Stock Code / 6666

Luo Lih-Fen Holding Co., Ltd
2026 Annual Shareholders' Meeting

MEETING AGENDA HANDBOOK

Method for Convening the Shareholders' Meeting
physical shareholders meeting

Time of Shareholders' Meeting

09:00 a.m., May 29, 2026 (Friday)

Venue of Shareholders' Meeting
8F., No. 301, Yuantong Rd., Zhonghe Dist., New Taipei City

Luo Lih-Fen Holding Co., Ltd.

Handbook for the 2026 Annual Meeting of Shareholders

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— Agenda of the Meeting —

Time of Shareholders' Meeting

09:00 a.m., May 29, 2026 (Friday)

Venue of Shareholders Meeting

8F., No. 301, Yuantong Rd., Zhonghe Dist., New Taipei City

A/ Call the Meeting to Order

B/ Opening Speech by the Chairperson

C/ Issues Posed for Reporting

- **I. 2025 Business Report**
- **II. 2025Audit Committee Inspection Report**
- **III. 2025 Employee and Director Remuneration Distribution**
- **IV. Endorsements and Guarantees in 2025**
- **V. Amendment to the Company's "Sustainable Development Best Practice Principles".**

D/ Issues Posed for Acknowledgment

- **I. 2025 Business Report and Financial Statements**
- **II. 2025 Distribution of Earnings**

E/ Issues Posed for Discussion

- **I. Motion to amend the Company's " Articles of Incorporation "**

F/ Election

- **I. Motion for the election of the Company's 5th-term directors and independent directors**

G/ Other Matters for Discussion

- **I. Motion to terminate the non-competition restrictions imposed on the new directors of the 5th term (including independent directors) and their representatives**

H/ Extraordinary (Unscheduled) Motions

I/ Adjournment of the Meeting

— Issues Posed for Reporting —

Management Presentation (Company Reports) 1

2025 Business Report.

Explanation:

I. Please refer to Attachment 1 of this Handbook for the Company's 2025 business report (page 17-23).

II. Respectfully submitted for reporting.

Management Presentation (Company Reports) 2

2025 Audit Committee Inspection Report.

Explanation:

I. Please refer to Attachment 2 of this Handbook for the Company's "2025 Audit Committee Inspection Report" (page 24).

II. The motion has been approved upon resolution by the 14th Meeting of the 3nd Audit Committee and submitted to the shareholders' meeting pursuant to laws. Respectfully submitted for reporting.

Management Presentation (Company Reports) 3

2025 Employee and Director Remuneration Distribution.

Explanation:

I. According to Article 100 of the Company's Articles of Incorporation, where the Company has annual profits at the end of a financial year, the Company shall distribute not less than one percent (1%) of the profits for such year to employees as employees' remuneration and not more than three percent (3%) of the profits to directors as directors' remuneration. However, if the Company has accumulated losses, the Company shall set aside a part of the surplus profit first for making up the losses.

II. As recommended by the 6th Meeting of the 3nd Remuneration Committee, employee remuneration recognized for 2025 is NT$2,300,000, and director remuneration is NT$2,400,000, which accounted for 1.79and 1.86 the profits certified by the independent auditor, respectively, in 2025, and will be fully distributed in cash as listed.

III. The motion has been approved upon resolution by the 15th Meeting of the 4rd Board of Directors and submitted to the shareholders' meeting pursuant to laws.

Respectfully submitted for reporting.

Management Presentation (Company Reports) 4

Endorsements and Guarantees in 2025.

Explanation:

I. Please refer to Attachment 3 of this Handbook for the Company's endorsements and guarantees in 2025 (page 25).

II. Respectfully submitted for reporting.

Management Presentation (Company Reports) 5

Amendment to the Company's "Sustainable Development Best Practice Principles".

Explanation:

I. It is proposed to amend certain provisions of the Company's "Sustainable Development Best Practice Principles" in response to the requirements of the competent authorities.

II. Please refer to Attachment 4 of this Handbook (page26-28) for a comparison of the provisions before and after amendment.

III. Respectfully submitted for reporting.

— Issues Posed for Acknowledgement —

Issue No. 1 (Proposed by the Board of Directors)
Motion:

2025 Business Report and Financial Statements.

Explanation:

I. The Company's 2025 business report has been audited by the Audit Committee, and a written report of such audit has been issued.

II. The Company's 2025 financial statements have been prepared and were audited by CPAs Chin-Chang Chen and Fu-Ming Liao of PwC Taiwan and reviewed by the Company's Audit Committee, and a written report of such audit has been issued.

III. The motion has been approved upon resolution by the 15th Meeting of the 4rd Board of Directors and presented to the shareholders' meeting pursuant to laws.

IV. Please refer to Attachment 1 of this Handbook for the 2025 business report (pages 17-23).

Please refer to Attachment 5 of this Handbook for the Company's 2025 independent auditor's report and financial statements (pages 29-40).

V. Please duly acknowledge as appropriate.

Resolution:

Issue No. 2 (Proposed by the Board of Directors)
Motion:

2025 Distribution of Earnings.

Explanation:

I. Following the independent auditors' review of the Company's 2025 financial statements, the 2025 earnings are confirmed to be NT$114,729,831with accumulated distributable earnings of NT$252,808,449. The Company plans to distribute cash dividend of NT$2 per common share from the NT$94,776,000 of undistributed earnings.

II. Please refer to Attachment 6 of this Handbook (page 41) for the Company's 2025 Distribution of Earnings.

III. For the current earnings distribution, in the event that the number of the Company's outstanding shares is affected by the Company's implementation of treasury stocks or capital increase, or any changes in laws and regulations, a proposal is submitted at the shareholders' meeting requesting the Chairman to be authorized to adjust shareholder dividend based on the number of actual shares outstanding on the ex-dividend date and the total earnings to be distributed from common shares as resolved by the shareholders' meeting. Cash dividend distributable to each shareholder shall be calculated to the nearest dollar, with amounts of less than one dollar rounded down. Fractions of less than one dollar shall be counted as Other Income of the Company.

IV. After the motion was approved upon resolution by the shareholders' meeting, the Company intends to request the shareholders' meeting to authorize the Chairman to resolve the ex-dividend date and other relevant issues.

V. The motion has been approved upon resolution by the 15th Meeting of the 4rd Board of Directors and presented to the shareholders' meeting pursuant to laws.

VI. Please duly acknowledge as appropriate.

Resolution:

— Issues Posed for Discussion —

Issue No. 1 (Proposed by the Board of Directors)

Motion:

Motion to amend the Company's "Articles of Incorporation" is hereby submitted for discussion.

Explanation:

I. In response to the "Foreign Issuer's Checklist for the Protection of Shareholders' Rights in the Country of Registration" promulgated by Taiwan Stock Exchange Corporation (TWSE) and requirements promulgated by the competent authorities regarding laws and ordinances concerned, it is proposed that the Company's Articles of Incorporation should be updated to meet actual requirements.

II. Please refer to Attachment 7 for the Comparative List of Amendments to the "Articles of Incorporation" (pages 42-43)

III. The motion has been approved upon resolution by the 15th Meeting of the 4rd Board of Directors and presented to the shareholders' meeting pursuant to laws.

IV. Please duly discuss as appropriate.

Resolution:

— Issues Posed for Director Election —

Issue No. 1 (Proposed by the Board of Directors)
Motion:

Motion for Reelection of the Company's Directors and Independent Directors of 5th Term is hereby submitted for discussion.

Explanation:

I. The terms of office held by the Company's directors and independent directors of 4rd term will expire on May 30, 2026. According to Article 68(2) of the Articles of Incorporation, the Company plans to re-elect the directors and independent directors of 5th term in whole at the general shareholders' meeting on May 29, 2026 in advance. The directors of 4rd term shall retire from the position accordingly upon re-election of directors of 5th term at the general shareholders' meeting in 2026. The new directors will succeed to the position after being elected at the general shareholders' meeting, and shall hold the position from May 29, 2026 until May 28, 2029.

II. According to Article 65(1) of the Company's Articles of Incorporation, the Board shall consist of not less than five (5) or more than twelve (12) directors (including independent directors). Therefore, eight (8) directors will be elected at the shareholders' meeting (including four (4) directors and four (4) independent directors). The candidate nomination system is adopted for the election of the Company's directors and independent directors. The directors are elected by the shareholders from the list of candidates and may be re-elected.

III. The name list of nominees for the Company's directors and independent directors of 5th term has been reviewed and approved at the 16th Meeting of Board of Directors of 4rd Term on April 17, 2026, which may be included into the election at the 2026 general shareholders' meeting. The candidates for directors and independent directors satisfy the directors' negative qualifications referred to in Article 83 and Article 84 of the Company's Articles of Incorporation. The independent directors satisfy the qualifications, independence and restrictions on concurrent position under the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

IV. Names, educational background and work experience of the candidates for directors and independent directors are stated as following:

Name list of the candidates for the general directors nominated by the Board of Directors at the general shareholders' meeting on May 29, 2026

Job title of nominee	Name of nominee	Education	Main experience and current job	Number of shares held
Director	Black Praise International Limited	--	--	15,216,300
	(Representative after elected: Li-Fen Luo)	Taipei Medical University - College of Management Biotechnology EMBA Bachelor, Hong Kong Chinese Medicine Research Institute	[Main experience] Director-general of Chinese International Beauty Association The 3rd Chairman of the China International Leaders Association of the ILF Foundation [Current job] CEO of Luo Lih-Fen Holding Co., Ltd. Director of Black Praise International Limited Director of Allied Biotech Corporation Chairman of Ying'an Investment Co., Ltd. Chairman of Lever Guide Biotech Co., Ltd. Director of Richer Biotechnology Co., Ltd. Chairman of Board of Taiwan Rui Qing He Co., Ltd. Director and President of Xiamen Manfenli Enterprise Management Co., Ltd. Director and President of Xiamen Yimeili Enterprise Management Co., Ltd.	2,472,400
Director	Talent Reach (HK) Limited	--	--	5,368,122
	(Representative after elected: Huan-Wen Jao)	Bachelor of Electronic Engineering, National Defense University Chung Cheng Institute of Technology	[Main experience] CEO of the Chinese International Beauty Association Vice President of the China Daily Chemical Industry Technology Innovation Alliance [Current job] President of Luo Lih-Fen Holding Co., Ltd. Director of Luo Lih-Fen Group Co., Ltd. Executive Director of Juwenlee (Fujian) Cosmetics Co., Ltd. Executive Director and President of Zhangzhou Care-pro Biologic Technology Co., Ltd Executive Director of Huiwenli (Fujian) Enterprise Management Co., Ltd. Director of Kangbaoli International Co., Ltd. Executive Director and General Manager of Zhangzhou Kangbaoli Biotechnology Co., Ltd. Director of Forward Idea Investments Limited Director of Talent Reach (HK) Limited Director of World Maker International Limited Director of Luo Lih-Fen Group Limited	25
Director	Shih-Chinn Ho	Master of Business Administration, National Taiwan University Master of Financial Management, Golden Gate University	[Main experience] 10th Chairman of the National Taiwan University EMBA Alumni Foundation 2020 Outstanding Alumni of Fu Jen Catholic University President of the Alumni Association of the Department of Business Administration, Fu Jen Catholic University [Current job] Chairman of Taiwan Land Investment Co., Ltd. Vice Chairman of Guanmao Network (Stock) Co., Ltd.	127,600

Job title of nominee	Name of nominee	Education	Main experience and current job	Number of shares held
			Chairman of Maohong Information Technology (Shanghai) Co., Ltd. Chairman of Trade-Van Information Services Co. Independent Director/Audit Committee Member/Remuneration Committee Member of Center Laboratories, Inc. Independent Director/Audit Committee Member/Remuneration Committee Member of Collins Co., Ltd. Independent Director/Audit Committee Member of Super Dragon Technology Co., Ltd. Director of Allied Biotech Corporation Director of Ever Supreme Bio Technology Director of Wisdom Investment Co., Ltd. Chairman of Taiwan Precision Materials Co., Ltd.	
Director	(Representative after elected: Shufen Chen)	Master of Business Administration, Chaoyang University of Technology; Bachelor of Science, Department of Cosmetic Application and Management, Hungkuang University of Science and Technology	[Main Experience] Skills Inspector for the Class C Technician Skills Examination in the Cosmetic Profession, Ministry of Labor [Current Position] Full-time Cosmetic Department Teacher, Mingtai Senior High School; Director, Fenmi Cosmetic Co., Ltd.	25,100

Name list of the candidates for the independent directors nominated by the Board of Directors at the general shareholders' meeting on May 29, 2026

Job title of nominee	Name of nominee	Education	Main experience, current job, and expertise	Number of shares held	Reasons for continuing to nominate someone who has served three consecutive terms as an independent director
Independent Director	Kuo-Cheng Wang	Master of Business Administration, National Taiwan University Bachelor of Business Administration, National Taiwan University	Mr. Kuo-Cheng Wang is a finance or accounting professional and has practical experience in business management and brand marketing for domestic/foreign renowned enterprises. Have work experience over commerce, finance, or accounting, or areas otherwise necessary for the business of the Company for more than five years [Main experience] Chairman of the Board of les elephants General Manager of les elephants [Current job] Independent Director/Audit Committee Member/Remuneration Committee Member of Hon Hai Precision Industry Co., Ltd. Independent Director/Audit Committee Member/Remuneration Committee Member of Apex Medical Corp.	0	not applicable

Job title of nominee	Name of nominee	Education	Main experience, current job, and expertise	Number of shares held	Reasons for continuing to nominate someone who has served three consecutive terms as an independent director
			Independent Director/ Audit Committee Member of HannStar Board Corp. Audit Committee member of Luo Lih-Fen Holding Co., Ltd.		
Independent Director	Su-Tien Yu	Master of Journalism, Chinese Culture University	Ms. Su-Tien Yu has practical experience in marketing and public relations in well-known media industries Have work experience over commerce, or areas otherwise necessary for the business of the Company for more than five years [Main experience] Assistant Vice President, Project Marketing Department, Gala Television Assistant Vice President, Marketing and Public Relations Department, Gala Television Project Team Leader, TTV Cultural Enterprise Co., Ltd. Program Team Director, TTV Cultural Enterprise Co., Ltd. [Current job] Chairman and President of Live Marketing Co., Ltd.	0	not applicable
Independent Director	Yuren Xiao	Doctor of Finance, National Central University	Mr. Hsiao Yu-Jen is currently a full-time professor at Taipei Medical University. He also possesses expertise in finance and economics, with over 5 years of work experience in business, finance, accounting, or corporate operations. [Main Experience] Vice Dean, College of Management, Taipei Medical University; Chairman, Green Apricot Enterprise Co., Ltd. [Current Position] Professor and Director, Executive Master of Science in Biotechnology, Taipei Medical University; CEO, Taipei Medical University; General Manager, Taipei Medical International Biotechnology Co., Ltd.; Independent Director, Kelon Mix Biotechnology Co., Ltd. (4195); Independent Director, Junbang International Co., Ltd. (4442), Cayman Islands; Director, Taipei Medical University Management Consulting Co., Ltd.; Director, Youhe Management Consulting Co., Ltd. Director of Adens Biotechnology Co., Ltd. Supervisor of Taiwan Financial Engineering Association Chairman of the Board of Directors of Oriental Business School (Private Foundation)	0	not applicable

Job title of nominee	Name of nominee	Education	Main experience, current job, and expertise	Number of shares held	Reasons for continuing to nominate someone who has served three consecutive terms as an independent director
Independent Director	Qianyou Zhuang	National Chengchi University, College of Business Administration, EMBA; Taipei Medical University, Department of Pharmacy	Mr. Chuang Chien-Yu is currently the Chairman of Yuan Yu Hsing Yeh Co., Ltd. and the Chairman of Health & Wellness Co., Ltd., and has more than 5 years of work experience in business, finance, accounting or corporate operations. [Main Experience] Business Manager, Takeda Pharmaceutical Company Limited (Taiwan); General Manager, Alvogen Inc. (USA) [Current Position] Chairman of Yuan You Xing Ye Co., Ltd. Chairman of Health Yi You Co., Ltd. Independent Director/Audit Committee/Remuneration Committee/Nomination Committee Member of Xing Chang Biotechnology Co., Ltd. (1788) Independent Director of Tian Gang Information Co., Ltd. (5310) Director of Taiwan Health Promotion Foundation Chairman of You Xin Investment Co., Ltd. Chairman of Da Kang New Medicine Technology Co., Ltd. Chairman of Shen Zhun Medicine Technology Co., Ltd. Director of Yi Ding Investment Co., Ltd. Chairman of Bao Ding Investment Co., Ltd.	0	not applicable

Voting Results:

— Other Matters for Discussion —

Issue No. 1 (Proposed by the Board of Directors)

Motion:

Motion to terminate the non-competition restrictions imposed on the new directors of the 5th term (including independent directors) and their representatives.

Explanation:

I. According to Article 26-1 of the Securities and Exchange Act, the Company plans to ask the shareholder' meeting for approval that the directors (and their representatives) and independent directors elected at the general shareholders' meeting may be relieved from the non-competition restrictions since the date of their appointment if they engage in the activities involving the non-competition requirements referred to in Article 209 of the Company Act, insofar as the Company's interest is not injured therefor.

II. The details about job responsibilities of new directors and independent directors who are relieved from the non-competition restrictions upon election at the shareholders' meeting:

Title	Name	Concurrent positions held at other companies
Director	Black Praise International Limited	None
Representative of Institutional Director	Li-Fen Luo	Director of Allied Biotech Corporation Director of Richer Biotechnology Co., Ltd. Chairman of Board of Taiwan Rui Qing He Co., Ltd.
Director	Talent Reach (HK) Limited	None
Representative of Institutional Director	Huan-Wen Jao	Executive Director and President of Zhangzhou Care-pro Biologic Technology Co., Ltd Director of Kangbaoli International Co., Ltd. Director of Luo Lih-Fen Group Limited
Director	Shih-Chinn Ho	Independent Director/Audit Committee Member/Remuneration Committee Member of Center Laboratories, Inc. Director of Ever Supreme Bio Technology Director of Allied Biotech Corporation
Director	Shufen Chen	Director of Fenmi Beauty Co., Ltd.
Independent Director	Kuo-Cheng Wang	Independent Director/Audit Committee Member/Remuneration Committee Member of Hon Hai Precision Industry Co., Ltd.
Independent Director	Su-Tien Yu	None
Independent	Yuren Xiao	Professor and Director of the Executive Master of

Director		Science in Biotechnology Management at Taipei Medical University President of Taipei Medical University General Manager of Taipei Medical International Biotechnology Co., Ltd. Independent Director of Kelonmix Biotechnology Co., Ltd. (4195) Independent Director of Junbang International Co., Ltd. (4442), a company in the British Cayman Islands Director of Taipei Medical University Management Consulting Co., Ltd. Director of Youhe Management Consulting Co., Ltd. Director of Adens Biotechnology Co., Ltd. Director of Runhong Biotechnology Co., Ltd. Supervisor of Taiwan Financial Engineering Association Chairman of Oriental Industrial & Commercial Foundation
Independent Director	Qianyou Zhuang	Chairman of Yuan You Xing Ye Co., Ltd. Chairman of Health Yi You Co., Ltd. Independent Director/Audit Committee/Remuneration Committee/Nomination Committee Member of Xing Chang Biotechnology Co., Ltd. (1788) Independent Director of Tian Gang Information Co., Ltd. (5310) Director of Taiwan Health Promotion Foundation Chairman of You Xin Investment Co., Ltd. Chairman of Da Kang New Medicine Technology Co., Ltd. Chairman of Shen Zhun Medicine Technology Co., Ltd. Director of Yi Ding Investment Co., Ltd. Chairman of Bao Ding Investment Co., Ltd.

III. Please duly discuss as appropriate.

Resolution:

— Extraordinary (Unscheduled) Motions —

— Adjournment of the Meeting —

— Appendices —

I.2025 Business Report

Letter to Shareholders

With China and the United States engaged in trade competition, the overall economic landscape and real estate industry have remained sluggish. Consumers have become more rational, resulting in the following impacts:

1. Rational consumption is rising: Consumers prioritize ingredients and efficacy, and the mid-range price segment is expanding.
2. Technology is reshaping the industry chain: Domestic new ingredient filings account for 82%, and AI and biotechnology have become the core of competition.
3. Channels are moving toward integration: Online growth has slowed, offline value has returned, and channel synergy has become the key to growth.
4. Domestic brands are breaking through: The total revenue of domestic Chinese brands has already exceeded that of foreign brands.

In 2025, the Company mainly promoted the upgraded star product "Aqua Bomb Cream," formulated with self-developed ingredients, which achieved strong sales and drove an increase in the revenue share of professional channels. In addition, self-developed ingredients replaced external procurement, increasing the overall gross margin by 4% and completing the successful commercialization path of independently developed ingredients. With the impact of changes in the market environment, the Company began to lay out a new "e-commerce channel" in the second half of 2025 and will comprehensively build a fully integrated beauty industry with cross-channel synergy.

In 2026, based on the Company's existing competitive advantages and the sales foundation of four major channels, it will increase its focus on a fully integrated and collaborative operational direction, deeply connecting "R&D," "channels," and the "supply chain" to achieve integrated operations from product innovation to market reach. The operating results for 2025 and the summary of the business plan for 2026 are hereby reported as follows:

I. 2025 Operating Results

(I) Implementation of the business plan

The consolidated operating revenue of the Company for 2025 was NT$1,112,972 thousand, representing a decrease of 1% compared with the consolidated operating revenue of NT$1,126,524 thousand in 2024. The net income attributable to the parent company for 2025 was NT$114,730 thousand, representing an increase of 42% compared with the net income attributable to the parent company of NT$80,734 thousand in 2024.

In terms of sales region, the operating revenue earned in Mainland China totaled NT$1,063,498 thousand, which accounted for 96% of the total operating revenue. Mainland China remains the largest market the Company continues to cultivate and the key area of focus for business expansion.

(II) Analysis of financial gains and losses and profitability

Regarding financial revenue and expenditures and financial structure, in 2025, the Company reported a debt ratio of 25%, current ratio of 188%, net profitability of 10%, and NT$497,681 thousand in cash inflow from operating activities. These figures show that the Company has kept cash flows abundant and its financial structure robust.

(III) R&D overview

In 2025, the Company's R&D system continued to deepen research on plant active ingredients and technological innovation, achieving a series of important advances in plant extracellular vesicle technology, plant carbon dots, the development of self-developed ingredients, and the expansion of their applications, further consolidating the Company's core competitiveness in the field of plant technology skincare.

In the second half of the year, the Company further collaborated with "Taipei Medical University" and the leading exosome R&D enterprise "BIONET," launching two new medically researched skincare products: "Revitalizing Repair Soothing Toner" (developed using Taipei Medical University's patented "pinecone ginger natural anti-aging ingredient" together with the Luo Lih-Fen Holdings' exclusive "gardenia flower plant extract," specifically for mature and dry skin) and "Rejuvenating Cream" (using BIONET's exosome powder lyophilization technology, suitable for sensitive skin and post-aesthetic procedure repair).

(IV) Budget implementation status

The Company did not disclose a financial forecast; however, the overall status of budget implementation is in line with the scope set by the Company.

II. Overview of 2025 Business Plan

(I) Operating policy

In 2026, the Company takes "MORE Beyond What Is Seen / Beyond Beauty" as its annual goal:

M - Market Evolution | New growth,

O - Omni-experience | New experience,

R - Responsibility | New responsibilities,

E - Ecosystem | New Ecosystem.

Not only the expansion of the market, but also the evolution of mindset (M); not only product transactions, but also immersive experiences (O); not only commercial success, but also the fulfillment of responsibility (R); not only corporate growth, but also the prosperity of the ecosystem (E). Inviting the world to see Luo Lih-Fen beyond beauty and beyond what is seen.

(II) Operational guidance and preparation

The explanation by region is as follows:

1. China region:

(1) Professional channel beauty salon channel: Convert traffic into sales and increase customer store entry rate and market share

Topic matrix campaigns for Luo Lih-Fen were carried out on online platforms such as Tiktok and WeChat Channels, and the public-domain traffic obtained has been converted into private-domain traffic and sales. In 2026, in addition to maintaining its original advantages, this channel will jointly launch new industry-academia-research products with "ABT Biomedical" and "Taipei Medical University" together with the e-commerce channel (Revitalizing Repair Soothing Toner, Gardenia Peptide Firming Cream, and Peptide Firming Anti-Wrinkle Serum). Leveraging topic seeding on Rednote through the e-commerce channel to amplify traffic, both channels will simultaneously build star products. This will help increase the number of stores, customer store entry rate, and the in-store customer share.

(2) Daily chemical CS channel: Inventory clearance completed, with the e-commerce channel supporting the development of untapped markets

In 2025, affected by consumption downgrade, the online sales market declined. The daily chemical CS store channel therefore mainly focused on inventory clearance during the year. At present, both distributors and stores have completed clearance. Revenue growth is expected to resume in the coming year, and with the promotion of the "e-commerce channel," consumers who are influenced on Tiktok and Rednote will go to CS stores to purchase and try the products. This channel is expected to continue penetrating lower-tier markets below second- and third-tier cities and to keep increasing the number of distributors and stores in untapped markets.

(3) Sunmax direct-operated and franchise chain channel: Add 6-8 offline service stores (for online products)

The Sunmax flagship store in Xiamen, Fujian began operations in 2023. As of now, it has two self-operated stores, and two additional offline service stores are currently under renovation and being established. With the increase in the number of stores, revenue has also continued to grow during the year. In 2026, it is expected that 68 new offline service stores will be added in Xiamen, with a single-store investment payback period ≤18 months, completing the densification of direct operations and establishing benchmark models. In 2027, franchising will be opened in three selected first- and second-tier cities, providing comprehensive solution packages. In 2028, the nationwide franchise network will be rolled out, generating dual revenue from franchise fees and supply gross margins.

(4) E-commerce channel: Multi-channel full-domain coverage

Through seeding on major platforms, a large IP matrix for Luo Lih-Fen will be formed, with voice and traffic directed into the four major channels, mutually diverting traffic and empowering each other to form a self-sustaining growth flywheel. In 2026, the professional beauty channel and the e-commerce channel will simultaneously launch new industry-academia-research collaborative products, opening new growth across all channels and verifying the synergistic effect.

Omnichannel marketing pathway: E-commerce brand seeding on Rednote, Tiktok KOLs, KOCs, and celebrity livestream sales, with Taobao, Tmall, and self-operated livestream rooms driving repeat purchases → E-commerce customers are directed to CS daily chemical stores for trial purchases and membership enrollment, introducing them into the private domain → E-commerce customers are guided to professional beauty salons to receive supporting treatments and build trust → Upgraded to high-end treatment customers at Sunmax centers → Enter private-domain communities and make repeat online purchases of home-use products through private-domain mini programs, with customer value increasing step by step and brand loyalty continuing to strengthen.

2. Taiwan region: Simultaneously launch new e-commerce channel products on both sides of the Taiwan Strait and add Sunmax flagship stores

In the second half of 2025, the Taiwan e-commerce channel will take the lead in launching new industry-academia-research collaborative products (Revitalizing Repair Soothing Toner, Gardenia Peptide Firming Cream, and Peptide Firming Anti-Wrinkle Serum), which will inject new momentum into revenue in the Taiwan region.

Since its opening, the Ruichenghe Sunmax direct-operated store has achieved stable revenue and profitability. In 2026, the Company plans to renovate and establish the "Zhongxiao Sunmax Direct-operated Store" at the original office location of the Taiwan company, replicating the successful model of the "Ruichenghe Sunmax Direct-operated Store," which is expected to bring incremental growth in revenue and profitability in Taiwan.

III. Future Development Strategy

(I) Model uniqueness: Triangular synergy of R&D, professional services, and omnichannel retail, with Sunmax taking the lead in the sector.

(II) Growth certainty: The four major channels have all been established, with clearly quantifiable paths for stores, e-commerce, and new products.

(III) Technological barriers: From self-developed ingredients to an industry-academia-research patent pool, ensuring the sustainability of high-gross-margin product lines.

(IV) Efficiency moat: With the establishment of AI smart factories, PLM/ERP/MES interconnection will be integrated to achieve full-chain digital collaboration with consistent data from R&D, production, to sales, enabling franchise replication with low cost and high consistency.

Looking ahead, the Company will adopt a more proactive and positive approach to realizing its ESG vision. Only through continuous innovative thinking and practices can the Company enhance its core competitiveness and achieve steady growth. The Company will actively deepen its culture of sustainable governance and continue to promote the independence, diversity, and sustainable development functions of the Board of Directors to achieve:

1. Appoint at least one female director and continue to increase the number of female directors in the future so that they account for no less than 1/3.

2. The number of independent directors will exceed 1/3, and after future re-elections, all independent directors will have served no more than 3 terms.

At the same time, we remain committed to giving back to society and fulfilling corporate responsibility in areas such as green manufacturing, energy conservation and carbon reduction, ecological conservation, and long-term care for the elderly.

IV. The effect of external competition, the legal environment, and the overall business environment

(I) The effect of external competition and the overall business environment.

The National Bureau of Statistics of China announced that the total GDP of China in 2025 was RMB 1,401,879 hundred million, with a growth rate of 5.0%. The total retail sales of consumer goods for the year increased by 3.7%. Among them, the total retail sales of cosmetics reached RMB 465.3 billion, representing an increase of 5.1% compared with 2024, which was not only significantly higher than the growth rate of total retail sales of consumer goods but also higher than the overall national GDP growth rate of 5%, reversing the year-on-year decline of 1.1% in 2024 and indicating a recovery trend in the industry.

In 2025, the cosmetics industry in China experienced growth once again. The China Association of Fragrance Flavour and Cosmetic Industries stated that in 2025 the cosmetics industry in China maintained steady growth amid a complex global economic landscape, with total omni-channel transaction value reaching RMB 1,104.245 billion, representing a year-on-year increase of 2.83%. Against the backdrop of profound adjustments in the global economic landscape, the cosmetics industry continued its steady growth trend of 3.61% in 2023 and 2.80% in 2024, maintaining its position as the world's largest cosmetics consumer market and demonstrating strong development resilience.

Of particular note is that domestic brands continued to lead the market, with their market share further expanding to 57.37% in 2025, far exceeding brands from other countries. These figures indicate that the Chinese cosmetics market has officially transitioned from a stage dominated by international brands to a new stage led by domestic brands. After domestic brands' market share exceeded 50% in 2022, it reached 52.82% in 2023 and 55.20% in 2024.

This continuous growth trajectory over several years confirms the sustained rise in the competitiveness of domestic brands. (Source: China Consumer News)

(II) The effect of the legal environment

China has established the "Safety and Technical Standards for Cosmetics", "Regulation on the Supervision and Administration of Cosmetics", "Measures for the Administration of the Registration and Recordation of Cosmetics", "Domestic Non-special Use Cosmetics Record Management Measures", "Regulations on the Management of Cosmetic Labels", "Inspecting Rules for Cosmetics", "Rules on the Implementation of Cosmetics Registration and Recordkeeping for Inspection", "Standards for Cosmetic Efficacy Claim Evaluation", "Technical Guidelines for Cosmetics Safety Evaluation", "Measures for the Supervision and Administration of Production and Distribution of Cosmetics", "Cosmetic Production Quality Management Regulations", and "Administrative Provisions on Cosmetic Labeling" to regulate the production and sales of beauty care and skin care products. Enterprises must apply for various legal and valid licenses and permits in order to engage in the production and sale of beauty care and skin care products in mainland China.

Luo Lih-Fen Holding Co., Ltd

Chairman	Lih-Fen Luo
Executive Director	Huan-Wen Jao
Accounting supervis	Hsiu-Chiung CHANG

II.2025 Audit Committee Inspection Report

Audit Committee Inspection Report

The Board of Directors was approved to

prepare the Company's 2025 business report, financial statements and earnings distribution plan, in which the financial statements have been inspected by Chin-Chang Chen, CPA and Fu-Ming Liao, CPA of PwC Taiwan, who gave an unqualified opinion in their audit report. The Audit Committee, after completing the audit of said reports and statements prepared by the Board of Directors, believes that they are free of material misstatement, and thus produces this report according to Article 14-4 and Article 14-5 of the Securities and Exchange Act. Please review and approve it.

To:

2026 General Shareholders' Meeting of Luo Li-Fen Holding Co., Ltd.

Luo Lih-Fen Holding Co., Ltd.

Audit Committee

Convener: Kuo-Cheng Wang

March 12, 2026

III.Endorsements and Guarantees in 2025

Date: December 31, 2025 Unit: NT$1,000

No.	Name of company providing endorsement or guarantee	Recipient of endorsement or guarantee	Limit on endorsements/ guarantees to a single enterprise	Cumulative highest balance as of this month	Ending balance of endorsements/ guarantees	Actual amount drawn down	Endorsed/ guaranteed amount with property as collateral	Cumulative endorsed/guaranteed amount as a percentage of the net value in the most recent financial statements	Maximum endorsement/ guarantee
1	Luo Lih-Fen Holding Co., Ltd.	Lever Guide Biotech Co., Ltd. (TW)	340,480	37,554	28,862	28,862	0	1.70%	851,201
2	Luo Lih-Fen Holding Co., Ltd.	Lever Guide Biotech Co., Ltd. (TW)	340,480	80,000	0	0	0	0	851,201
3	Luo Lih-Fen Holding Co., Ltd.	Lever Guide Biotech Co., Ltd. (TW)	340,480	70,000	70,000	0	0	4.11%	851,201
4	Luo Lih-Fen Holding Co., Ltd.	Lever Guide Biotech Co., Ltd. (TW)	340,480	40,000	40,000	2,000	0	2.35%	851,201

IV.Comparison Table for the Amendments to the "Sustainable Development Best Practice Principles"

Luo Lih-Fen Holding Co., Ltd.

Comparison Table for the Amendments to the "Sustainable Development Best Practice Principles"

After Amendment	Before Amendment	Explanation
Article 14 The Company shall consider the impact of its operations on ecological benefits, promote and advocate the concept of sustainable consumption, and conduct its operational activities, including R&D, procurement, production, operations, and services, in accordance with the following principles to reduce the impact of the Company's operations on the natural environment, biodiversity, and human beings: I. Reduce the consumption of resources and energy in products and services. II. Reduce the emission of pollutants, toxic substances, and waste, and properly handle waste. III. Enhance the	Article 14 The Company shall consider the impact of its operations on ecological benefits, promote and advocate the concept of sustainable consumption, and conduct its operational activities, including R&D, procurement, production, operations, and services, in accordance with the following principles to reduce the impact of the Company's operations on the natural environment and human beings: I. Reduce the consumption of resources and energy in products and services. II. Reduce the emission of pollutants, toxic substances, and waste, and properly handle waste. III. Enhance the recyclability	With reference to the initiatives advocated by the UN Convention on Biological Diversity and the relevant laws and regulations on marine and nature conservation, the Company shall consider the impact of its operations on biodiversity and ecosystems in order to facilitate sustainable corporate operations. Accordingly, the wording of this article is revised and Subparagraph 7 is added.

After Amendment	Before Amendment	Explanation
recyclability and reuse of raw materials or products. IV. Maximize the sustainable use of renewable resources. V. Extend product durability. VI. Increase the efficiency of products and services. VII. Enhance the conservation of marine or terrestrial biodiversity and ecosystems, the sustainable use of resources, and fair and reasonable benefits.	and reuse of raw materials or products. IV. Maximize the sustainable use of renewable resources. V. Extend product durability. VI. Increase the efficiency of products and services.	
Article 20 The Company shall create a favorable environment for employees' career development and establish effective training programs for career capability development. The Company shall establish industry-academia collaboration programs to cultivate seed talent for the industry. The Company shall establish and implement	Article 20 The Company shall create a favorable environment for employees' career development and establish effective training programs for career development. The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave, and other benefits) and	To promote the integration of industry and academia and support students' career development, enterprises are encouraged to collaborate with schools in cultivating talent, thereby achieving mutual benefits for both industry and academia. Accordingly, Paragraph 2 is added, and the current Paragraph 2 is renumbered to Paragraph 3.

After Amendment	Before Amendment	Explanation
reasonable employee welfare measures (including remuneration, leave, and other benefits) and appropriately reflect operating performance or results in employee remuneration to ensure the recruitment, retention, and motivation of human resources and achieve the goal of sustainable operations.	appropriately reflect operating performance or results in employee remuneration to ensure the recruitment, retention, and motivation of human resources and achieve the goal of sustainable operations.	

V.2025 Independent Auditors' Report and Financial Statements

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Luo Lih-Fen Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Luo Lih-Fen Holding Co., Ltd. and subsidiaries (the "Group") as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of 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 at 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for 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 Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matter for the Group's 2025 consolidated financial statements is stated as follows:

Sales revenue recognition

Description

For accounting policy applied on revenue recognition and related details of revenue, refer to Notes 4(26) and 6(18).

The Group's revenue is derived from the sales of goods. Given that sales of goods has significant risk, the Group's goods are sold mainly by distributors, and a significant amount of resources is required in performing the audit through the testing of occurrence of sales transactions, we identified the existence and occurrence of sales revenue from main distributors a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Understood and tested internal control procedures on sales revenue, including orders processing, delivery, revenue recognition and write-off of advance collections, and assessed the effectiveness of control procedures.
2. Examined general information of main distributors, including the distributors' registration documents, name of representatives, list of major shareholders, registered address, amount of registered capital, main operating activities, and assessed the reasonableness of the existence of counterparties.

3. Performed confirmation with main distributors on total sales revenue in order to confirm the rights of contract liabilities and the existence and occurrence of sales revenue.

4. Selected samples of sales transactions during the current year, and inspected related sales orders, delivery notes, delivery orders, waybills and invoices in order to assess the reasonableness of sale revenue recognition.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Chen, Ching Chang Liao, Fu-Ming

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 12, 2026

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2025 AMOUNT	%	December 31, 2024 AMOUNT	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 613,899	27	$ 517,319	23
1110	Current financial assets at fair value through profit or loss	6(2)	13,525	1	336,168	15
1136	Current financial assets at amortised cost	6(3)	172,183	7	64,931	3
1150	Notes receivable, net	6(4)	30	-	338	-
1170	Accounts receivable, net	6(4)	11,519	-	6,220	-
1180	Accounts receivable - related parties	7	671	-	1,720	-
1200	Other receivables		34,549	1	21,317	1
1210	Other receivables - related parties	7	1,977	-	1,946	-
130X	Inventories	6(5)	92,148	4	70,593	3
1410	Prepayments		34,816	2	29,024	2
1470	Other current assets	8	6,083	-	3,225	-
11XX	**Total current assets**		981,400	42	1,052,801	47
	Non-current assets					
1535	Non-current financial assets at amortised cost	6(3)	562,000	24	403,020	18
1550	Investments accounted for using equity method	6(6)	8,789	1	9,387	-
1600	Property, plant and equipment	6(7) and 8	693,718	30	713,846	32
1755	Right-of-use assets	6(8)	18,701	1	22,030	1
1780	Intangible assets	6(9)	28,532	1	31,262	1
1840	Deferred income tax assets	6(25)	14,102	1	15,382	1
1990	Other non-current assets	8	4,635	-	7,038	-
15XX	**Total non-current assets**		1,330,477	58	1,201,965	53
1XXX	**Total assets**		$ 2,311,877	100	$ 2,254,766	100

(Continued)

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2025 AMOUNT	%	December 31, 2024 AMOUNT	%
	Current liabilities					
2100	Current borrowings	6(10)	$ 2,000	-	$ -	-
2130	Current contract liabilities	6(11)	231,589	10	198,329	9
2150	Notes payable		300	-	660	-
2170	Accounts payable		36,977	2	32,276	1
2180	Accounts payable - related parties	7	718	-	301	-
2200	Other payables	6(12)	199,339	9	192,563	8
2220	Other payables - related parties	7	216	-	168	-
2230	Current tax liabilities		20,105	1	15,124	1
2280	Current lease liabilities	7	610	-	2,984	-
2320	Long-term liabilities, current portion	6(13) and 8	4,921	-	14,063	1
2399	Other current liabilities		25,433	1	24,533	1
21XX	**Total current liabilities**		522,208	23	481,001	21
	Non-current liabilities					
2540	Long-term borrowings	6(13) and 8	44,507	2	49,345	2
2570	Deferred income tax liabilities	6(25)	13,457	-	7,942	1
2580	Non-current lease liabilities	7	384	-	794	-
2670	Other non-current liabilities		475	-	255	-
25XX	**Total non-current liabilities**		58,823	2	58,336	3
2XXX	**Total liabilities**		581,031	25	539,337	24
	Equity					
	Equity attributable to owners of parent					
	Share capital	6(15)				
3110	Common stock		473,880	21	473,880	21
	Capital surplus	6(16)				
3200	Capital surplus		830,575	36	830,575	37
	Retained earnings	6(17)				
3310	Legal reserve		132,716	6	124,643	5
3320	Special reserve		5,082	-	59,495	2
3350	Unappropriated retained earnings		261,293	11	194,999	9
	Other equity interest					
3400	Other equity interest		(2,093)	-	(5,082)	-
31XX	**Equity attributable to owners of the parent**		1,701,453	74	1,678,510	74
36XX	**Non-controlling interests**	4(3)	29,393	1	36,919	2
3XXX	**Total equity**		1,730,846	75	1,715,429	76
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	**Total liabilities and equity**		$ 2,311,877	100	$ 2,254,766	100

The accompanying notes are an integral part of these consolidated financial statements.

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, for earnings per share amount)

			Year ended December 31			
			2025		2024	
	Items	Notes	AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(18) and 7	$ 1,112,972	100	$ 1,126,524	100
5000	Operating costs	6(5)(23)(24) and 7	(384,315)	(35)	(423,121)	(38)
5900	Net operating margin		728,657	65	703,403	62
	Operating expenses	6(23)(24) and 7				
6100	Selling expenses		(316,127)	(28)	(300,044)	(27)
6200	General and administrative expenses		(232,214)	(21)	(259,917)	(23)
6300	Research and development expenses		(57,384)	(5)	(51,984)	(4)
6000	Total operating expenses		(605,725)	(54)	(611,945)	(54)
6900	Operating profit		122,932	11	91,458	8
	Non-operating income and expenses					
7100	Interest income	6(19)	21,892	2	20,279	2
7010	Other income	6(20) and 7	21,373	2	25,525	2
7020	Other gains and losses	6(21)	(5,850)	(1)	5	-
7050	Finance costs	6(22) and 7	(1,476)	-	(1,690)	-
7060	Share of (loss) profit of associates and joint ventures accounted for using equity method	6(6)	(621)	-	39	-
7000	Total non-operating income and expenses		35,318	3	44,158	4
7900	**Profit before income tax**		158,250	14	135,616	12
7950	Income tax expense	6(25)	(50,309)	(4)	(48,629)	(4)
8200	**Profit for the year**		$ 107,941	10	$ 86,987	8
	Other comprehensive income					
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Exchange differences on translation		$ 2,829	-	$ 54,300	5
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		23	-	1,598	-
8300	**Other comprehensive income for the year, net of tax**		$ 2,852	-	$ 55,898	5
8500	**Total comprehensive income for the year**		$ 110,793	10	$ 142,885	13
	Profit (loss) attributable to :					
8610	Owners of parent		$ 114,730	10	$ 80,734	7
8620	Non-controlling interests		(6,789)	-	6,253	1
			$ 107,941	10	$ 86,987	8
	Comprehensive income (loss) attributable to :					
8710	Owners of parent		$ 117,719	11	$ 135,147	12
8720	Non-controlling interests		(6,926)	(1)	7,738	1
			$ 110,793	10	$ 142,885	13
	Earnings per share (in dollars)	6(26)				
9750	Basic earnings per share		$ 2.42		$ 1.70	
9850	Diluted earnings per share		$ 2.42		$ 1.70	

The accompanying notes are an integral part of these consolidated financial statements.

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Equity attributable to owners of the parent								
				Retained Earnings						
	Notes	Share capital - common stock	Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Total	Non-controlling interests	Total equity
For the year ended December 31, 2024										
Balance at January 1, 2024		$ 473,880	$ 830,575	$ 115,819	$ 32,932	$ 211,256	($ 59,495)	$1,604,967	$ 29,181	$ 1,634,148
Profit for 2024		-	-	-	-	80,734	-	80,734	6,253	86,987
Other comprehensive income for 2024		-	-	-	-	-	54,413	54,413	1,485	55,898
Total comprehensive income		-	-	-	-	80,734	54,413	135,147	7,738	142,885
Appropriations of 2023 earnings:	6(17)									
Legal reserve		-	-	8,824	-	(8,824)	-	-	-	-
Special reserve		-	-	-	26,563	(26,563)	-	-	-	-
Cash dividends		-	-	-	-	(61,604)	-	(61,604)	-	(61,604)
Balance at December 31, 2024		$ 473,880	$ 830,575	$ 124,643	$ 59,495	$ 194,999	($ 5,082)	$1,678,510	$ 36,919	$ 1,715,429
For the year ended December 31, 2025										
Balance at January 1, 2025		$ 473,880	$ 830,575	$ 124,643	$ 59,495	$ 194,999	($ 5,082)	$1,678,510	$ 36,919	$ 1,715,429
Profit (loss) for 2025		-	-	-	-	114,730	-	114,730	(6,789)	107,941
Other comprehensive income (loss) for 2025		-	-	-	-	-	2,989	2,989	(137)	2,852
Total comprehensive income (loss)		-	-	-	-	114,730	2,989	117,719	(6,926)	110,793
Appropriations of 2024 earnings:	6(17)									
Legal reserve		-	-	8,073	-	(8,073)	-	-	-	-
Special reserve		-	-	-	(54,413)	54,413	-	-	-	-
Cash dividends		-	-	-	-	(94,776)	-	(94,776)	-	(94,776)
Acquisition of ownership interests in subsidiaries	6(27)	-	-	-	-	-	-	-	(600)	(600)
Balance at December 31, 2025		$ 473,880	$ 830,575	$ 132,716	$ 5,082	$ 261,293	($ 2,093)	$1,701,453	$ 29,393	$ 1,730,846

The accompanying notes are an integral part of these consolidated financial statements.

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 158,250	$ 135,616
Adjustments			
Adjustments to reconcile profit (loss)			
Gain on financial assets at fair value through profit or loss	6(2)(21)	(2,788)	(5,713)
Depreciation expense on property, plant and equipment	6(7)(23)	53,552	59,880
Depreciation expense on right-of-use assets	6(8)(23)	3,379	3,609
Amortization expense	6(9)(23)	2,719	3,876
Interest income	6(19)	(21,892)	(20,279)
Interest expense	6(22)	1,476	1,690
Share of (profit) loss of associates and joint ventures accounted for using equity method	6(6)	621	(39)
Loss on disposal of property, plant and equipment	6(7)(21)	720	770
Impairment loss on non-financial assets	6(7)(21)	2,597	-
Gain arising from lease modifications	6(21)	-	(6)
Changes in operating assets and liabilities			
Changes in operating assets			
Current financial assets at fair value through profit or loss		315,035	140,529
Notes receivable, net		308	(338)
Accounts receivable, net		(5,299)	(3,214)
Accounts receivable - related parties		1,049	(42)
Other receivables		(3,540)	(5,140)
Other receivables - related parties		(31)	(1,140)
Inventories		(21,555)	(21,439)
Prepayments		(5,792)	(358)
Other current assets		(2,858)	(628)
Changes in operating liabilities			
Current contract liabilities		27,962	50,009
Notes payable		(360)	660
Accounts payable		4,701	8,055
Accounts payable - related parties		417	(644)
Other payables		13,175	5,362
Other payables - related parties		48	(2,372)
Other current liabilities		900	(309)
Other non-current liabilities		220	5
Cash inflow generated from operations		523,014	348,400
Interest received		13,480	11,166
Interest paid		(1,439)	(1,625)
Income tax paid		(37,374)	(20,407)
Net cash flows from operating activities		497,681	337,534

(Continued)

LUO LIH-FEN HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

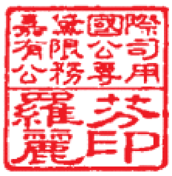
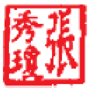
	Notes	Year ended December 31 2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in current financial assets at amortised cost		($ 107,252)	($ 48,790)
Increase in non-current financial assets at amortised cost		(158,980)	(186,670)
Acquisition of investments accounted for using equity method	6(6)	-	(6,000)
Acquisition of property, plant and equipment	6(28)	(25,793)	(28,341)
Proceeds from disposal of property, plant and equipment		210	1,094
Acquisition of intangible assets	6(9)	(39)	(336)
(Decrease) increase in other non-current assets		(234)	2,355
Net cash flows used in investing activities		(292,088)	(266,688)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term loans	6(29)	2,000	-
Cash dividends paid	6(17)	(94,776)	(61,604)
Repayments of long-term borrowings	6(29)	(13,980)	(41,634)
Payment of principal of lease liabilities	6(29)	(2,823)	(3,030)
Acquisition of ownership interests in subsidiaries	4(3) and 6(27)	(600)	-
Net cash flows used in financing activities		(110,179)	(106,268)
Effect of exchange rate changes on cash and cash equivalents		1,166	18,559
Net increase (decrease) in cash and cash equivalents		96,580	(16,863)
Cash and cash equivalents at beginning of year		517,319	534,182
Cash and cash equivalents at end of year		$ 613,899	$ 517,319

VI.Earnings Distribution for 2025

Unit: NT$

Summary	Total
Distributable earnings:	
Undistributed profits at the beginning of the period	$ 146,562,919
Plus: Net profit after tax for the year	114,729,831
Minus: Allocation to legal reserve	(11,472,983)
Plus: Allocation to special reserve (Note)	2,988,682
Total distributable earnings	252,808,449
Distribution items:	
Cash dividend (NT$2 per share)	(94,776,000)
Retained earnings after distribution	$ 158,032,449

Pursuant to Letter No. Financial-Supervisory-Securities-Corporate-1010012865, the Company reversed special reserve from other net additions from shareholders' equity generated by exchange differences resulting from translating the financial statements in foreign operations.

Chairman:  **Manager:**  **Accounting supervisor:** 

VII. Comparison Table for the Amendments to the " Articles of Incorporation "

LUO LIH-FEN HOLDING CO., LTD.

Comparison Table for MEMORANDUM OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
2nd	The Registered Office of the Company shall be situated at the office of **Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205**, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.	The Registered Office of the Company shall be situated at the office of **Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009**, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.	To align with the change of the Company's registered agent and registered address, it is proposed to amend Article 2 of the Company's Memorandum of Association.

Luo Lih-Fen Holding Co., Ltd.

Comparison Table for ARTICLES OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
37th	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) **twenty-one (21)** days prior to the	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or	To comply with the requirements of the Taiwan Stock Exchange

No.	Current Provisions	Proposed Amendments	Explanations
	scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. <u>**However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.**</u>	the TWSE (where applicable) <u>**thirty (30)**</u> days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.	announced on February 4, 2026 under Tai-Zheng-Shang-Er-Zi No. 1151700475 regarding the amendment to the "Checklist for the Protection of Shareholders' Equity in the Place of Registration of Foreign Issuers," Article 37 is revised.

*The English version of the amended Memorandum of Organization and the Articles of Incorporation shall be adopted as the official version. Rectifications of errors in the Memorandum of Organization and the Articles of Incorporation, updates of the Companies Act of the Cayman Islands cited herein, correction of numbering without actual changes in contents, or adjustments of wording for the Chinese translation are not provided.

— Articles —

I.Articles of Incorporation

Company Number: 315349

THE CAYMAN ISLANDS

THE COMPANIES ACT (AS REVISED)

AMENDED AND RESTATED MEMORANDUM AND

ARTICLES OF ASSOCIATION

OF

LUO LIH-FEN HOLDING CO., LTD.

羅麗芬控股股份有限公司

Incorporated on the 21st day of September, 2016

(as adopted by a Special Resolution passed on the 20th day of June, 2025)

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THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

Luo Lih-Fen Holding Co., Ltd.
羅麗芬控股股份有限公司

(as adopted by a Special Resolution passed on the 20th day of June, 2025)

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1. The name of the Company is Luo Lih-Fen Holding Co., Ltd.羅麗芬控股股份有限公司

2. The Registered Office of the Company shall be situated at the office of Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.

3. Subject to the following provisions of this Memorandum of Association, 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. Subject to the following provisions of this Memorandum of Association, 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 this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and 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 Insurance Law (as revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Act (as revised).

6. The Company shall 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 clause shall be construed as to prevent the Company 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. When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.

8. The liability of each member is limited to the amount from time to time unpaid on such member’s shares.

9. The share capital of the Company is NT$1,000,000,000 divided into 100,000,000 ordinary shares of a nominal or par value of NT$10 each with power for the Company, subject to the provisions of the Companies Act (As Revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, 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 and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.

10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

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THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

LUO LIH-FEN HOLDING CO., LTD.
羅麗芬控股股份有限公司

(as adopted by a Special Resolution passed on the 20th day of June, 2025)

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INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act (As Revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.

2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Business Mergers And Acquisitions Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations

	promulgated by the Financial Supervisory Commission, the TPEx and the TWSE (where applicable);
Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
Auditors	the certified public accountant (if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	LUO LIH-FEN HOLDING CO., LTD. 羅麗芬控股

	股份有限公司;
Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and “Directors” means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Paragraph (4) of Article 23;
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;
Emerging Market	the emerging market board of the TPEx in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and “Employee” shall mean any one of them;
Financial Statements	has the meaning set out in Article 104;
Independent Directors	those Directors designated as "Independent Directors" who are elected by the Members at a

	general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and "Independent Director" means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and "Members" or "Shareholders" means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;
Month	a calendar month;

NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;
Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time

	being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEx, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;

Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 95;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to

attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or

(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

Spin-off	an act wherein a transferor company transfers all of its independently operated business or any part of it to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;
Statutory Reserve	a reserve set aside in an amount equal to ten percent (10%) of the total amount of after-tax net profit for the period and other items adjusted to the then-current year's undistributed earnings other than after-tax net profit for the period as calculated by the Company under the Applicable Listing Rules;
Subordinate Company	any company (a) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (b) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (c) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (d) of which a

	majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEx	the Taipei Exchange in Taiwan;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and
TWSE	the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

(3) In these Articles unless the context otherwise requires:

(a) words importing the singular number shall include the plural number and vice-versa;

(b) words importing the masculine gender shall include the feminine gender and neuter genders;

(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:

   (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and

   (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.

4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:

   (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

   (b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;

   (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;

(d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;

(e) other matters concerning rights and obligations incidental to the Preferred Shares; and

(f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

(2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.

6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall, in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber, deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date the Board resolves to issue Shares. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.

(2) When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time with the payment for Shares. Where a subscriber delays payment for Shares as mentioned

above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.

(3) The Company shall not issue bearer Shares.

(4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.

(5) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.

8. During the Relevant Period:

(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and

(b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to Subparagraph (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the TPEx and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each

issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:

(a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;

(b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

(c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. (1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:

(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company save as otherwise provided by these Articles;

(b) in connection with meeting the Company’s obligation under Share subscription warrants and/or options granted to the Employees;

(c) in connection with distribution of the Employees’ compensation;

(d) in connection with meeting the Company’s obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;

(e) in connection with meeting the Company’s obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or

(f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.

(2) Article 8 and Article 9 shall not apply to any of the following circumstances:

(a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;

(b) all new Shares are issued as consideration for being acquired by the other company with the intention of takeover;

(c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;

(d) new Shares are issued for the share exchange entered into by the Company;

(e) new Shares are issued for a Spin-off effected by the transferor company;

(f) new Shares are issued in connection with any Private Placement conducted pursuant to Article 13; or

(g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

(3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.

11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon

execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

12. During the Relevant Period, the Company may issue new Shares with restricted rights to Employees of the Company and/or its Subordinate Companies, subject to approval of Shareholders at a general meeting by a majority of the Shareholders present who represent two-thirds or more of the total issued and outstanding Shares, and in the event the total number of shares represented by the Shareholders present at a general meeting is less than the percentage of the total issued and outstanding Shares required in the preceding sentence, a resolution related thereto may be adopted by two-thirds of the voting rights exercised by the Shareholders present at the general meeting who represent a majority of the total issued and outstanding Shares, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.

13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:

(a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;

(b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

(c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

(2) Subject to the preceding Paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.

14. The Company may by a Special Resolution reduce its share capital in the manner

authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.

15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised).

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

17. 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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.

19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.

(2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.

(2) During the Relevant Period:

(a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained profits, premium on capital stock, and realized Capital Reserve.

(b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.

22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.

(2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.

23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register 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) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;

(c) 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 Law; and

(d) no dividend/bonus 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.

(2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person (including the Employees; the qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article) upon such terms and manner and subject to such conditions as the Board thinks fit. The Board

may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.

(3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.

(4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

(a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;

(b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;

(c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;

(d) matters that the Board is of the opinion that may affect Shareholders' equity, including:

(i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and

(ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

(5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.

24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, such purchase and cancellation shall be made only at any time other than during the Relevant Period, and subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase and cancellation without approval by Special Resolution in accordance with the preceding Paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.

26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rules, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rules otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers (the "**Book Closure Period**") at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days

before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the Book Closure Period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Commission, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.

30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.

31. During the Relevant Period, all general meetings to be held in physical locations shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.

32. (1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.

(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three (3) months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.

33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.

(2) At any time other than the Relevant Period, at least five (5) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.

35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

(2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to

the Shareholders the information and documents as described in the preceding Paragraph, together with the voting right exercise forms.

36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:

(a) any election or removal of Director(s);

(b) any alteration of the Memorandum and/or these Articles;

(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24;

(d) applying for the approval of ceasing the status as a public company;

(e) any dissolution, voluntary winding-up, Merger, share exchange, Consolidation or Spin-off of the Company;

(f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;

(g) the transfer of the whole or any material part of the Company's business or assets;

(h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;

(i) carrying out a Private Placement of any equity-type securities issued by the Company;

(j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;

(k) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares;

and

(l) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.

37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.

38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. (1) No business, other than the appointment of a chairman of the meeting, 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, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.

(2) When a general meeting is held, a Member may participate in the general

meeting through the medium of video conference call or any other form of communications designated and announced by the competent authority set forth in the Company Act of the R.O.C.; provided that in case of calamities, unforeseen incidents, or force majeure, the competent authority set forth in the Company Act of the R.O.C. may announce and designate that during a prescribed period the Company shall hold a general meeting by means of video conference call or any other form of communications without regard to lack of express provisions in these Articles. A Member participating in this way is deemed to be present in person at the general meeting.

(3) During the Relevant Period, with respect to participation of a general meeting through the medium of video conference call referred to in the preceding Paragraph, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Listing Rules.

40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.

(2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board shall include a proposal submitted by Member(s) unless:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the Book Closure Period before the relevant annual general meeting of the Company;

(c) the proposal contains more than one matter;

(d) the proposal contains more than three hundred (300) words; or

(e) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.

(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.

(6) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall

be given as in the case of an original meeting.

44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.

46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:

(a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;

(b) transfer the whole or any material part of its business or assets;

(c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;

(d) distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;

(e) effect any Spin-off of the Company;

(f) enter into any share exchange;

(g) authorise a plan of Merger or Consolidation involving the Company;

(h) resolve that the Company be wound up voluntarily for reasons other than the reason provided in Article 47;

(i) carry out a Private Placement;

(j) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(k) change its name;

(l) change the currency denomination of its share capital;

(m) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;

(n) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(o) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;

(p) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;

(q) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;

(r) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;

(s) appoint an inspector to examine the affairs of the Company under the Law;

(t) [*Intentionally Deleted*]; and

(u) apply for the approval of ceasing the status as a public company.

(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share exchange or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

47. Subject to the Law and the Applicable Listing Rules, the Company may by an

Ordinary Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.

48. (1) Subject to the compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Subparagraph (b) of Paragraph (1) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.

(2) Subject to the compliance with the Law, in the event that the Company resolves to carry out any Spin-Off, Consolidation, Merger, acquisition or share exchange (collectively, the "**Merger and Acquisition**"), a Member expressing his dissent in accordance with the Applicable Listing Rules may request the Company to purchase all of his Shares at the then prevailing fair price.

(3) Without prejudice to the Law, a Member who votes against or waives his voting right at the meeting may request the Company to repurchase all of his Shares pursuant to Paragraphs (2) of this Article. In the event the Company and such Member fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "**Dissenting Members**") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. Any and all votes waived by a Member referred to in this Paragraph shall not be counted toward the number of votes represented by the Members present at a general meeting.

(4) Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase

price, the Company shall pay for the Shares to be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such Dissenting Members.

(5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.

49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time; during the Relevant Period, such internal rules shall be in compliance with the Law and the Applicable Listing Rules.

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.

54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.

55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.

56. (1)Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:

(a) the Company itself (if such holding is permitted by the Law);

(b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or

(c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.

(2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.

(3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.

57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission. 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 electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member. Any Member who intends to exercise his voting power by way of a 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 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. The chairman of the general meeting 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 written or electronic document, impromptu proposal and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.

(2) During the Relevant Period, subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.

60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy

is received no later than five (5) days prior to the date of the general meeting.

61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail.

62. A Member who has served the Company with his voting decision in accordance with Article 57 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.

64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than five (5) or more than twelve (12) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

(2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.

(3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.

(4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (a) the number of votes conferred by such Member's Shares and (b) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in these Articles, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.

(5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.

66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination

mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.

67. Subject to these Articles, each Director shall be appointed to a term of office of three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.

68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.

69. A chairman of the Board (the "**Chairman**") shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not

exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard and (d) such other relevant factors.

71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.

72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board 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 nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, exercise due care and skill and act in the best interest of the Company in conducting the business operation of the Company, including matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person’s interest,

the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.

(2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.

(3) The preceding two Paragraphs of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.

74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).

76. During the Relevant Period, the qualifications, election ,removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. (1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-third of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than

four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.

(2) Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.

78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

79. (1) Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.

(2) If the Board fails to comply with the Applicable Listing Rules, these Articles

and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.

(3) Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors, or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.

80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

81. The Board may 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 the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the

Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.

82.1(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the formation of audit committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.

(2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.

(3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:

(a) Adoption or amendment of an internal control system.

(b) Assessment of the effectiveness of the internal control system.

(c) Adoption or amendment of 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) A matter bearing on the personal interest of a Director.

(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 Auditor, or the compensation given thereto.

(i) The appointment or discharge of a financial, accounting, or internal auditing officer.

(j) Annual and semi-annual financial reports.

(k) Any other material matter so required by the Company or the competent authority.

(4) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.

82.2(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the formation of remuneration committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.

(2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, a majority of whom shall be the Independent Directors.

(3) The remuneration committee of the Company shall exercise the care of a good administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the

Board:

(a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.

(b) Periodically evaluate and prescribe the remuneration of Directors and officers.

(c) Any other material matter so required by the Company or the competent authority.

82.3(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.

(3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:

(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;

(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;

(e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;

(f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;

(g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;

(h) ceases to be a Director by virtue of Article 84;

(i) resigns his office by notice in writing to the Company;

(j) is removed from office pursuant to these Articles; or

(k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.

(2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.

(3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the Book Closure Period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Commission, the TPEx or the TWSE (where applicable),

the following relationships shall not exist among half or the majority of the Directors: (a) a spousal relationship; or (b) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.

86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the audit committee fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the

Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.

88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time upon a written notice given in accordance with the Applicable Listing Rules. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.

89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.

91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature

of his interest and its essential contents at such relevant meeting. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. The Company shall specify in the notice of general meeting with descriptions of the essential contents of a Director's personal interest and the reason of approval or disapproval of the resolution in connection with the transaction. The essential contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the above notice. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.

92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.

94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of Public Companies of the R.O.C.).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend or bonuses, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "**Special Reserve**").

96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Statutory Reserve and Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.

97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.

    (2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend//bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

98. Where any difficulty arises in regard to any declaration of share dividends or share bonuses or other similar distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses (including interim dividends/bonuses), and other distributions to the Members by issuing new, fully paid Shares and/or by cash in proportion to the number of Shares held by them respectively and authorise payment of the same out of the funds of the Company lawfully available therefore. The Directors may, before declaring any dividends, bonuses or distributions, set aside such sums as they think 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 like discretion, be employed in the business or investments of the Company.

100.(1) As the Company is in the growing stage, the dividend/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wishes to distribute.

(2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than one percent (1%) of the profits for such year to the Employees as the Employees' compensation in the form of shares and/or in cash and may distribute not more than three percent (3%) hereof to the Directors as the Directors' compensation, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be

reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.

(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Company may distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years (including adjusted undistributed profits) in whole or in part as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.

(4) During the Relevant Period, unless otherwise resolved by the general meeting of the Company, the Employees and Directors' compensations and dividends, bonuses or other forms of distributions payable to the Members shall be declared in NTD.

(5) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.

(6) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.

(7) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed profits of the Company.

101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.

102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. (1) The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.

(2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Act and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.

104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (a) the business report; (b) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (c) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.

105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.

106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.

107. During the Relevant Period, the Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.

108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period,

within fifteen (15) days after receipt of the copy of the public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:

(a) the types, number and amount of shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;

(b) the recommendations made by the Board to the Members on such tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer, and 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 delivery of its most recent financial report and the contents of such change, if any;

(d) the types, number and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and

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(e) other relevant significant information.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide and distribute amongst the Members the whole or any part of the property of the Company (whether they shall consist of property of the same kind or not) in cash or asset and may, for such purpose set such value as he 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. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the TPEx or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.

114. 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 including the purpose for which such meeting was convened.

115. Any notice or other document, if served by:

(a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;

(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 forty-eight (48) hours after 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, subject to the Law.

116. Any notice or document served to the registered address of any Member in accordance with 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 Member.

REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.

(2) The preceding agent shall have residence or domicile in the R.O.C.

(3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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II. Parliamentary Rules for Shareholders' Meeting

Luo Lih-Fen Holding Co., Ltd.

Parliamentary Rules for Shareholders' Meeting

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies.

Article 2. Scope of application

The Company's parliamentary rules for shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules. The Board of Directors or other authorized conveners of shareholders' meetings may require the Company or its shareholders service agent to provide with the roster of shareholders.

Article 3. Convening shareholders' meetings and shareholders' meeting notices

Unless otherwise provided by law or the Articles of Incorporation, the Company's shareholders' meetings shall be convened by the board of directors.

Changes to the method for convening the shareholders' meeting of the Company shall require a resolution of the Board of Directors, and the change must be implemented before the meeting notices are sent.

During the listing period (defined in the Company's Articles of Association; same hereunder), the Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders' meeting or 15 days before the date of the special shareholders' meeting. In addition, 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

I. For physical shareholders' meetings, to be distributed on-site at the meeting.

II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

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

During any period other than the Relevant Period, the convening of a shareholders' meeting shall be notified to each shareholder in writing before 5 days, provided that such notice may be waived upon agreement of the whole shareholders before or amid the meeting. The notice or agreement may be served via email, telex or fax. During any period other than the Relevant Period, a shareholders' meeting may be convened upon approval of a majority of the shareholders entitled to attend the meeting and vote at the meeting who represent 95% or more of the total issued shares. The convening of meeting shall be notified to each shareholder within the time limit, whichever shorter.

Matters pertaining to election or discharge of directors and supervisors, alteration of the Articles of Incorporation, reduction of capital, compulsory purchase of the Company's shares and cancellation of the same under Paragraph 1 of Article 24 of the Articles of Incorporation, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.

Where the causes for convening a shareholders' meeting have expressly specified reelection of the whole directors/supervisors and also the date of appointment, upon completion of the reelection at the given shareholders' meeting, the date of appointment may not be changed in the form of an extemporary motion raised at the meeting or in any other manners.

During the Relevant Period, a shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a motion for discussion at a general shareholders' meeting in writing or in an electronic form. Such motion, however, shall be proposed with respect to one item only, and no motion containing more than one item will be included in the meeting agenda. In addition, unless the circumstances of any subparagraph in Paragraph 4 of Article 172-1 of the Company Act apply to a motion put forward by a shareholder, the Board of Directors shall include it into the agenda. Notwithstanding, the motion only refers to the suggestion proposed in order to urge the Company to enhance the public interest or fulfill its corporate social responsibility. Therefore, even if, the circumstances referred to in the subparagraphs in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors shall still include the motion into the agenda.

During the Relevant Period, prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce that it will receive the motions proposed by shareholders, and acceptance of submission in writing or in an electronic form, and the location and time period for their submission. The period for submission of shareholder proposals may not be less than 10 days.

The number of words of a motion to be proposed by a shareholder shall be limited to not more than three hundred (300) words, and any motion containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the general shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such motion.

The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the shareholders proposing the motions of the screening results, and shall list in the shareholders' meeting notice the motions conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

Article 4. Proxy of Shareholders

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

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail, unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting virtually, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5. Principles determining the time and place of a shareholders' meeting

During the Relevant Period, the Company's shareholders meetings shall be held in the territory of the Republic of China. During any period other than the Relevant Period, the Board of Directors may convene a shareholders' meeting at a location it considers appropriate.

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

Article 6. Preparation of documents such as the attendance book

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Paragraph 4 to Paragraph 5 omitted

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. When the government or a juristic person is a shareholder, its proxy attending the meeting on behalf of it shall not be limited to one person. When a juristic person is appointed to attend the shareholders' meeting as proxy, it may designate only one person to represent it in the meeting.

Article 6-1 (particulars in the shareholders' meeting notice for convening a virtual shareholders' meeting)

To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

I. How shareholders attend the virtual meeting and exercise their rights.

II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

(I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

(II) Shareholders not having registered to attend the affected shareholders' meeting by video conference shall not attend the postponed or resumed session.

(III) In case of a shareholders' meeting with video conferencing, when the video conferencing cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' meeting by video conferencing, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting by video conferencing shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting by video conferencing shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

(IV) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7. The chair and non-voting participants of a shareholders' meeting

If the shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of Board. When the Chairman of Board is on leave or for any reason unable to exercise the powers of the chairman, the Chairman shall appoint one of the directors to act on behalf of him. If no such designation is made by the Chairman, the directors shall select one person from among themselves to serve as the chair.

When a director serves as chair, as referred to in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of Board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with the power to convene that is not the Board of Directors, the meeting shall be chaired by the convener, and if there are two or more persons having the convening right, the chair of the meeting shall be elected from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8. Documentation of a shareholders' meeting by audio or video

During the Relevant Period, the Company, beginning from the time it accepts shareholder attendance registration, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. However, if a lawsuit has been instituted by any shareholder in accordance with Article 189 of the Company Act, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 9. Number of attendance at shareholders' meetings and tentative resolution

Attendance at shareholders' meetings shall be calculated based on the numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in, and the number of shares registered on the visual communication network platform plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time, and simultaneously announce information in relation to the number of shares that are not entitled to vote and the number of shares in attendance. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-thirds of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

Article 10. Discussion of motions

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The related motions (including extemporary motions or amendments to the original motions) shall be voted one by one. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders’ meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporary motions), except by a resolution of the shareholders’ meeting. If the chair declares the meeting adjourned in violation of the parliamentary rules, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of motions and of amendments or extemporary motions put forward by the shareholders. When the chair is of the opinion that a motion has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote and arrange sufficient hours for the voting.

Article 11. Shareholder speech

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

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

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

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

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12. Calculation of voting shares and recusal system

Voting at shareholders’ meetings shall be calculated based on numbers 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.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

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 13. Voting

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the articles of incorporation or laws.

When the Company holds a shareholders’ meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders’ meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, unless otherwise provided in the Company's articles of incorporation. Notwithstanding, the shareholder shall be deemed having waived his/her rights with respect to the extemporary motions and amendments to original motions of that meeting. It is therefore advisable that the Company should avoid the submission of extemporary motions and amendments to original motions.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the Shareholders’ Meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two days prior to the Shareholders Meeting date. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means 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 said shareholder shall prevail.

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

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

Vote monitoring and counting personnel for the voting on a motion shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders’ meeting motions or elections shall be conducted in public at the place of the shareholders’ meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

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

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14. Election

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of elected directors and the numbers of votes with which they were elected, as well as the names of directors/supervisors who were not elected and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. However, if a lawsuit has been instituted by any shareholder in accordance with Article 189 of the Company Act, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 15. Meeting minute

Resolutions adopted at a shareholders' meeting shall 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 shareholders of the company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected by means of electronic transmission.

The Company may distribute the meeting minutes referred to in the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including statistic votes), and also disclose the number of votes won by each candidate, in the case of election of directors/supervisors. The minute shall be retained for the duration of the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

Article 16. Public disclosure

On the day of a shareholders' meeting, 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. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

During the Relevant Period, 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) regulations, the Company shall upload the contents of such resolution to the MOPS within the prescribed time period

Article 17. Maintaining order at the meeting place

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor".

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the parliamentary rules and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18. Recess and resumption of a shareholders' meeting

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extemporary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson has announced the meeting adjourned.

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

When the Company convenes a virtual-only shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 21 (Handling of disconnection)

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 23. Enforcement and amendments

The Rules shall be implemented after the Shareholders' Meeting grants approval. The same procedure shall be followed when the Rules have been amended.

III. Directors Election Regulations

Luo Lih-Fen Holding Co., Ltd.

LLF-WI-019

Directors Election Regulations Articles

Articles adopted by General Shareholders' Meeting on December 30, 2016

1st amendments adopted by General Shareholders' Meeting on June 18, 2019

Luo Lih-Fen Holding Co., Ltd.

Directors Election Regulations

Article 01 Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.

Article 02 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

Article 03 The qualifications and the election for the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

Article 04 Elections 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. Unless ordinances stipulate otherwise, with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected. When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company’s articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, a by-election shall be held at the next shareholders meeting to fill the vacancy.

When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 05 The cumulative voting method shall be used for election of the directors at the Company. Each share will 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. The board of directors shall prepare separate 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. Shareholders may exercise their voting rights in the election of the directors through electronic voting or on-site voting. The aforementioned voting through electronic voting by shareholders shall be made at the designated electronic voting platform of the Company.

Article 06 Independent directors and non-independent directors of the Company shall be elected at the same time and the votes shall be calculated separately. Directors shall be elected in accordance with the Articles of Incorporation of the Company and the resolution of the Board on the number of directors. Candidates who get more votes representing corresponding voting rights shall be elected directors in the order of number of ballots received. If two or more persons have received the same number of voting rights, and the number of persons would exceed the prescribed number of available seats, the persons with the same number of voting rights shall draw lots to decide election; the chairman shall draw lots on behalf of any selected persons who are not present. The aforementioned number of votes cast in the election shall include the votes cast on-site in the shareholders' meeting and via electronic voting. For the electronic votes referred to in the preceding paragraph, the shareholders' identity and the entitlement of votes and calculation validation shall be identified and completed by a functional unit which meets the requirements provided in Article 44-6 of Regulations Governing the Administration of Shareholder Services before the shareholders' meeting. If, following review, there are confirmed discrepancies in the personal information provided by any director elected as per the above paragraph or he/she is not fit to serve according to relevant laws or regulations, the resulting vacancy will be filled by the candidate receiving the next largest number of voting rights in the same election.

Article 07 The ballots for on-site voting in the shareholders' meeting shall be prepared by the Company, and the elector's attendance card number and the weighted number of voting rights shall be stated on the ballots bearing the Company's seal.

Article 08 The Company shall prepare a ballot box for on-site voting in the shareholders' meeting. The chairman of the meeting shall appoint watchers for monitoring the voting and a number of counting officers to read and count the votes. The watchers shall be shareholders of the Company. The watchers shall open the ballot box publicly to make sure it is empty.

Article 09 For on-site voting in the shareholders' meeting, when the persons to be elected are natural persons, the voters shall fill in the followings in the ballot and put it into the ballot box:

1. The name of the person to be elected.
2. The shareholder account number or ID card number of the person to be elected.

   For on-site voting in the shareholders' meeting, when the persons to be elected are juristic persons, the voters shall fill in the followings in the ballot and put it into the ballot box:

1. The full name of the juristic person, or the full name of the juristic person and the name of its representative.
2. The shareholder account number or the uniform number of corporation of the person to be elected. The persons to be elected shall have legal capacity. Where the voters deem it necessary, they may distribute the voting rights in compliance with applicable laws and regulations and the Handling Guidelines of Stock Affairs of the Company.

Article 10 If any of the followings applies to on-site voting in shareholders' meeting, the ballot shall be counted as invalid:

1. The ballot was not prepared as prescribed in Article 7 of these regulations.
2. The ballot was not placed into the ballot box.
3. The ballot was blank when placed into the ballot box.
4. The ballot is inscribed with the name of a candidate not nominated in accordance with Article 4 of this regulation, or the number of candidates nominated exceeds the mandatory number of seats for election.
5. There is incomplete information, writing error, correction, blurred wording that cannot be identified, inscription of other symbols, graphics, or wording in the ballot for the particulars required to fill in pursuant to Paragraphs 1 and 2 of Article 9.
6. The total number of voting rights exercised by the voters exceeds the total number of voting rights the voters entitled to.

Article 11 After the casting of ballots is completed, the voting rights shall be publicly counted and the results of the calculation, including the list of persons elected as directors and the numbers of voting rights with which they were elected, shall be announced by the chair on the spot.

Article 12 For matters not specified in this Procedure, unless otherwise governed by the Company's Law, Securities and Exchange Act, the Company's Articles of

Incorporation and other relevant regulations, the Chairman shall provide appropriate governance.

Article 13 These regulations shall be effective upon approval of the shareholders meeting. Any amendment hereof shall require the same process.

IV.Shareholding of Directors

Luo Lih-Fen Holding Co., Ltd.

Shareholding of All Directors

Date of book closure:March 31, 2026

Current outstanding shares: 47,388,000 shares

Title	Name	Number of Shares	Percentage of Shares
Chairman	Corporate Director : Black Praise International Limited Representative : Li-Fen Luo (Note 1)	15,216,300	32.11%
Director	Corporate Director : Talent Reach (HK) Limited Representative : Huan-Wen Jao (Note 2)	5,368,122	11.33%
Director	Shih-Chinn Ho (Note 3)	127,600	0.27%
Director	Li-Sheng Chu	0	0
Independent Director	Kuo-Cheng Wang	0	0
Independent Director	Yu-Che Wang	0	0
Independent Director	Yin-Chieh Hsu	0	0
Independent Director	Su-Tien Yu	0	0

Note 1: Li-Fen Luo holds 2,472 thousand shares (5.22%) and 15,216 thousand shares (32.11%) through Black Praise International Limited.

Note 2: Huan-Wen Jao holds 25 shares; 7,492 thousand shares (15.81%) through Forward Idea Investments Limited; 5,368 thousand shares (11.33%) through Talent Reach (HK) Limited; and 1,722 thousand shares (3.63%) through World Maker International Limited.

Note 3: Shih-Chinn Ho holds 332 thousand shares (0.7%) through Wisdom Investment Co., Ltd.

Note 4: Circumstances referred to in Article 26 of the Securities and Exchange Act are not applicable to the Company.

Note 5: Not applicable for the Company as it has established an audit committee.