If there is no vice chairman, or the vice chairman is also on leave of absence, or cannot exercise his powers and authority, the chairman shall designate a managing director to act in lieu of him; if there is no managing director, the chairman shall designate a director to act in lieu of him. If the chairman does not designate a director, the managing directors or directors shall elect one from among themselves to act in lieu of the chairman.

If the other directors acts for the board chairman as the shareholders' meeting chairman, he/she shall be a director or the representative of an institutional director who is holding a post at least 6 months and familiar with the financial and business of the company.

If a shareholders' meeting is called by any other person than the board of directors, who has the right to call the meeting, said person shall preside at that meeting. However, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

The Company may designate its lawyer, certified public accountant or other relevant persons to attend the shareholders' meeting.

Article 8

The attendance shall be calculated in accordance with shares. Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards or the way of electronic transmission submitted by the shareholders.

Chairman shall call the Meeting to order at the time scheduled for the Meeting and disclose the related information of the number of shares in attendance and the shares held by a shareholder with no voting rights. Unless the law and regulations or the Company's Articles of Association provides otherwise, if the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted, the chairman shall announce adjournment of the Meeting. If the Meeting is necessary to be called, the chairman may call the new Meeting again in accordance with the Company's Articles of Association.

Article 9

The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors, the related agenda (including extemporary motions and ordinary resolutions) shall be resolved by voting each. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the Company shall disclose the ways in writing or by way of electronic

transmission, location and period for accepting shareholders' proposals. The length of the period for accepting the proposal shall not be shorter than 10 days.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting in writing or by way of electronic transmission. Unless any of the following circumstances is satisfied, the board of directors of the company shall include the proposal submitted by a shareholder in the list of proposals to be discussed at a regular meeting of shareholders:

1. Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;
2. Where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the company;
3. Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders' proposals; and
4. Where the said proposal containing more than 300 words or more than one matters in a single proposal.

The first provision applies mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved. In the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

The agenda provided by shareholder(s) or special motions should have sufficient discussion and description, the chairman may announce to end the discussion of any resolution and go into voting within sufficient voting period if the Chairman deems it appropriate.

The whole process of the Meeting including shareholders' registration, report, discussion and voting shall be audio and video recorded continually and these recordings shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the meeting and procedures, the relevant audio or video recordings shall continue to be retained until the litigation is concluded. The recording may be performed by means of electronic transmission.

Article 9-1

The Company establishes its policies, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving corporate social responsibility, unless there are reasonable grounds subject to requirements of laws and regulations, a shareholder's proposal proposed for urging the company to promote public interests or fulfill its social responsibilities may

still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.

Article 10

When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the chairman may prevent him from doing so.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.

After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.

Article 11

Unless the law or the Articles of Incorporation provides otherwise, the presence of shareholders in a shareholders' meeting shall obey the following paragraph and Article 12. The presence of shareholders in a shareholders' meeting and their voting thereof shall be calculated in accordance with the number of shares.

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.

A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.

In passing a resolution at a shareholders' meeting, shares for which voting right cannot be exercised as provided in the preceding Paragraph shall not be counted in the number of votes of shareholders present at the meeting.

Unless the law and regulations or the Company's Articles of Association provides otherwise, a shareholder shall have one voting power in respect of each share in his/her/its possession.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of

excessive voting power shall not be counted.

Article 12

The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders if the voting power will be exercised in writing or by way of electronic transmission. A shareholder who exercises his/her/its voting power at a shareholders' meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders' meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporaneous motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders' meeting.

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company no later than the 5 day prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In case a shareholder who has exercised his/her/its voting power in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he/she/it shall, at least two day prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his/her/its voting power, serve a separate declaration of intention to rescind his/her/its previous declaration of intention made in exercising the voting power under the preceding Paragraph II. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail. In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

Resolutions at a shareholders' meeting shall, unless the Company's Articles of Association or in this Act provided otherwise, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. The total number of voting shares of each proposal shall be announced in the meeting.

Where there is a proposal for election of directors in a general meeting shall be conducted in accordance with the Rules for election of Directors, and the results of the election should be announced by the Chairman at the meeting. The voting tickets shall be sealed up and signed by the person(s) checking the ballots, and retained for at least one year. If litigation occurs regarding any matter resolved by the Shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the litigation is concluded.

The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman, provided, however, that the person supervising the casting of votes shall be a shareholder.

Vote counting for proposed or elected matter shall be conducted in public at the place of the meeting.

The results of resolution(s) including its poll shall be announced on-site immediately at the meeting and recorded in the meeting minutes.

Article 13

The company shall, prior to the share transfer suspension date dedicated before the meeting date of a shareholders' meeting, announce in a public notice, the period for accepting the nomination of director candidates, the quota of directors to be elected, the place designated for accepting the roster of director candidates nominated, and other necessary matters. The length of the period for accepting the nomination of director candidates shall not be shorter than 10 days.

Any shareholder holding 1% or more of the total number of outstanding shares issued by the company may submit to the company in writing a roster of director candidates, provided that the total number of director candidates so nominated shall not exceed the quota of the directors to be elected. The board of directors or other authorized conveners of shareholders' meetings shall examine and/or screen the data and information of each director candidate nominated; and shall, unless under any of the following circumstances, include all qualified director candidates in the final roster of director candidates accordingly:

1. Where the roster of director candidates is submitted by the nominating shareholder beyond the deadline fixed for accepting such candidates roster;
2. Where the number of shares of the company being held by the nominating shareholder is less than 1% of the total number of outstanding shares of the company at the time when the share transfer registration is suspended by the company;
3. Where the number of director candidates nominated exceeds the quota of the directors to be elected;
or
4. Where the roster of director candidates submitted by a shareholder fails to describe the name, education background and past work experience of the director candidates.

Where there is a proposal for election or discharge of directors in a general meeting shall be conducted in accordance with the Company's Articles of Association and the Rules for election of Directors, and the results of the election including the names list for both elected and not elected and also its poll should be announced on-site at the meeting.

The cause(s) of subject(s) of the shareholders 'meeting has stated the full re-election of directors and the date of appointment, the same meeting may not change its appointment date by extemporary motion or other means after the re-election of the shareholders' meeting is completed.

The voting tickets shall be sealed up and signed by the person(s) checking the ballots, and retained for at least one year. If litigation occurs regarding any matter resolved by the Shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the litigation is concluded.

Article 14

The resolutions of general meeting shall be recorded in the meeting minutes. Meeting minutes shall be

signed or chopped by the chairman of the meeting and distributed to all Shareholders within 20 days after the meeting. The recording and distribution of meeting minutes may be performed by means of electronic transmission and shall be published on the Information Reporting Website designated by the competent authority pursuant to the Applicable Listing Rules.

With regard to the company offering its shares to the public, the distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

The meeting minutes shall accurately record: the place, year, and time of the meeting; the name of the chairman; the voting method, discussion process and the results of resolution(s) (including its poll). Where there is a proposal for election of directors, the votes counting and its poll for each candidate should be disclosed. The meeting minutes shall be carefully kept as the Company's important file throughout the life of the Company.

Article 15

On the day of a shareholders meeting, the Company 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.

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, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 16

Those handling the business of a shareholders meeting shall wear an identification card or a badge.

The chairman may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel

For those shareholders who use microphones other than the ones supplied at the premises may be refrained from speaking by the order of the chairman.

Shareholders who violate the rules of the orders and refuse to obey the instructions given by the chairman, the chairman may order disciplinary officers or security guards to remove them from the premises.

Article 17

During the Meeting, the chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation.

If the meeting premises can no longer be used for the shareholders meeting before the conclusion of deliberation of motion on agenda (including extraordinary motions), the shareholders may make a

resolution to seek another venue and continue the meeting.

Article 18

These Rules and Procedures shall obey the new relevant laws and regulations. Any amendments are subject to the approved by the next shareholders' meeting.

Article 19

These Rules and Procedures shall be effective from the date of Initial Public Offering. Any amendments shall be approved by the shareholders' meeting.

THE COMPANIES LAW (2020 REVISION)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED

MEMORANDUM & ARTICLES OF ASSOCIATION
OF
CHAILEASE HOLDING COMPANY LIMITED

(Adopted by Special Resolution passed on May 28, 2025)

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THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
CHAILEASE HOLDING COMPANY LIMITED

(Adopted by Special Resolution passed on May 28, 2025)

1. The name of the Company is **Chailease Holding Company Limited** (the "**Company**").
2. The Registered Office of the Company will be situated at the offices of Corporate Filing Services Ltd., P.O. Box 61, 3rd Floor Harbour Centre, North Church Street, Grand Cayman, KY1-1102, Cayman Islands or at such other location as the Directors may from time to time determine.
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 any law as provided by Section 7(4) of the Companies Act (As Revised).
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Companies Act (As Revised).
5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies Act (As Revised), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (As Revised) or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (As Revised).
6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company from effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of the members is limited to the amount, if any, unpaid on the shares respectively held by them.
8. The authorised capital of the Company is New Taiwan Dollars 25,000,000,000 divided into 2,500,000,000 shares, comprising of (i) 2,150,000,000 Ordinary Shares of a nominal or par value of New Taiwan Dollars 10.00 each, and (ii) 350,000,000 Preferred Shares of a nominal or par value of New Taiwan Dollars 10.00 each. The board of directors is authorized to issue ordinary shares and preferred shares in instalments based on actual needs. The Company has issued 150,000,000 Class A Preferred Shares. Each provided always that subject to the provisions of the Companies Act (As Revised) and the Articles of Association the Company shall have power

to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, 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.

9. The Company may exercise the power contained in Section 206 of the Companies Act (As Revised) to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
CHAILEASE HOLDING COMPANY LIMITED

(Adopted by Special Resolution passed on May 28, 2025)

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Companies Act (As Revised) shall not apply to this Company and the following Articles shall comprise the Articles of Association of the Company:

INTERPRETATION

1. In these Articles:

"Applicable Public Company Rules" means the ROC laws, rules and regulations (including, without limitation, the Company Act, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;

"Articles" means these Articles of Association as altered from time to time;

"Audit Committee" means a committee of the Board of Directors, which shall comprise solely of Independent Directors of the Company;

"Book Closure Period" means the period that the registration of transfer of the Shares on the Register of Members shall be suspended;

"Company" means the company for which these Articles are approved and confirmed;

"Companies Act" means the Companies Act (As Revised) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force;

"Dissenting Member" has the meaning given thereto in Article 78;

"Share Exchange" means a 100% share exchange as defined in the ROC Business Mergers and Acquisitions Act whereby a company acquires all the issued and outstanding shares of another company with the consideration being the shares of such acquiring company, cash or other assets;

"Spin-off" means a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or newly incorporated company with the consideration being the shares of such existing company or newly incorporated company, cash or other assets;

"Class A Preferred Dividends" has the meaning given thereto in Article 16-1;

"Class A Preferred Shareholders" has the meaning given thereto in Article 16-1;

"Class A Preferred Shares" means the class A preferred shares of a nominal or par value of New Taiwan Dollars 10.00 each;

"Designated Stock Market" means the Taiwan Stock Exchange or the GreTai Securities Market of the ROC;

"Directors" and **"Board of Directors"** means the Directors of the Company for the time being, or as the case may be, the Directors assembled as a board or as a committee thereof, and shall include any and all Independent Director(s);

"Electronic Record" shall have the meaning given to it in the Electronic Transactions Act;

"Electronic Transactions Act" means the Electronic Transactions Act (As Revised) of the Cayman Islands;

"GTSM" means the GreTai Securities Market of the ROC;

"FSC" means the Financial Supervisory Commission of the Republic of China;

"Independent Directors" means the Directors who are elected as "Independent Directors" in accordance with these Articles or the Applicable Public Company Rules;

"Market Observation Post System" means the public company reporting system maintained by the TSE, via <http://newmops.tse.com.tw/>;

"Member" or **"Shareholder"** means a person whose name is entered in the Register of Members and includes each subscriber to the Memorandum of Association pending the issue to him of the subscriber share or shares;

"Memorandum of Association" means the Memorandum of Association of the Company, as amended and re-stated from time to time;

"Merger" means a transaction whereby:

- (a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or consolidated company or any other company, cash or other assets; or
- (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;

"Officer" means any person appointed by the Board of Directors to hold an office in the Company;

"Ordinary Resolution" means a resolution passed by a simple majority of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company;

"Ordinary Shares" means the ordinary shares of a nominal or par value of New Taiwan Dollars 10.00 each;

"paid up" means paid up as to the par value and any premium payable in respect of the issue of any shares and includes credited as paid up;

"Preferred Shares" has the meaning given thereto in Article 16, and include the Class A Preferred Shares;

"Preferred Dividends" has the meaning given thereto in Article 16;

"Preferred Shareholders" has the meaning given thereto in Article 16;

"Register of Members" means the register or registers of members maintained in accordance with the Companies Act and if the Company is listed on a Designated Stock Market, the Applicable Public Company Rules.

"Private Placement" means, after the Shares are Traded in the Designated Stock Market, obtaining subscription 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 in the ROC as prescribed under the Applicable Public Rules and permitted by the **competent securities authority in the ROC**, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 9, Articles 13 and 15 hereof;

"ROC" means Taiwan, the Republic of China;

"Seal" means the common seal of the Company (if adopted) including any facsimile thereof;

"Share" and **"Shares"** means any share in the capital of the Company;

"Shareholders' Service Agent" means the agent licensed by the ROC authorities to provide certain shareholders services in accordance with the Applicable Public Company Rules;

"signed" includes a signature or representation of a signature affixed by mechanical means;

"Special Resolution" subject to the Companies Act, being a resolution passed by a majority of at least two-thirds of the votes cast by such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given;

"Subsidiary" means, with respect to any company, (1) the entity, more than one half of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose executive shareholders or board directors are concurrently acting as the executive shareholders or board directors of such company; and (4) the entity, one half or more of whose total number of outstanding voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company;

"Supermajority Resolution" means a resolution adopted by a majority vote of the Members at a general meeting attended by Members who represent two-thirds or more of the total outstanding Shares or, 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, but more than one half of the total outstanding Shares, means instead, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the total number of Shares entitled to vote on such resolution at such general meeting;

"Traded on Designated Stock Market" means the Shares registered on the Emerging Stock Market with GTSM, or listed on the Over-the-Counter with GTSM or listed on TSE; and

"Treasury Shares" has the meaning given thereto in Article 28.

"TSE" means the Taiwan Stock Exchange.

2. In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender;
- (c) words importing persons only shall include companies or associations or bodies of persons, whether corporate or not;
- (d) **"may"** shall be construed as permissive and **"shall"** shall be construed as imperative;
- (e) reference to "written" and "in writing" shall include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
- (f) references to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force; and
- (g) Section 8 and 19(3) of the Electronic Transactions Act shall not apply.

3. Subject to the last two preceding Articles, any words defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRELIMINARY

- 4. The business of the Company may be commenced as soon after incorporation as the Directors see fit.
- 5. The registered office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
- 5-1. When the Company conducts the business, the Company shall comply with the laws and regulations as well as business ethics and shall take actions which will promote public interests in order to fulfill its social responsibilities.

SHARES

Power to Issue Shares

- 6. During the period when the Shares are Traded on Designated Stock Market, subject to the provisions of the Companies Act, the Company shall issue Shares without printing share certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by Taiwan Depository & Clearing Corporation in accordance with the Applicable Public Company Rules. Subject to these Articles and to any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing

Shares or class of Shares, the Board of Directors, subject to Article 16, shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any Shares or class of Shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Companies Act and the Applicable Public Company Rules.

7. Unless otherwise provided in these Articles, the issue of new Shares shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Board of Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
8. During the period when the Shares are Traded on Designated Stock Market and where the Company increases its issued share capital by issuing new Shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new Shares to be issued, for public offering in the ROC, unless it is deemed as either unnecessary or inappropriate by the FSC or Designated Stock Market for the Company to conduct the aforementioned public offering. However, a percentage higher than the aforementioned 10% as resolved by a general meeting for public offering in the ROC shall prevail. In the foregoing situation, the Company may also reserve 10% to 15% of the total amount of such newly issued Shares for subscription by the employees of the Company and its Subsidiaries. The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.
9. Subject to the provisions of the Companies Act, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 8 hereof shall not apply in respect of the issue of such shares. For so long as the shares are Traded on Designated Stock Market, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules
10. Unless otherwise resolved by the Shareholders at a general meeting by Ordinary Resolution, during the period when the Shares are Traded on Designated Stock Market and where the Company increases its issued share capital by issuing new Shares for cash consideration, the Company shall 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 the remaining new Shares (after allocation of the public offering portion and the employee subscription portion in Article 8) issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to subscribe his/her/its pro rata portion of such remaining newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to such newly-issued Shares. In the event that percentage of Shares held by a Member is insufficient for such Member to exercise the pre-emptive right to subscribe one newly-issued Share, Shares held by several Members may be calculated together for joint subscription 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. In the foregoing situation, 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 consolidate such Shares into the public offering tranche or offer any un-subscribed new Shares to a specific person or persons according to the Applicable Public Company Rules.
11. The pre-emptive right of Members under Article 10 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, or pursuant to any reorganization of the Company;
 - (b) in connection with the issue of Restricted Shares in accordance with Article 9;
 - (c) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 13 and 15 hereof;

- (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares;
 - (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; or
 - (f) in connection with a Private Placement.
12. The Company shall not issue any unpaid Shares or partly paid-up Shares. Where any person who has subscribed the new Shares pursuant to these Articles fails to pay when due the subscription price in full within the payment period as determined by the Company, the Company shall fix a period of no less than one month and call for payment of the subscription price or the Company may declare a forfeiture of the subscription. No forfeiture of the subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made. Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.
- 12-1. For so long as the Shares are listed on Designated Stock Market, the Company shall not issue bearer shares.
- 12-2. The Shares shall have a par value and shall not be convertible into shares without par value.
13. 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 Board of Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. Options, warrants, or other similar instruments issued in accordance with this Article are not transferable save by inheritance.
14. Directors of the Company and its Subsidiaries shall not be eligible for the Restricted Shares pursuant to Article 9 hereof or incentive programmes under Article 13 above, provided that directors who are also employees of the Company or its Subsidiaries may acquire the Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.
15. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 13 above, whereby employees may subscribe, within a specific period, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on relevant employee than the terms specified in the applicable incentive programme.

Preferred Shares

16. The rights and obligations of Preferred Shares are set forth below:
- (1) Notwithstanding any provisions of these Articles, the Company may by Special Resolution designate one or more classes of Shares with each class having such preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause to be set forth in these Articles. The rights and obligations of Preferred Shares may include (but are not limited to) the following terms and shall be consistent with the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market) :
 - (a) Upon the final settlement of the Company's annual accounts, if there are profits, the Company shall set aside out of the profits for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules, and the remaining

profits shall be allocated first as the dividends of the Preferred Shares ("Preferred Dividends") payable in such financial year;

- (b) The dividend rate of Preferred Shares is capped at 8% per annum on the issue price per share. Cash dividends shall be distributed annually at one time. Once the Company's audited financial reports have been acknowledged in the annual general meeting, the Board of Directors shall set the record date for the distribution of Preferred Dividends of such financial year. In the year of issuance and redemption of the Preferred Shares, the distribution of Preferred Dividends shall be calculated on the basis of actual number of days the Preferred Shares being outstanding in that year. Except for the foregoing Preferred Dividends, the holders of the Preferred Shares ("Preferred Shareholders") are not entitled to participate in the distribution of cash or stock dividends derived from earnings or capital reserves;
 - (c) The Company has sole discretion on the distribution of Preferred Dividends. In the event that there are no profits or insufficient profits for distributing Preferred Dividends, or due to other necessary considerations, the suspension of distributing Preferred Dividends shall not be deemed as an event of default under any agreements and directions in relation to the issuance of such Preferred Shares. The Preferred Shares issued by the Company shall be non-cumulative preferred shares. Any undistributed Preferred Dividends or shortfalls in Preferred Dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings;
 - (d) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, any surplus assets of the Company available for distribution to shareholders shall be first distributed to the Preferred Shareholders. All Preferred Shareholders shall rank *pari passu* and such distribution shall be capped at the respective issue amount;
 - (e) The Preferred Shareholders shall have no voting rights and no rights to vote on election of directors in a general meeting. Notwithstanding the foregoing, the Preferred Shareholders shall have voting rights in a separate meeting of the Preferred Shares in accordance with Article 17;
 - (f) Preferred Shares are not convertible to common shares. Preferred Shareholders have no right to request the Company to redeem the preferred shares they hold;
 - (g) Preferred Shares have no maturity date. Notwithstanding the foregoing, subject to compliance with the Companies Act, the Company may, upon the approval by the Board of Directors, redeem all or a part of the outstanding issued Preferred Shares, at any time on the next business day after five years of issuance, at the original issue price and on such terms as the Board of Directors may approve. The rights and obligations set forth in the in the foregoing paragraphs shall remain unchanged to the unredeemed Preferred Shareholders; and
- (2) The Board of Directors is authorized to determine the name, issuance date and specific issuance terms of Preferred Shares upon actual issuance after considering the situation of capital market and the willingness of investors in accordance with the Articles, Applicable Public Company Rules, Companies Act and other applicable laws and regulations.

16-1. The rights and obligations of Class A Preferred Shares are set forth below:

- (a) Upon the final settlement of the Company's annual accounts, if there are profits, the Company shall set aside out of the profits for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules, and the remaining profits shall be allocated first as the dividends of Class A Preferred Shares ("Class A Preferred Dividends") payable in such financial year;

- (b) The dividend rate of Class A Preferred Shares is 3.8% (which is based on the 5-year IRS interest rate as of the record date for pricing, 0.5625% plus the fixed mark-up rate at 3.2375%) per annum on the issue price per share. The 5-year IRS interest rate will be reset on the next business day after the fifth anniversary of the issuance and every five years thereafter. The record date for reset pricing shall be two business days of Taipei banks before the reset date, and the 5-year IRS interest rate shall be calculated as the arithmetic average of the 5-year interest rates appearing on Reuters pages "TAIFXIRS" and "COSMOS3" at 11:00 a.m., Taipei time on the record date for reset pricing. If such rate cannot be obtained under the foregoing method, the Company will determine the rate based on reasonable market price with good faith.
- Cash dividends shall be distributed annually at one time. Once the Company's audited financial reports have been acknowledged in the annual general meeting, the Board of Directors shall set the record date for the distribution of Class A Preferred Dividends of such financial year. In the year of issuance and redemption of the Class A Preferred Shares, the distribution of Class A Preferred Dividends shall be calculated on the basis of actual number of days the Class A Preferred Shares being outstanding in that year. Except for the foregoing Class A Preferred Dividends, the holders of the Class A Preferred Shares ("Class A Preferred Shareholders") are not entitled to participate in the distribution of cash or stock dividends derived from earnings or capital reserves;
- (c) The Company has sole discretion on the distribution of Class A Preferred Dividends. In the event that there are no profits or insufficient profits for distributing Class A Preferred Dividends, or due to other necessary considerations, the suspension of distributing Class A Preferred Dividends shall not be deemed as an event of default under any agreements and directions in relation to the issuance of such Class A Preferred Shares. The Class A Preferred Shares issued by the Company shall be non-cumulative preferred shares. Any undistributed Class A Preferred Dividends or shortfalls in Class A Preferred Dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings;
- (d) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, any surplus assets of the Company available for distribution to shareholders shall be first distributed to the Class A Preferred Shareholders. All Class A Preferred Shareholders shall rank *pari passu* and such distribution shall be capped at the respective issue amount;
- (e) The Class A Preferred Shareholders shall have no voting rights and no rights to vote on election of directors in a general meeting. Notwithstanding the foregoing, the Class A Preferred Shareholders shall have voting rights in a separate meeting of the Class A Preferred Shares in accordance with Article 17;
- (f) Class A Preferred Shares are not convertible to common shares. Class A Preferred Shareholders have no right to request the Company to redeem the Class A Preferred Shares they hold; and
- (g) Class A Preferred Shares have no maturity date. Notwithstanding the foregoing, subject to compliance with the Companies Act, the Company may, upon the approval by the Board of Directors, redeem all or a part of the outstanding issued Class A Preferred Shares, at any time on the next business day after five years of issuance, at the original issue price and on such terms as the Board of Directors may approve. The rights and obligations set forth in the in the foregoing paragraphs shall remain unchanged to the unredeemed Class A Preferred Shareholders.

Variation of Rights Attaching to Shares

17. If at any time the share capital is divided into different classes of Shares, the rights attaching to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied or abrogated with the sanction of a Supermajority Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in these Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Supermajority Resolution of the Company and shall also be adopted by a Supermajority Resolution passed at a separate meeting of Members of that class of Shares.
18. 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 or abrogated by the creation or issue of further Shares ranking *pari passu* therewith or the redemption or purchase of Shares of any class by the Company.

Share Certificates

19. The Company may issue Shares without printing share certificates for the Shares issued and the method for issuing such Shares shall be subject to Article 6 hereof. Every person whose name is entered as a member in the Register of Members may be entitled to a certificate in the form determined by the Board of Directors if the Board of Directors resolves that a share certificate shall be issued. Such certificate may be under the Seal or with the authorised signature(s) affixed by mechanical process. All certificates shall specify the Share or Shares held by that person and the amount paid up thereon, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all.
20. If a share certificate is defaced, lost or destroyed it may be renewed on such terms, if any, as to evidence and indemnity as the Directors think fit.
21. In the event the Board of Directors resolves that share certificates shall be issued pursuant to Article 19 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 Companies Act, the Memorandum of Association, the Articles, and the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market), and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules (during the period when the Shares is Traded on Designated Stock Market).

Fractional Shares

22. Subject to these Articles, the Board of Directors may issue fractions of a Share of any class of Shares, and, if so issued, a fraction of a Share (calculated to three decimal points) shall be subject to and carry the corresponding fraction of liabilities (whether with respect to any unpaid amount thereon, contribution, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without limitation, voting and participation rights) and other attributes of a whole Share of the same class of Shares.

Alteration and Reduction of Share Capital

23. Subject to the Companies Act, the Company may from time to time by Ordinary Resolution increase its authorized share capital by such amount as it thinks expedient. The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Companies Act and the Applicable Public Company Rules. Unless otherwise provided under the Companies Act or Applicable Public Company Rules, any reduction of share capital shall be effected based on the percentage of shareholding of the Members *pro rata*.

Purchase of Own Shares

24. Subject to the provisions of the Companies Act, the Memorandum of Association, the Articles and the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market), 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 Board of Directors, purchase

its own Shares on such terms and in such manner as the Board of Directors may from time to time decide. The resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares for any reason.

25. Subject to the Companies Act, the total price of the Shares purchased by the Company pursuant to the preceding Article 24 shall not exceed the sum of retained earnings plus the following realized capital reserve:
 - (a) the premium received from the disposal of assets that has not been booked as retained earnings;
 - (b) premium paid on the issuance of any Share and income from endowments received by the Company, provided however that income from the Shares so received shall not be included before such shares have been transferred to others.
26. The number of Shares purchased under Article 24 above shall not exceed ten percent of the total number of issued and outstanding Shares.
27. Subject to the Companies Act, during the period when the Shares are Traded on Designated Stock Market, the Company may make a payment in respect of the purchase of its own Shares in any manner authorized by the Applicable Public Company Rules.
28. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("**Treasury Shares**") at the discretion of the Directors.
29. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company in respect of a Treasury Share.
30. Unless otherwise provided in the Applicable Public Company Rules, the Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
 - (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Companies Act.
31. Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors. However, during the period when the Shares are Traded on Designated Stock Market, a proposal from the Company to transfer any Treasury Shares to the employees of the Company or its Subsidiaries at a price below the average actual repurchase price shall be approved by a Supermajority Resolution, and the following shall be specified in the notice of general meeting and may not be proposed by ad hoc motions:
 - (a) Proposed transfer price, discount percentage, pricing basis and reasonability;
 - (b) Number of Shares to be transferred, purpose and reasonability of the transfer;
 - (c) Qualifications of employees for subscription and number of Shares available for subscription; and
 - (d) Impact on Shareholders' rights and interests, including:
 - (i) Estimated amount recognized as expenses and dilution to earnings per Share;
 - (ii) An explanation of the aggregate cost to the Company if transferring the Treasury Shares to its employees at a price below the average actual repurchase price.

The cumulative number of Treasury Shares resolved at general meetings to be transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued Shares, and each employee may not subscribe for more than 0.5% of the total issued Shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.

REGISTRATION OF SHARES

Register of Members

32. (a) For so long as the Shares are Traded on Designated Stock Market, the Board of Directors shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint, which shall be maintained in accordance with the Companies Act and the Applicable Public Company Rules.
- (b) In the event that the Company has Shares that are not Traded on Designated Stock Market, the Company shall also cause to be kept a register of such Shares in accordance with Section 40 of the Companies Act.
33. Title to Shares Traded on Designated Stock Market may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules.

Transfer of Shares

34. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Board of Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Board of Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of the transferor to make the transfer. All instruments of transfer which are registered shall be retained by the Company. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register of Members in respect thereof.
35. Unless otherwise provided in these Articles, the Shares are transferable. The registration of transfers may be suspended when the Register of Members is closed in accordance with Article 39 hereof.
36. Subject to the requirements of applicable laws of the Cayman Islands, transfers of scrippless shares which are Traded on Designated Stock Market may be transferred by a method of transferring or dealing in securities introduced by the Designated Stock Market or operated in accordance with the Applicable Public Company Rules.

Transmission of Shares

37. The successor or the legal personal representative of a deceased sole holder of a Share shall be the only person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two or more holders, the survivors or survivor shall be the only person recognised by the Company as having any title to the Share.
38. Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt or liquidated or dissolved person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt or liquidated or dissolved person before the death or bankruptcy or liquidation or dissolution. In such case, the person becoming entitled shall execute in favor of such transferee an instrument of transfer in writing in the form as the Board of Directors may accept.

Closing Register of Members

39. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register of Members shall be closed for transfers for a stated period. For so long as the Shares are Traded on Designated Stock Market, the Register of Members shall be closed for a period not less than the minimum period of time, as prescribed by the Applicable Public Company Rules and/or the Companies Act, whichever is longer, immediately preceding the general meeting.
40. The Directors shall make a public announcement of the closing of Register of Members on the Market Observation Post System or the website designated by the FSC or Designated Stock Market pursuant to the Applicable Public Company Rules, if required.

MEETINGS OF MEMBERS

General Meetings

41. All general meetings other than annual general meetings shall be called extraordinary general meetings.
42. The Directors may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year 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.
43. Unless otherwise provided by the Companies Act, all general meetings shall be held in the ROC. During the period when the Shares are Traded on Designated Stock Market, if the Board of Directors resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of Designated Stock Market therefor within two days after the Board of Directors adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional Shareholders' Service Agent in the ROC to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).
44. For so long as the Shares are listed on Designated Stock Market, general meetings shall also be convened on the written requisition of any Member or Members entitled to attend and vote at general meetings of the Company holding in the aggregate at least 3 per cent of the paid up voting share capital of the Company for a period of one year or a longer time deposited at the registered office of the Company or the Shareholders' Service Agent specifying the objects of the meeting and the reason therefor signed by the requisitionists, and if the Board of Directors does not within fifteen days from the date of the deposit of the requisition dispatch the notice of such general meeting, and for so long as the Shares are listed on Designated Stock Market, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors.
- 44-1. For so long as the Shares are listed on Designated Stock Market, any Member or Members may convene an extraordinary general meeting, provided that such Member or Members shall hold more than 50% of the total number of issued and outstanding Shares for a continuous period of three months or longer. The number of the Shares held by a Member and the period of which a Member holds such Shares shall be calculated and determined based on the Register of Members as of the first day of the Book Closure Period.

Notice of General Meetings

45. Before the Shares are Traded on Designated Stock Market, at least seven days notice counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and the general nature of that business, shall be given in the manner hereinafter provided to such persons as are, under these Articles, entitled to receive such notices from the Company. For so long as the Shares are Traded on Designated Stock Market, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice

of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.

46. Subject to Article 45, the accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at that meeting.
47. For so long as the Shares are Traded on Designated Stock Market, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and, including but not limited to, election or discharge of Directors, in accordance with Article 45 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting may be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System at least twenty-one days for an annual general meeting, and at least fifteen days for an extraordinary general meeting prior to the date of meetings. If the Company's paid-in capital exceeds NT\$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% as recorded in the shareholders' roster as of the date of the general meeting held in the most recent financial year, the foregoing transmission shall be completed at least thirty days for an annual general meeting.
48. The following matters shall be stated in the notice of general meetings, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion:
 - (a) election or discharge of Directors;
 - (b) amendments to these Articles;
 - (c) capital reduction;
 - (d) application to terminate the public offering of the Shares;
 - (e) dissolution, Merger, Share Exchange or Spin-off of the Company;
 - (f) entry into, amendment to, or termination of any contract for lease of its business in whole, or the delegation of management of the Company's business to others or regular joint operation of the Company with others;
 - (g) the transfer of the whole or any material part of its business or assets;
 - (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (i) approval of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business;
 - (j) distribution of the whole or part of the surplus profit of the Company in the form of new Shares or capitalization of statutory reserve and any other amount in accordance with Article 131; and
 - (k) the Private Placement of any equity-type securities issued by the Company.

The major content of the above matters shall be announced at the website designated by ROC security authority or by the Company, and the link to such website shall be specified in the notice of the general meeting.

Quorum and Proceedings at General Meetings

49. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half of all Shares in issue present in person or by proxy and entitled to vote shall constitute a quorum for any general meeting.
50. Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution within 30 days after the passage of such resolution. The Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
51. During the period when the Shares are Traded on Designated Stock Market, member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant Book Close Period, during which the Company closes its Register of Members, may propose to the Company a matter for discussion at a general meeting in writing or any electronic means designated by the Company. The Board shall include the proposal in the agenda of the annual general meeting unless: (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 at a general meeting (c) the proposing Member has proposed more than one proposal or the proposal exceeds 300 words, or (d) the proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholders' proposals; however, if the proposal urges the Company to promote public interests or fulfill its social responsibilities, the Board of Directors may include such proposal in the agenda.
52. Unless otherwise expressly required by the Companies Act, the Memorandum of Association or these Articles, 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.
53. 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 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.
54. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
55. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a casting vote.
56. In addition to those provided in these Articles, the Members may by Ordinary Resolution adopt rules governing the proceedings and procedures of the general meetings.

Votes of Members

57. Subject to any rights and restrictions for the time being attached to any Shares, every Member who is present in person or by proxy shall have one vote for each Share of which he/she/it is the holder. If a shareholder holds shares for others, such shareholder may exercise his/her/its voting power separately. The qualifications, scope, methods of exercise, operating procedures

and other matters for compliance with respect to exercising voting power separately shall comply with the rules prescribed by **the competent securities authority in the ROC**.

58. 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.
59. When the Company holds a general meeting, the Company shall permit the Members to exercise their voting power by means of electronic transmission as one of the methods for exercising voting power. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or by way of electronic transmission. Any Member who intends to exercise his/her/its voting power by way of written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his/her/its voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purpose of the Applicable Public Company Rules. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the general meeting notice and/or any amendment to the original agenda at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda at the said general meeting. The chairman of the meeting shall vote on behalf of such Members according to their voting instructions.
60. In the event any Member who has served the Company with notice of his/her/its decision to exercise his/her/its voting power by means of a written ballot or by means of electronic transmission pursuant to Article 59 hereof later intends to attend general meetings in person, he/she/it shall, at least two day prior to the date of the meeting, serve a the Company with a separate notice revoking his/her/its previous decision. Such separate notice shall be sent to the Company in the same manner as the previous notice. Votes by means of written ballot or electronic transmission shall be valid if the relevant Member fails to revoke his/her/its decision before the prescribed time.
61. Shares held:
- (a) beneficially by the Company;
 - (b) Shares that are beneficially owned by any of the Company's Subsidiaries, more than one-half of whose total number of outstanding voting shares or paid-in capital are directly or indirectly owned by the Company; and
 - (c) by another company in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (x) the holding company of the Company or (y) the Company owns, legally or beneficially, directly or indirectly, more than 50% of its issued and voting share capital or equity capital;
- shall not carry any voting rights nor be counted in the total number of outstanding Shares at any given time.
62. In the event that a Director creates or has created pledge on any Shares held by him/her/it, then he/she/it shall notify the Company of such pledge. If at any time a Director has created pledge on the Shares more than half of the Shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of shares shall not be exercised and the excessive portion of shares shall not be counted in the quorum for the meeting.

63. A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's Shares in regard to such motion and such Shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such Shares may be counted in determining 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.
64. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
65. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other person in the nature of a committee appointed by that court, and any such committee or other person may vote by proxy.

Special and Supermajority Resolutions of Members

66. Subject to the Companies Act, the Company may from time to time by Special Resolution:
- (a) change its name;
 - (b) alter or add to these Articles;
 - (c) alter or add to the Memorandum of Association with respect to any objects, powers or other matters specified therein; or
 - (d) reduce its share capital and any capital redemption reserve in any manner authorised by law.
67. Subject to the Companies Act, the Company may from time to time by Supermajority Resolution:
- (a) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 131 hereof;
 - (b) discharge or remove any Director;
 - (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;
 - (d) effect any Merger, Spin-off, Share Exchange or Private Placement of the Company, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Companies Act shall be subject to Special Resolution only;
 - (e) 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;
 - (f) transfer its business or assets, in whole or in any essential part; or
 - (g) acquire or assume the whole business or assets of another person, which has a material effect on the Company's operation.
68. Subject to the Companies Act, the Company may be wound up voluntarily:
- (a) if the Company resolves by Supermajority Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
 - (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 68 (a) above.

68-1. If the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company being dissolved;
- (b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;
- (c) a share exchange; or
- (d) a demerger (spin off),

which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEx or the TSE, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

Proxies

- 69. The instrument appointing a proxy shall be in writing, be executed either under seal or under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member.
- 70. During the period when the Shares are Traded on Designated Stock Market, subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the ROC or a Shareholders' Service Agent, 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 closed period, during which the Company closes its Register of Members; any vote in respect of the portion in excess of such 3% threshold shall not be counted.
- 71. 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 voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his/her/its appointment of such proxy before the prescribed time.
- 72. During the period when the Shares are Traded on Designated Stock Market, the instrument of proxy shall be deposited at the office of the Company's Shareholders' Service Agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote where more than one instrument to vote received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.
- 73. The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular 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.

74. For so long as the Shares are Traded on Designated Stock Market and, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Representation of Corporate Member

75. A corporation which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.
76. Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he/she thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation which is a Member.

Dissenting Member's Appraisal Right

77. In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing or verbally (with a record) of his objection to such a resolution prior to the meeting or during the meeting, and has expressed objection by voting or waived his/her/its voting right, may request the Company to purchase all of his/her/its Shares at the then prevailing fair price:
- (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or the delegation of management of the Company's business to other person or 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 effect on the Company's business operations; or
 - (d) Any Spin-off, Merger or Share Exchange.
- 78.
- (1) Without prejudice to the laws of Cayman Islands, any Member exercising his rights in accordance with Article 77 (the "Dissenting Member") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection to the Company stating the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to the Dissenting Member within the ninety-day period, the Company shall be deemed to have agreed on the repurchase price proposed by such Dissenting Member.
 - (2) Without prejudice to the laws of Cayman Islands, if, within sixty (60) days from the date of the resolution passed at the general meeting, the Company and any Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's Shares, the Company shall, within thirty (30) days immediately following the date of the expiry of such sixty-day period, file a petition with the court against all such Dissenting Members with whom no agreement on the price of Shares has been reached for a ruling

on the price of the Shares held by all such Dissenting Members. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.

- (3) Notwithstanding the above provisions under this Article 77 and 78, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.
- (4) Shares for which voting right has been waived by the Dissenting Member in accordance with Article 77(d) shall not be counted in the number of votes of shareholders present at the meeting.

Adjournment and Postponement of General Meeting

- 79. Unless otherwise expressly provided herein, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman of the meeting 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 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 of the meeting shall declare the general meeting as dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with these Articles.
- 80. The chairman of a general meeting may, with the consent of a majority in number of those present at any general meeting at which a quorum is present, and shall if so directed, postpone or adjourn the meeting. The Company shall re-convene such general meeting within 5 days after the adjourned general meeting or at such other date fixed by an Ordinary Resolution adopted by the Members within such five days without giving a fresh notice of the date, time and place for resumption of the adjourned meeting.
- 81. Apart from Article 79, the Board of Directors may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles.

DIRECTORS AND OFFICERS

Number and Term of Office of Directors

- 82. There shall be a Board of Directors consisting of five to eleven persons, including Independent Directors, each of whom shall be appointed to a term of office not exceeding three years. Directors may be eligible for re-election. The Company may from time to time 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.
- 83. Unless otherwise approved by the Designated Stock Market, 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.
- 84. In the event where 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 83 hereof, the non-qualifying Director(s) who was elected with the fewer number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 83 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall vacate his/her/its position of Director automatically.
- 85. During the period when the Shares are Traded on Designated Stock Market, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors and the number of Independent Directors shall consist of no less than one-fifth of the

Board of Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the ROC.

86. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. During the period when the Shares are Traded on Designated Stock Market, 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. The office of Independent Director shall be vacated if the Independent Director becomes ineligible for such position under the Applicable Public Company Rules.
- 86-1. In the event that any Director (excluding the Independent Directors), during the term of office as a Director, transfers more than one half of the total number of the Shares being held by him/her at the time he/she was elected, he/she shall, ipso facto, be discharged from the office of Director automatically. In the event that any Director (excluding the Independent Directors), after being elected and before his/her inauguration of the office of director, transfers more than one half of the total number of Share held by him/her at the time he/she was elected, or transfers more than one half of the total number of Shares held by him/her within the Book Closure Period prior to the convention of the general meeting, his/her election as a Director shall be deemed invalid.

Election of Directors

87. The Company may at a general meeting elect Directors, which shall be elected pursuant to a cumulative voting mechanism, 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 cast 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. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected. The election of Directors shall follow a candidate nomination procedure which is in compliance with the Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Companies Act, the Memorandum of Association, these Articles and the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market).
88. Where a legal entity is a Member of the Company, its authorized representative may also be elected as a Director of the Company in accordance with these Articles. If there are more than one authorized representatives, each of them may be so elected. Such legal entity may at any time, by notice in writing to the Company, replace its authorized representative so elected and registered as a Director (due to the change of duties of such representative) (the "**Original Representative Director**") prior to the end of the term of appointment of such Director with a newly appointed authorized representative (the "**New Representative Director**") to fulfil the remaining term of appointment of the Original Representative Director. Upon receipt of such notice, the Board of Directors shall cause the register of directors to be updated accordingly. For the avoidance of doubt, the replacement of the Original Representative Director pursuant to this Article 88 does not require the approval of the Company under Article 87.
89. If the number of Independent Directors is less than three persons due to the resignation or removal of any of the Independent Directors or any other reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed or vacated, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.
90. If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of Directors of the Company equals to or is greater

than one third of the total number of Directors elected, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Directors to fill in the vacancies.

Removal of Directors

91. The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead, except that a legal entity that is a Member may at any time replace its Original Representative Director prior to the end of term of such Director with a New Representative Director to register as a Director of the Company in accordance with Article 88. Where re-election of all Directors is effected by a resolution adopted at a general meeting prior to the expiration of the term of office of existing Directors, in the absence of a separate resolution approving that the existing Directors shall retire from their present term of office upon its expiration, all existing Directors shall be deemed to have retired from their present term of office prior to its expiration. The aforesaid re-election shall be attended by Members who represent more than one-half of the total number of issued and outstanding shares.
92. Where a Director has, in the course of performing his/her duties, committed any act resulting in material damages to the Company or in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a Supermajority Resolution of a general meeting, the Member(s) holding 3% or more of the total number of outstanding Shares may, within 30 days after that general meeting, institute a lawsuit in the court for a judgment to remove such Director. The Taipei District Court, ROC, may be court of the first instance for this matter.

Remuneration of Directors and Officers

93. The Board of Directors may, as they deem appropriate, establish a compensation committee. During the period when the Shares are Traded on Designated Stock Market, the compensation committee shall be comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the compensation committee, the responsibilities, powers and other related matters of the compensation committee shall comply with the Applicable Public Company Rules. Upon the establishment of the compensation committee, the Board of Directors shall, by a resolution, adopt a charter for the compensation committee the provisions of which are consistent with the Applicable Public Company Rules.
94. The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and Officers of the Company. The amount of such remuneration is authorized to be decided by the Board of Directors by reference to the suggestion made by the compensation committee (applicable only after the establishment of such compensation committee), the standard generally adopted by other enterprises in the same industry. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board of Directors, any committee appointed by the Board of Directors, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to other remuneration as may be appropriate in accordance with the Companies Act, the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market), the service agreement or other similar contract that he/she has entered into with the Company.

Proxy of Director

95. Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

Powers and Duties of Directors

96. Subject to the provisions of the Companies Act, these Articles, Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market) and any resolutions made in a general meeting, the business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. All acts done by any meeting of the Board of Directors or of a committee of Directors shall, 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, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
97. Subject to Article 96 hereof, the Board of Directors may:
- (a) from time to time appoint any person, whether or not a Director to hold such office in the Company as the Board of Directors may think necessary for the administration of the Company, including but not limited to, the office of president, one or more vice-presidents, treasurer, assistant treasurer, manager or controller, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Board of Directors may think fit. Any person so appointed by the Board of Directors may be removed by the Board of Directors. The Board of Directors may also appoint one or more of their number to the office of managing director, upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Special Resolution resolves that his tenure of office be terminated;
 - (b) appoint a Secretary (and if need be an Assistant Secretary or Assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or Assistant Secretary so appointed by the Board of Directors may be removed by the Board of Directors;
 - (c) delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any directions that may be imposed on it by the Board of Directors. Subject to any directions or regulations made by the Board of Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Directors;
 - (d) from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him;
 - (e) from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following subparagraphs of this Article shall not limit the general powers conferred by this subparagraph;
 - (f) from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such persons; and
 - (g) from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies

and any such appointment or delegation may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

- 97-1. The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust in relation to the Company.

After purchasing the directors and officers' liability insurance, the Company shall report important content of such insurance policy to the latest meeting of the Board of the Company, including, without limitation, the insured amount, coverage and fee.

Borrowing Powers of Directors

98. Subject to these Articles, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

The Chairman is authorized to approve the renewal of a facility agreement with a financial institution with the maximum amount of financing not greater than US\$100 million, and the renewal of such facility agreement shall be considered, confirmed and ratified by the Directors in the next meeting of the Board of Directors.

The Seal

99. The Company may, if the Board so determine, have a Seal. The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board of Directors. The use of Seal shall be in accordance with the Seal Policy adopted by the Board of Directors (the Board of Directors may amend such policy any time as they deem necessary).
100. 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 Seal and kept under the custody of a person appointed 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.
101. A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

Disqualification of Directors

102. The office of Director shall be vacated, if the Director:
- (a) becomes bankrupt or has been declared by the court a liquidation process in connection with the Director and has not yet been reinstated to his rights and privileges;
 - (b) is found to be or becomes of unsound mind;
 - (c) resigns his office by notice in writing to the Company;
 - (d) is removed from office by Supermajority Resolution;
 - (e) is the subject in an order made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;

- (f) has been adjudicated of the commencement of assistantship (as defined under the ROC Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;
- (g) having committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently adjudicated guilty by a final judgment, and (i) has not yet served the sentence; (ii) has not completed the sentence; (iii) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years; or (iv) was pardoned for less than five years;
- (h) having been convicted with an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year by a final judgment, and (i) has not yet served the sentence; (ii) has not completed the sentence; (iii) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years; or (iv) was pardoned for less than two years;
- (i) having been adjudicated guilty by a final judgment for committing offenses under the ROC Anti-Corruption Act, and (i) has not yet served the sentence; (ii) has not completed the sentence; (iii) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years; or (iv) was pardoned for less than two years; or
- (j) has allowed cheques and other negotiable instruments to be dishonored, and the term of such sanction has not expired yet.

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

PROCEEDINGS OF DIRECTORS

MEETINGS OF THE BOARD OF DIRECTORS

- 103. The Board of Directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a meeting of the Board of Directors shall be carried by the affirmative votes of a majority of the votes cast.
- 104. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board of Directors. Notice of a meeting of the Board of Directors shall be deemed to be duly given to a Director if it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose. For so long as the Shares are Traded on Designated Stock Market, at least seven days' prior notice setting forth the general nature to be discussed shall be given for any meeting of the Board of the Directors provided that the Board of Directors may meet at any time in case of any urgent circumstances.
- 105. Directors may participate in any meeting of the Board of Directors by video conference or other communication facilities by means of which all persons participating in the meeting can see and communicate with each other at the same time, and participation in such a meeting shall constitute presence in person at such meeting.

Quorum at Meetings of the Board of Directors

- 106. The quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors or as otherwise set out in these Articles. A Director represented by proxy at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.

107. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.

Conflict of Interest

108. A Director who is in any way, whether directly or indirectly, interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract with the Company shall declare the nature of and the essential contents of his interest at the relevant meeting of the Directors. If the Company proposes to enter into any transaction specified in Article 77 or effect other forms of mergers and acquisitions in accordance with the applicable laws, a Director who has a personal interest in such transaction shall, in accordance with the applicable laws, declare at the relevant meeting of the Directors and the general meeting the essential contents of such personal interest and explain the reason he believes the transaction is advisable or not advisable. The Company shall list the essential contents of a Director's personal interest and the cause of such Director's approval of or dissent to the resolution of merger/consolidation or acquisition in the notice to convene a general meeting. The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or by the Company, and the address of such website shall be indicated in the above notice. A general notice given to the Board of Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and 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.
- 108-1. Where the spouse of a Director, the person having the familial relationship by blood within the second degree of kinship with a Director (by counting the number of generations between such person and the Director, one generation being taken as one degree), or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Board of the Company, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.
109. A Director who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting and be approved by Supermajority Resolution. Failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one year from such behaviour.
110. Notwithstanding the preceding Articles, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Directors whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.
111. Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

Chairman to Preside

112. The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a general meeting, and such rules shall be in accordance with these Articles and the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market).
113. A committee appointed by the Board of Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
114. A committee appointed by the Board of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

CORPORATE RECORD

Minutes

115. The Directors shall cause minutes to be made in books or loose-leaf folders provided for the purpose of recording:
- (a) all appointments of officers made by the Board of Directors;
 - (b) the names of the Directors present at each meeting of the Board of Directors and of any committee appointed by the Board of Directors; and
 - (c) all resolutions and proceedings at all general meetings, meetings of the Board of Directors, and meetings of committees appointed by the Board of Directors.
116. During the period when the Shares are Traded on Designated Stock Market, the Board of Directors shall cause resolutions adopted at a general meeting to be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all Members or announced to the public within twenty (20) days after the close of the meeting.

DIVIDENDS, BONUS AND RESERVES

117. Subject to the Companies Act and Article 118 and except as otherwise provided by the rights attached to any Shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Directors and sanctioned by the Members by an Ordinary Resolution, in annual general meetings.
118. If there are surplus profits (surplus profit means profits before tax and, for the avoidance of doubt, such amount is before deducting any employees' compensation and directors' compensation), the Board of Directors shall allocate the annual surplus profits in accordance with the following sequence and manner; however, if the Company has accumulated losses, it shall reserve an amount thereof first to offset the losses:
- (a) between 0.01% and 1% of the surplus profits before tax as employees' compensation;
 - (b) no more than 0.1% of the surplus profits before tax as directors' compensation.

The employees' compensation may be paid, in the discretion of the Directors, by way of cash or by way of applying such sum in paying up in full unissued shares for allocation and distribution crediting as fully paid up shares to employees. When the employees' compensation is distributed by way of an issue of fully paid shares, the recipients may include qualified employees of the Company's Subsidiaries who meet the qualifications as laid down by the Board. No unpaid dividend and compensation shall bear interest as against the Company.

- 118-1. Since the Company is an investment and holding company where the invested companies vary in terms of background and development, the Company does not fall within any distinct development stage. Accordingly, the profit distribution of the Company may vary in view of the capital expenditure required by the Company for each financial year. Upon the final settlement of the Company's annual accounts, if there are profits, the Company shall set aside out of the profits for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules; and (iv) a distribution of Preferred Dividends pursuant to Article 16. If there are profits of each financial year after combining accumulated undistributed earnings in the previous years and setting aside a certain amount of remaining profits of such financial year as a reserve for development purposes as the Directors may from time to time deem proper pursuant to Article 121 ("Annual Profits"), to the extent permitted by the Companies Act, at least 25% of such Annual Profits of such financial year shall be distributed as dividends, of which at least 30% shall be paid in cash, as proposed by the Board of Directors and subject to approval of the Members by Ordinary Resolution in a general meeting.
119. No dividend or other distribution shall be paid except out of the realised or unrealised profits of the Company, out of the share premium account or any reserve, fund, or account as otherwise permitted by the Companies Act. Except as otherwise provided by the rights attached to any Shares, all dividends and other distributions shall be paid according to the number of the 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.
120. Subject to Article 118, the Directors may resolve that any dividend or other distribution be paid wholly or partly by the distribution of specific assets and in particular (but without limitation) by the distribution of shares, debentures, or securities of any other company or in any one or more of such ways subject, however to obtaining (a) the approval in a general meeting of the type of specific assets and the corresponding amount of such substitutive distribution; and (b) the consent from the Member who will receive such assets; provided that the value of specific assets and the corresponding amount of such substitutive distribution shall be assessed by an ROC certified public accountant before the Directors submit the same to a general meeting for approval. Where any difficulty arises in regard to such distribution, the Directors may settle the same as it thinks expedient and in particular 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 in such manner as may seem expedient to the Directors.
121. The Directors may, before resolving to pay any dividend or other distribution, set aside such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the discretion of the Directors, be employed in the business of the Company.
122. The Directors may deduct from any dividend or other distribution payable to any Member all sums of money (if any) then payable by him to the Company for any reason. Any dividend, other 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 or, in the case of joint holders, to the registered address of the holder who is first named on the Register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, other distributions, bonuses, or other monies payable in respect of the Share held by them as joint holders.
123. Any dividend or other distribution which cannot be paid to a Member and/or which remains unclaimed after six months from the date on which such Dividend or other distribution becomes payable 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 or other distribution shall remain as a debt due to the Member. Any dividend or other distribution which remains unclaimed after a period of six years from the date on which such dividend or other distribution becomes payable shall be forfeited and shall revert to the Company.

ACCOUNTS AND AUDIT

124. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors. Such books of account shall be kept for at least five years from the date they are prepared.
125. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
126. 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 these Articles, the Companies Act, Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market), or authorised by the Directors or by the Company by Ordinary Resolution.
127. 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 institutes 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.
128. During the period when the Shares are Traded on Designated Stock Market, the Board of Directors shall submit business reports, financial statements and proposals for distribution of profits or losses prepare by it for the purpose of annual general meeting of the Company for ratification by the Member as required by the Applicable Public Company Rules. After ratification by the annual general meeting, the Board of Directors shall distribute to each Member or announce to the public copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or loss.
129. During the period when the Shares are Traded on Designated Stock Market, the Board of Directors shall keep copies of the yearly business report and financial statements at the office of its Shareholders' Service Agent before ten (10) days of the annual general meeting and any of its Members is entitled to inspect such documents during normal business hours of such Agent.
130. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market).

Capitalisation Of Profits

131. Subject to Article 67 hereof and the Companies Act, the Board of Directors may, with the authority of a Supermajority Resolution:
 - (a) resolve to capitalise an amount standing to the credit of reserves (including a share premium account, capital redemption reserve and profit and loss account), whether or not available for distribution;
 - (b) appropriate the sum resolved to be capitalised to the Members in proportion to the nominal amount of Shares (whether or not fully paid) held by them respectively and apply that sum on their behalf in or towards:
 - (i) paying up the amounts (if any) for the time being unpaid on Shares held by them respectively, or

- (ii) paying up in full unissued shares or debentures of a nominal amount equal to that sum,

and allot the Shares or debentures, credited as fully paid, to the Members (or as they may direct) in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve and profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to Members credited as fully paid;

- (c) make any arrangements they think fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Board of Directors may deal with the fractions as they think fit;
- (d) authorise a person to enter (on behalf of all the Members concerned) into an agreement with the Company providing for either:
 - (i) the allotment to the Members or the persons referred to in sub-paragraph (b)(ii) of this Article respectively, credited as fully paid, of Shares or debentures to which they may be entitled on the capitalisation, or
 - (ii) the payment by the Company on behalf of the Members (by the application of their respective proportions of the reserves resolved to be capitalised) of the amounts or part of the amounts remaining unpaid on their existing Shares,

and any such agreement made under this authority being effective and binding on all those Members; and

- (e) generally do all acts and things required to give effect to the resolution.

Share Premium Account

- 132. The Board of Directors shall in accordance with Section 34 of the Companies Act establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
- 133. There shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Board of Directors such sum may be paid out of the profits of the Company or, if permitted by Section 37 of the Companies Act, out of capital.

AUDIT COMMITTEE

- 134. The Company shall establish an Audit Committee. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.
- 135. 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 of or amendment to an internal control system;
 - (b) assessment of the effectiveness of the internal control system;
 - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;

- (d) any matter relating to the personal interest of the Directors;
- (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 discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board of Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

- 135-1. Subject to compliance with the laws of Cayman Islands, before the meeting of Directors may resolve any matter specified in Article 77 or other mergers and acquisitions in accordance with the applicable laws, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval from the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval from the Members is not required under the applicable laws. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.

TENDER OFFER

136. Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules (during the period when the Shares are Traded on Designated Stock Market), the Board of Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:
- (a) The types and number of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in their own names or in the names of other persons.
 - (b) Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
 - (c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
 - (d) The types, numbers and amount of the Shares of the tender offer or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in their own names or in the name of other persons.

NOTICES

137. Except as otherwise provided in these Articles, any notice or document may be served by the Company or by the person entitled to give notice to any Member either personally, by facsimile or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to the Member at his address as appearing in the Register of Members, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Members may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register of Members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
138. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
139. Any notice or other document, if served by (a) post, shall be deemed to have been served at the time when the letter containing the same is posted, or, (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient, (c) courier service, shall be deemed to have been served at the time when the letter containing the same is delivered to the courier service or (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail. In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.
140. Any notice or document delivered or sent by post to or left at the registered address of any Member in accordance with the terms of these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register of Members as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share.
141. Notice of every general meeting of the Company shall be given to:
- (a) all Members holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and (b) every person entitled to a Share in consequence of the death or bankruptcy of a Member, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings.

INFORMATION

142. During the period when the Shares are Traded on Designated Stock Market, the Board of Directors shall keep at the office of its Shareholders' Service Agent in the ROC copies of the Memorandum of Association, the Articles, the minutes of every meeting of the Members, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, access to inspect, transcribe and make copies of the foregoing documents. If the relevant documents are kept by the Company's Shareholders' Service Agent, upon the request of any Member, the Company shall order the Shareholders' Service Agent to provide such Member with the requested documents.
- 142-1. If the general meeting is convened by the Board of Directors and other person entitled to convene a general meeting in accordance with these Articles or any applicable laws, the Board of Directors and such person may request the Company or the Company's Shareholders' Service Agent to provide the Register of Members. Upon the request, the Company shall

(and shall order the Company's Shareholders' Service Agent to) provide the Register of Members.

INDEMNITY

143. Every Director, Secretary, Assistant Secretary, or other officer for the time being of the Company (but not including the Company's auditors) and the personal representatives of the same and every former Director, Secretary, Assistant Secretary, or other officer of the Company (but not including the Company's auditors) and the personal representatives of the same shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in or about the conduct of the Company's business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere. PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, wilful default or dishonesty which may attach to any of the said persons and shall not relieve their duties provided under Article 145.
144. No such Director, Secretary, Assistant Secretary or other officer of the Company (but not including the Company's auditors) shall be liable (a) for the acts, receipts, neglects, defaults or omissions of any other such Director or officer or agent of the Company or (b) for any loss on account of defect of title to any property of the Company or (c) on account of the insufficiency of any security in or upon which any money of the Company shall be invested or (d) for any loss incurred through any bank, broker or other similar person or (e) for any loss occasioned by any negligence, default, breach of duty, breach of trust, error of judgement or oversight on his part or (f) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers authorities, or discretions of his office or in relation thereto, unless the same shall happen through his own dishonesty. PROVIDED THAT this Article shall not extend to any matter in respect of any fraud, wilful default or dishonesty which may attach to any of the said persons and shall not relieve their duties provided under Article 145. Subject always to the laws of Cayman Islands, Members continuously holding 1% or more of the total issued Shares for six months or longer may request in writing the Audit Committee of the company to file a petition in a competent court for and on behalf of the Company against any of the Directors, and the Taiwan Taipei District Court, ROC, may be the court of first instance for such matter. If the Audit Committee fails to file an action within 30 days after having received the request made by the Members, then the Members are entitled to file such action on behalf of the Company, and the Taiwan Taipei District Court, ROC, may be the court of first instance for such matter..
145. Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Companies Act, a Director shall assume fiduciary duty to the Company and exercise the care as a good administrator in conducting the business operation of the Company. A Director shall be liable to the Company if he/she/it has acted contrary to the above. In case such action is made for himself/herself/itself or on behalf of another person in violation of the provisions above, the Company may, with the sanction of an Ordinary Resolution, demand the Director to disgorge any profit so realized by the Director as if such misconduct is done for the benefit of the Company. If a Director and/or a Officer of the Company has, in the course of conducting the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other person, he/she/it shall be liable, jointly and severally with the Company, for the damages to such other person.

CHARITABLE DONATIONS

- 145-1. Subject to applicable laws, in order to contribute to the society, enhance corporate image and participate in charitable activities, the Company and its Subsidiaries may make charitable donations to the education, culture, public welfare, charity institution or group, provided that the accumulated amount of such donations in each financial year shall not exceed 3% of the Company's net profit after tax as shown in the Company's audited consolidated financial statements of the previous financial year or

New Taiwan Dollars 300 million.

Any charitable donation made by the Company or its Subsidiaries exceeding a certain amount, shall be approved in accordance with the following procedures:

- (a) If the amount of each donation or the accumulated amount donated to the same donee in a year is New Taiwan Dollars 100 million or more but less than New Taiwan Dollars 200 million, it shall be approved by the Board of Directors; and
- (b) If the amount of each donation or the accumulated amount donated to the same donee in a year is New Taiwan Dollars 200 million or more, such donation shall be resolved by a general meeting. Nevertheless, any urgent assistance for major humanitarian events (e.g., earthquakes, typhoons and other natural disasters which may cause damages to the public) may be approved by the Board of Directors, but it shall be reported in the next following general meeting.

NON-RECOGNITION OF TRUSTS

146. Subject to the proviso hereto, no person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent or future interest in any of its Shares or any other rights in respect thereof except an absolute right to the entirety thereof in each Member registered in the Register of Members.

FINANCIAL YEAR

147. The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in general meeting, the Board of Directors may from time to time prescribe some other period to be the financial year, provided that the Board of Directors may not without the sanction of an Ordinary Resolution prescribe or allow any financial year longer than twelve months.

WINDING UP

148. 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 Member 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. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
149. If the Company shall be wound up the liquidator may, subject to Article 68, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as it deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, subject to Article 68, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit, but so that no Member shall be compelled to accept any Shares or other securities or assets whereon there is any liability.

AMENDMENT OF ARTICLES OF ASSOCIATION

150. Subject to the Companies Act and these Articles, the Company may at any time and from time to time by Special Resolution alter or amend these Articles and/or Memorandum of Association with respect to any objects, powers or other matters contained therein, in whole or in part.

REGISTRATION BY WAY OF CONTINUATION

151. The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

LITIGIOUS AND NON-LITIGIOUS AGENT

152. So long as the Shares are Traded on Designated Stock Market, the Company shall appoint a litigious and non-litigious agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto.

Chailease Holding Company Limited

Ethical Corporate Management Best Practice Principles

Adopted by Board of Directors on June 17, 2011
Amendment and adopted by Board of Directors on March 26, 2015
Amendment and adopted by Board of Directors on March 6, 2019
Amendment and adopted by Board of Directors on December 13, 2019
Amendment and adopted by Board of Directors on December 16, 2022
Amendment and adopted by Board of Directors on December 17, 2025

Article 1 (Purpose)

The Ethical Corporate Management Best Practice Principles ("Principles") is promulgated to assist Chailease Holding Co. Ltd. ("the Company") to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

Article 2 (Applicable Extent)

Principles is applicable to the Company's business groups and organizations, which comprise its subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50% of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").

The regulations related to supervisors stipulated in the Principles shall be implemented by the audit committee because that the Company does not set supervisor positions in board of directors of the Company.

Notwithstanding the foregoing, the subsidiaries who set supervisor positions in their board of directors shall still comply with the regulation related to supervisors in the Principles by their supervisors.

The provisions regarding supervisors in these Principles shall apply mutatis mutandis to the audit committee of the Company.

Article 3 (Prohibition of Unethical Conduct)

When engaging in commercial activities, directors, supervisors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and its directors, supervisors, managers, employees or substantial controllers or other interested parties.

Article 4 (Definition of Benefits)

"Benefits" in the Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 5 (Compliance to Laws and Regulations)

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Neutrality, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM-listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 6 (Policy)

The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 7 (Prevention Program)

The Company shall in their own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention program"), including operational procedures, guidelines, and training.

When establishing the prevention program, the Company shall comply with relevant laws and regulations of the territory where the company and its business group are operating.

In the course of developing the prevention program, the Company is advised to negotiate with staff, labor unions or members, important trading counterparties, or other stakeholders.

Article 8 (Extent of Prevention Program)

When establishing the prevention program, the Company shall analyze which business activities within its business scope which may be at a higher risk of being involved in an unethical conduct, and strengthen the preventive measures.

The prevention program established by the Company shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 9 (Covenant and Implementation)

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company and their respective business group shall clearly specify in their rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough

implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

Article 10 (Ethical Management of Commercial Activities)

The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with its agents, suppliers, clients, or other trading counterparties, it is advisable the Company shall include in such contracts provisions requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or cancel the contracts.

Article 11 (Prohibition of Bribery)

When conducting business, the Company and its directors, supervisors, managers, employees, mandataries and substantial controllers, shall not directly or indirectly offer, promise to offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other shareholders.

Article 12 (Stance on Political Neutrality)

The Company shall hold her stances on political neutrality and in no circumstances embark on any campaign contributions. The personnel of the Company during the working hours shall not discuss any political issues with each other, engage in any political activities and be restricted either to post any posters, advertisements or disseminate any speech materials in connection with political activities in workplace.

Article 13 (Prohibition of Inappropriate Donations and Sponsorship)

When making or offering charitable donations and sponsorship, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations, the Memorandum and Articles of Association of Chailease Holding Limited Company, and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 14 (Prohibition of Receiving Unreasonable Presents, Hospitality or Other Improper Benefits)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 15 (Prohibition against the infringement of intellectual property right)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational

procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 16 (Prohibition against unfair competition)

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 17 (Organization and its Responsibilities)

The board of directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the Company established Sustainable Development Committee that is under the Board of Directors and to be in charge of establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters:

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 (Legal Compliance of Business Operation)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention program when conducting business.

Article 19 (Conflicts of Interests)

The Company shall adopt policies for preventing conflicts of interests to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, supervisors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, supervisors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall

state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy of another director. The directors shall practice self-discipline and must not support one another in improper dealings. The Company's directors, supervisors, managers, employees, mandataries, and substantial controllers, shall not take advantage of their positions in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20 (Accounting System and Internal Control)

The Company shall establish effective accounting systems and internal control systems for business activities which may at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

Internal auditors of the Company shall periodically examine the Company's compliance with the foregoing and prepare audit reports and submit the same to the board of directors. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and reduced to writing in the form of an audit report to be submitted to the board of directors.

Article 21 (Operational Procedures and Guidelines)

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business.

The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of the Principles.
8. Disciplinary measures on offenders.

Article 22 (Training and Appraisal)

The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, supervisors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention program and the consequences of

committing unethical conduct.

The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23 (Disciplinary and Complaint System)

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow company insiders and outsiders to submit reports. The points of contact are as follow:
 - (1) Fraud or bribers cases
 - To: Internal Audit Officer of Chailease Holding Company Limited
 - Tel: (886-2)8752-6388 Ext. 76281
 - Fax:(886-2)8751-9419
 - E-Mail: Anti_Fraud@chailease.com.tw
 - Mailing Address: No. 362, Rueiguang Rd., Taipei, Taiwan 11492
 - (2) Violation of code of Conduct cases
 - To: Chief Human Resource Officer of Chailease Holding Company Limited
 - Tel: (886-2)8752-6388 Ext. 76280
 - E-Mail:HR@chailease.com.tw
 - Mailing Address: No. 362, Rueiguang Rd., Taipei, Taiwan 11492
2. Dedicated personnel or unit appointed to handle whistle-blowing system. Any tip involving a director or senior manager shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases. Reports on violations of the Code of Conduct that are submitted anonymously will not be accepted, but Fraud and bribery reports will be accepted anonymously.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

The relevant investigation process, investigation results and handling suggestions should be made into a written "investigation report" and submitted to the general manager and the chairman of the board by the dedicated personnel or unit handling the whistle-blowing system. However, when the reports involving the general manager, the investigation results should be directly reported to the chairman of the board. If the reports involving directors or senior executives or the material cases, it should be reported to the independent director. When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report in written form to the independent directors.

Article 24 (Disclosure of Information)

The Company would like to collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. They shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on their company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 25 (Review and Improvement of the Principles)

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, supervisors, managers and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 26 (Implementation)

The ethical corporate management best practice principles of the company and any amendments hereto, shall be delivered to Sustainable Development Committee for resolutions and implemented after adoption by resolution of the board of directors, and then reported to each independent director and the shareholders meeting.

When the ethical corporate management best practice principles are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Chailease Holding Company Limited

Procedures for Ethical Management and Guidelines for Conduct

Adopted by Board of Directors on June 17, 2011
Amendment and adopted by Board of Directors on March 26, 2015
Amendment and adopted by Board of Directors on March 6, 2019
Amendment and adopted by Board of Directors on December 13, 2019
Amendment and adopted by Board of Directors on December 16, 2022
Amendment and adopted by Board of Directors on December 17, 2025

Article 1 (Purpose of adoption and scope of application)

This Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter referred to as "Procedures and Guidelines") are adopted pursuant to Article 7 of the Ethical Corporate Management Best Practice Principles of this Company and the relevant governing laws of this Company and/or its subsidiaries with a view to providing all personnel of this Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of this Company, any incorporated foundation in which this Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by this Company (hereinafter referred to as the "Company and Subsidiaries").

Article 2 (Applicable subjects)

For the purposes of these Procedures and Guidelines, the term "personnel of this Company" refers to any director, supervisor, managerial officer, employee, mandatory, or person having substantial control, of this Company or its group enterprises and organizations.

Any provision, promise, request, or acceptance of any improper benefits in whatever form or name by any personnel of this Company through a third party will be presumed to be an act by the personnel of this Company.

Article 3 (Unethical conduct)

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of this Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4 (Types of benefits)

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5 (Responsible unit)

This Company established the Sustainable Development Committee, which is a division of the Board of Directors, as the solely responsible unit (hereinafter, "responsible unit"), being allocated enough resources and qualified personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following tasks, and periodically (at least one time a year) report to the Board of Directors:

1. Assisting in incorporating ethics and moral values into this Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Periodically analyzing and evaluating the risk of unethical conduct within the scope of business, and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the Board of Directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
7. Compiling documented information on the ethical management policy, statement, commitment and implementation thereof, and retain the said information properly.

Article 6 (Prohibition against providing or accepting improper benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits under Article 4, the conduct of the given personnel of this Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles of the Company and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the rules of this Company.

Article 7 (Procedures for handling the acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of this Company are provided with or are promised, either directly or indirectly, any benefits under Article 4 and by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of this Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding this Company and Subsidiaries' business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of this Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to and approved by President of the Company.

Article 8 (Prohibition of and handling procedure for facilitating payments)

This Company and Subsidiaries shall neither provide nor promise any facilitating payment.

If any personnel of this Company provide or promise a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9 (Stance on Political Neutrality)

The Company shall hold her stances on political neutrality and in no circumstances embark on any campaign contributions. The personnel of the Company during the working hours shall not discuss any political issues with each other, engage in any political activities and be restricted either to post any posters, advertisements or disseminate any speech materials in connection with political activities in workplace.

Article 10 (Procedures for handling charitable donations or sponsorships)

Charitable donations or sponsorships by this Company and Subsidiaries shall be provided in accordance with Article 145 of the Memorandum and Articles of Association of Chailease Holding Limited Company, and the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to the responsible unit. When the amount of a donation reaches the criterion set out in Article 12 of Chailease Holding Company Limited Regulations Governing Procedure for Board of Directors Meetings of in connection with a donation by the Company and Subsidiaries to related parties and a major donation by the Company and Subsidiaries to non-related parties, or the amount of sponsorships reaches NT\$1,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Company is doing business.
2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid education, culture, public welfare, charity institution or group, and may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Company and Subsidiaries' commercial dealings or a party with which any personnel of this Company has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

Article 11 (Recusal)

The directors, supervisors, managerial officer, and other interested parties attending or presenting at board meetings, shall maintain a high degree of self-discipline; when a proposal at a board of directors meeting concerns the concerned person's personal interest or the interest of the juristic person represented by the concerned person, that party shall state the important aspects of the relationship of the interest at the govern board meeting. If such a relationship is likely to prejudice the interest of this Company, that concerned person may express opinions and answer questions but may not participate in the discussion nor vote on that proposal. In addition, that concerned person shall recuse himself or herself when the discussion and voting is in progress, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of this Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of this Company may use company resources on commercial activities other than those of this Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Company.

Article 12 (Special unit in charge of confidentiality regime and its responsibilities)

The Chief Corporate Governance Officer and the Legal Division of the Company shall be responsible for handling the Company and Subsidiaries' intellectual properties rights, which include but not limited to trade secrets, trademark, patent and copyrights. The special unit shall be charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Company's trade secrets, and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of this Company shall faithfully follow the operational directions pertaining to the trade secrets of this Company, and may not disclose to any other party any intellectual properties rights of this Company of which they have learned, nor may they inquire about or collect any trade secrets of this Company unrelated to their individual duties.

Article 13 (Prohibition against conduct of unfair competition)

This company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14 (Prohibition against insider trading)

This Company's personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging the undisclosed information to any other party in order to prevent another party from using such information to engage in insider trading.

Article 15 (Non-disclosure agreement)

Any organization or person outside of this Company and Subsidiaries that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Company and Subsidiaries shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Company and Subsidiaries acquired as a result, and that they may not use such information without the prior consent of this Company and Subsidiaries.

Article 16 (Compliance and announcement of policy of ethical management)

This Company and Subsidiaries shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

This Company and Subsidiaries shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17 (Ethical management evaluation prior to development of commercial relationships)

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Company and Subsidiaries shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of unethical conduct or has been involved in any unethical conduct event, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When this Company and Subsidiaries carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of unethical conduct or has been involved in any unethical conduct event, such as bribery or illegal political contributions.

Article 18 (Statement of ethical management policy to counterparties in commercial dealings)

Any personnel of this Company, when engaging in commercial activities, shall make a statement to the trading counterparty about this Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19 (Avoidance of commercial dealings with unethical operators)

All personnel of this Company shall avoid business transactions with agent, supplier, customer, or other counterparty engaging in unethical conducts. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Company's ethical management policy.

Article 20 (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, this Company and Subsidiaries shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of this Company's ethical policy part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of receiving commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also

provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been any damages incurred to the Company and Subsidiaries, the Company and Subsidiaries may claim from the other party, and may also deduct the full amount of the damages from the contract price payable.

2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 (Handling of unethical conduct by personnel of this Company)

This Company and its subsidiaries encourages and rewards the whistle-blowers in according to the Staff Rewards and Punishments Policies for complaint about unethical or improper conduct. If the personnel of this Company make a false or malicious report, this Company shall impose punishment on that person. If the false or malicious report causes serious effect, this Company shall dismiss that person.

This Company shall adopt a whistle-blowing system on its external and internal websites, which includes the independent mailbox or hotline, or appoint an independent external institution to provide such system. The points of contact are as follow:

1. Fraud or bribers cases

- To: Internal Audit Officer of Chailease Holding Company Limited
- Tel: (886-2)8752-6388 Ext. 76281
- Fax: (886-2)8751-9419
- E-Mail: Anti_Fraud@chailease.com.tw
- Mailing Address: No. 362, Rueiguang Rd., Taipei, Taiwan 11492

2. Violation of code of Conduct cases

- To: Chief Human Resource Officer of Chailease Holding Company Limited
- Tel: (886-2)8752-6388 Ext. 76280
- E-Mail: HR@chailease.com.tw
- Mailing Address: No. 362, Rueiguang Rd., Taipei, Taiwan 11492

The whistle-blower shall at least provide the following information:

1. Reports on violations of the Code of Conduct that are submitted anonymously will not be accepted, but Fraud and bribery reports will be accepted anonymously.
2. For real-name reporting, information such as the name, unit, position, details of report, and amounts related to the case should be provided;
3. If an anonymous report is submitted with authentic evidence, and all the information of the case is very clear, such as the name, time, place, and related parties, the personnel handling the report may also start the internal preliminary investigation.

The personnel handling the report shall provide written notice to undertake non-disclosure obligations to the identity of the whistle-blower and the content of reported case. This Company promise to protect the whistle-blowers from any inappropriate disciplinary actions due to their whistle-blowing.

The responsible unit shall proceed to this task as follow when addressing the issues of whistle-

blowing:

1. Any tip involving employees shall be reported to the supervisor of that department; any tip involving directors or senior managers shall be reported to the independent directors or supervisors.
2. The responsible unit and the supervisor under Article 21 paragraph 1 shall immediately investigate the facts. The Chief Corporate Governance Officer and the legal division or other relevant department shall provide help if necessary.
3. If the reported personnel is proven to be infringed with the laws or the ethical policy of this Company, this Company shall immediately take proper actions, report to the relevant authority, and transfer the case to judicial institution if necessary, to procure that personnel to stop the relevant activities. In addition, this Company shall take legal actions for remedies to secure the reputation or rights to this Company.
4. This Company shall record the submitted report, investigations and results in written for at least three (3) years. The record can be stored as electrical format. If any litigations or other legal actions arising from the reported case before the five years period, the relevant information shall be kept until that litigation or legal action is finished.
5. Pursuant to the investigation, if the reported case is verified to be true, this Company shall procure relevant departments to review the internal control system and procedures, as well as develop improvement measures to avoid similar cases happen in the future.
6. The responsible unit shall report to the chairman the facts, the solutions and the improvements of the reported cases.

Article 22 (Actions upon event of unethical conduct by others towards this Company)

If any personnel of this Company discover that another party has engaged in unethical conduct towards this Company, and such unethical conduct involves alleged illegality, this Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved; this Company shall additionally notify the governmental anti-corruption agency.

Article 23 (Internal advocacy and the establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)

It is advisable the responsible unit arrange to annual internal advocacy at least once a year, and ask the chairperson, general manager, or senior management of this Company to communicate the importance of corporate ethics to its directors, employees, and mandatories.

This Company and Subsidiaries shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of this Company and Subsidiaries seriously violate ethical conduct, this Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Company.

This Company and Subsidiaries shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24 (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be delivered to Sustainable Development Committee for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting.

When this Procedures and Guidelines are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Chailease Holding Company Limited Ethical Conduct Best Practice Principles

Adopted by Board of Directors on June 17, 2011
Amended by the Board of Directors on March 26, 2015
Amended by the Board of Directors on August 12, 2020
Amended by the Board of Directors on December 17, 2025

Article 1 Purpose

In recognition of the necessity to assist Chailease Holding Co. Ltd. (“the Company”) in its establishment of ethical conduct, the Ethical Conduct Best Practice Principles (“the Principles”) is adopted for the purpose of encouraging directors, managers and other employees of the Company to act in line with ethical standards, and to help interested parties better understand the ethical standards of the company.

Article 2 Applicable Parties

The Principles is applicable to directors, supervisor, managers, mandatory, employees or person having substantial control, of the Company or its group enterprises and organizations, hereinafter referred to as “the personnel”.

Article 3 Principle of Good Faith

When conducting business, the personnel shall comply with regulations of laws and the Principles, keep good faith, be serious and responsible, and follow disciplines in order to highly ethical standard.

Article 4 Prevention of Conflicts of Interest

The personnel shall conduct their business objectively by efficient mechanisms, and prevent from inappropriately benefiting person or corporation listed below by taking advantage of their duty in the Company:

1. The personnel themselves or relatives within the second degree of kinship.
2. The corporation which person listed in above paragraph has direct or indirect financial benefits or advantages over;
3. The corporation where the personnel is appointed as the chairman, director, or managerial officer. The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving with the person or corporation mentioned in foregoing section.

The Company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, members of audit committee, and managerial officers to voluntarily explain whether there is any potential conflict between them and the company.

Article 5 Minimizing Incentives to Pursue Personal Gain

When the Company has an opportunity for profit, it is the responsibility of the personnel to maximize the reasonable and proper benefits that can be obtained by the Company, and the following actions shall be prevented:

1. Seeking an opportunity to pursue personal gain by using company property or information or

taking advantage of their positions.

2. Obtaining personal gain by using company property or information or taking advantage of their positions.
3. Competing with the Company.

Article 6 Confidentiality

The personnel shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its clients and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers. The personnel shall keep all confidential information, technical information, personal information, or any unrevealed information in confidence which are related to the Company, its affiliates, or any third party, whether they acknowledge or obtain above information in verbal or written format, with or without confidential mark on it. The personnel shall not make copy or reproduce any of abovementioned information, and shall not disclose, inform, submit or transfer abovementioned information to others, or publish abovementioned information in public.

Article 7 Fair Trade

The Company shall provide its customers satisfactory services in good faith, and devote to fair market competition. The Company shall refrain from obtaining profits by illegal or unethical methods. The personnel shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices. The personnel shall comply with highly ethical standard and fair trade principle, shall not ask for kickbacks, present, or other improper benefits by the advantage of conducting business.

Article 8 Safeguarding and Proper Use of Company Assets

The assets of the Company shall be safeguarded and could only be used under legal business purposes. The personnel have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes, to avoid any theft, negligence in care, or waste of the assets which could directly affected the company's profitability.

Article 9 Legal Compliance

The personnel shall comply with all internal and external regulations and laws which are related to business operation of the Company. The personnel shall not breach any regulation or law, or unfairly obtain profits by misleading customers with misstatement of our product or service.

Article 10 Compliance of Insider Trading Law

The personnel shall comply with the related regulations and laws of preventing insider trading, and other securities laws regarding information processing of stock exchange and trade secrets, for example: the personnel shall not transact his/her holding stock of the Company if he/she possesses significant unrevealed information.

Article 11 Encouraging Reporting on Illegal or Unethical Activities

The Company shall raise awareness of ethics internally and encourage the personnel to report to audit committee, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the Principles. To

encourage the personnel to report illegal conduct, the Company shall adopt relevant procedures or mechanisms for such reporting and allowing anonymous reporting, and make employees aware that the Company shall use its best efforts to ensure the safety of whistleblowers and protect them from reprisals, and deal with subsequent matter with good care.

Article 12 Disciplinary and Remedy Measures

When any of the personnel violates the Principles, the Company shall handle the matter in accordance with related internal regulations. The violator could make complaint to the Company as a remedy if he/she thinks the Company improperly handles his/her case and infringes his/her right. It is advisable that the company establish a relevant complaint system to provide the violator with remedies.

Article 13 Procedures for Exemption

The Principles must require that any exemption for directors, members of audit committee, or managerial officers from compliance with the Principles be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, the objections or reservations from independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the Principles, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 14 Amendment of the Principles

The Principles could be amended from time to time due to the necessity of changes in accordance with policies or other facts.

Article 15 Disclosure of the Principles

The Company shall disclose the Principles on Annual Report, Offering Plan, and in the Company's official website and MOPS. Any amendment shall be processed accordingly.

Article 16 Enforcement of the Principles

The Principles, and any amendments to it, shall be delivered to Sustainable Development Committee for resolutions and implemented after adoption by resolution of the board of directors, and then reported to the shareholders meeting.

Chailease Holding Company Limited

Rules Governing the Election of Directors

Adopted by AGM on Dec. 10, 2010

Amended by AGM on May 27, 2016

- Article 1 To ensure a just, fair, and open election of directors, the Rules are adopted pursuant to Article 21 of the” Corporate Governance Best-Practice Principles” of the company.
- Article 2 Except as otherwise provided by law and regulation or by the company’s articles of incorporation, elections of director shall be conducted in accordance with these rules.
- The directors provided in this rules means independent directors and non-independent directors.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the section of the company ‘s directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company’s business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g. law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
- All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:
1. Ability to make operational judgment.
 2. Ability to perform accounting and financial analysis.
 3. Ability to conduct management administration.
 4. Ability to conduct crisis management.
 5. Industrial knowledge.
 6. International market perspective.
 7. Ability to lead.
 8. Ability to make decisions.
- A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the company.
- Article 4 The qualifications for the independent directors of the company shall comply with Article 2, 3 and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
- The election of independent directors of the company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and shall be conducted in accordance with Article 24

of the Corporation Governance Best-Practice Principles of the company.

Article 5 Election of directors at the company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The single open-ballot, cumulative voting system will be used for the election of directors of this company. The shareholder account number or attendance card number printed on the ballots may substitute for the names of voters. Each share shall have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. In addition, independent directors and non-independent directors shall be elected concurrently, while ballot counting and the seats to be elected shall be calculated separately.

Where the number of non-independent directors falls below five due to the release or resignation of director(s) for any reason, the company shall hold a by-election for director at the next following shareholders meeting. Where the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 10 days of the occurrence of that fact for a by-election for director(s).

When the number of independent directors falls below three due to the release or resignation of director(s) for any reason or less than one-fifth of the total number of directors, the company shall hold a by-election for director at the next following shareholders meeting.

In the event that all the independent directors have been released or resigned, the company shall convene a special shareholders meeting to hold a by-election within 60 days.

Article 6 The number of independent directors and non-independent director shall be elected based on the seats stipulated in the Company's Articles of Incorporation, among those capacities to make juridical acts in the shareholders' meeting. With voting rights separately calculated for independent, non-independent directors seats, those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective number of votes. When two or more candidates receive the same number of ballots, thus exceeding the specified seats, they shall draw lots to determine the winner. The Chairman shall draw lots on behalf of the candidate not in attendance.

The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting.

Any shareholder listed in the Shareholder Register of the company shall have the right to vote.

Article 7 Before the election begins, the chairman shall appoint a certain number of scrutineers and ballot counters with shareholder status to carry out relevant duties; provided that the appointed among the shareholders in attendance.

Article 8 The ballot box(s), prepared by the board of directors, shall be publicly opened and inspected by scrutineers prior to the casting of ballots.

Article 9 Ballots, numbered in light of the shareholder account number or attendance card number, shall be prepared and issued by the board of directors with the number of voting rights specified thereon.

- Article 10 In case a candidate is a shareholder, a voter shall fill in the candidate's account name and shareholder account number in the "candidate" column of the ballot. For a non-shareholder candidate, a voter shall fill in the candidate's name and ID card number. Save that a candidate is a governmental organization or a juristic-person shareholder, the name of the governmental organization or the juristic person, together with its representative shall be entered in the column for the candidate's account name of the ballot. When there multiple representatives, the names of each individual representative shall be entered. Besides, the shareholder account number or the Unified Business Number of such juristic-person shareholder shall be provided as well.
- Article 11 A ballot under any of the following circumstances shall be null and void:
1. The ballot was not prepared by the board of directors.
 2. A blank ballot is cast in the ballot box.
 3. The handwriting on a ballot is unclear and indecipherable or has been altered.
 4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and ID number do not match.
 5. Except for the name of candidate (including the name of juristic-person and its representative), shareholder account number, Unified Business Number / ID Card Number, other words and marks are also written on a ballot.
 6. The name of a candidate filled in on a ballot is identical to that of another shareholder, but not shareholder account number, Unified Business Number / ID Card Number or attendance card number is provided in the ballot to identify such candidate.
 7. A ballot without the name of a candidate (including the name of juristic-person and its representative), shareholder account number or Unified Business Number / ID Card Number is presented.
- Article 12 The ballots shall be counted right after the casting of ballots is completed. The chairman shall announce, or authorize the emcee to announce, the results on the spot, including list of persons elected as directors and the number of votes with which they were elected.
- The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 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 13 The board of directors shall issue a notification to each director elected. (The company adopts the candidate nomination system for the independent directors, when a director is nominated, he/she should provide the Consent Letter to act as an independent director at the same time.)
- Article 14 The Rules shall be supplemented by the Company Act, Articles of Incorporation and other related regulations and customs.
- Article 15 The Rules and any amendments hereto shall be implemented after being approved by shareholders' meeting.

Chailease Holding Company Limited

Shareholdings of all Directors

Record Date : 2026/03/28

Title	Name	Current Shareholding		
		Shareholding		%
Chairman	Fong-Long Chen (Authorized Representative of Chun An Investment Co., Ltd.)	Common shares	3,435,452	0.20%
		Preferred shares A	—	—
	Chun An Investment Co., Ltd.	Common shares	38,846,729	2.27%
		Preferred shares A	—	—
Director	John-Lee Koo (Authorized Representative of Chun An Investment Co., Ltd.)	Common shares	—	—
		Preferred shares A	—	—
	Chun An Investment Co., Ltd.	Common shares	38,846,729	2.27%
		Preferred shares A	—	—
Director	Hsiu- Tze Cheng (Authorized Representative of Chun An Technology Co., Ltd.)	Common shares	754,284	0.04%
		Preferred shares A	—	—
	Chun An Technology Co., Ltd.	Common shares	37,042,376	2.16%
		Preferred shares A	—	—
Director	Chih- Yang Chen (Authorized Representative of Chun An Technology Co., Ltd.)	Common shares	658	0.00%
		Preferred shares A	50,000	0.03%
	Chun An Technology Co., Ltd.	Common shares	37,042,376	2.16%
		Preferred shares A	—	—
Director	Chee Wee Goh	Common shares	—	—
		Preferred shares A	—	—
Independent Director	Ching-Shui Tsou	Common shares	—	—
		Preferred shares A	—	—
Independent Director	Steven Jeremy Goodman	Common shares	—	—
		Preferred shares A	—	—
Independent Director	Casey K Tung.	Common shares	—	—
		Preferred shares A	—	—
Independent Director	Hong-Tzer Yang	Common shares	—	—
		Preferred shares A	—	—

Number of total issued common shares on March 28, 2026: 1,711,421,161 shares. (Par value per share NTD 10)

Number of total issued preferred shares on March 28, 2026: 150,000,000 shares. (Par value per share NTD 10)

Note : As Chailease Holding Company Limited has a majority of independent directors, and has established the audit committee that satisfies the requirements of the Securities and Exchange Act, the minimum shareholding requirements for directors and supervisors shall not apply.

Impact of Issuance of Stock Dividends on Business Performance, Earnings per Share, and Return on Equity

Items		Year	2026 (Pro-forma)
Beginning paid-in capital (including ordinary share NTD17,114,211,620 and preferred share NTD 1,500,000,000)			NTD18,614,211,610
Stock dividend and cash dividend issued this year	Cash dividend per share-Preferred shares		NTD 4.18 (Note 1)
	Cash dividend per share-Common shares		NTD 5.8 (Note 1)
	Stock dividend per shares appropriated from a capitalization of retained earnings		0.02 share (Note 1)
	Stock dividend per share appropriated from a capitalization of capital reserve		-
Change in business performance	Operating income		Not Suitable (Note 2)
	Ratio of increase (decrease) in operating income as compared to the prior year		
	Net income after tax Note		
	Ratio of increase (decrease) in net income after tax as compared to the prior year		
	Earnings per share ("EPS")		
	Ratio of increase (decrease) in EPS as compared to the prior year		
	Average annual ROE ratio(Average annual P/E ratio)		
Pro-forma EPS and P/E Ratio	In case that cash dividends Pro-forma EPS Note would be paid in lieu of stock dividends by a capitalization of retained earnings	Pro-forma EPS	
		Pro-forma average annual ROE ratio	
	In case that there would be no stock dividend appropriated from a capitalization of capital reserve	Pro-forma EPS	
		Pro-forma average annual ROE ratio	
	In case that there would be no stock dividend appropriated from a capitalization of capital reserve and cash dividends would be paid in lieu of stock dividends by a capitalization of retained earnings	Pro-forma EPS	
		Pro-forma average annual ROE ratio	

Note 1 : The dividend proposal should be submitted to the 2026 Annual General Meeting for approval.

Note 2 : According to the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company is not required to announce the financial forecasts for year 2026.