

--Disclaimer--

For the convenience of readers, the procedure, agenda, attachments, and appendix of JINLI GROUP's Annual Shareholders' meeting have been translated into English from the original Chinese version prepared and used in Taiwan. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

Stock symbol: 8429

JINLI GROUP

JINLI GROUP HOLDINGS LIMITED

2026 Annual Shareholders' Meeting

Meeting Agenda

(Translation)

June 23, 2026

**Place: No.1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City, Taiwan
(GIS Taipei Tech Convention Center 203 Conference Room)**

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I. Meeting Procedure

JINLI GROUP HOLDINGS LIMITED

(Incorporated in Cayman Islands)

(Hereinafter, “The Company”)

Meeting Procedure of 2026 Annual General Shareholders Meeting

1. Announce the Meeting
2. Chairman’s Address
3. Report Items
4. Resolution Items
5. Discussion Items
6. Directors Election
7. Other Business
8. Extemporaneous Motion
9. Meeting Adjourned

II. Meeting Agenda

JINLI GROUP HOLDINGS LIMITED

(Incorporated in Cayman Islands)

(Hereinafter, “The Company”)

2026 Annual Shareholders’ Meeting

Meeting Agenda (Translation)

Type of Meeting: Physical Meeting

Time: 9:00 a.m., June 23, 2026 (Tuesday)

Place: No.1, Sec. 3, Zhongxiao E. Rd., Da’an Dist., Taipei City, Taiwan

(GIS Taipei Tech Convention Center, Conference Room 203)

Attendance: All shareholders or their proxy holders

Chairman: Chong Chun Lung, Chairman of the Board of Directors

Meeting procedure:

1. Announce the meeting

2. Chairman’s Address

3. Report items

Item 1 2025 Annual Business Report

Item 2 Audit Committee’s Audit Report of 2025 Financial Statements

Item 3 To report 2025 Directors' remuneration

Item 4 To report 2025 employees' remuneration

4. Resolution items

Item 1 To accept 2025 Business Report and Consolidated Financial Statements

Item 2 To accept 2025 Deficit Compensation Proposal

5. Discussion items

Item 1 Amendment to the Regulations Governing the Acquisition and Disposal of
Assets

Item 2 Amendment to the Procedures for Loaning Funds

Item 3 Amendment to the Articles of Incorporation

Item 4 Amendment to the Rules of Procedure for Shareholders Meetings

6. Directors Election

Item 1 Election of the 7th-term Directors and Independent Directors

7. Other Business

Item 1 To release the newly elected Directors from non-competition restrictions

8. Extemporaneous Motion

9. Meeting Adjourned

Report Items

Item 1 Proposed by the Board of Directors

Brief of case : 2025 Annual Business Report

Description : Please refer to Attachment 1, Page 16~17.

Item 2 Proposed by the Board of Directors

Brief of case : Audit Committee's Audit Report of 2025 Financial Statements

Description : Please refer to Attachment 2, Page 18.

Item 3 Proposed by the Board of Directors

Brief of case : To report 2025 Directors' remuneration

Description : Please refer to Attachment 3, Page 19.

Item 4 Proposed by the Board of Directors

Brief of case : To report 2025 employees' remuneration

Description :

- (A) According to Article 34.1 of the Articles of Incorporation, if the Company has profits, at least 0.1% shall be distributed as employees' remuneration and no more than 2% as directors' remuneration. Such distributions shall be resolved by a majority vote at a Board of Directors meeting attended by over two-thirds of the directors. Employees' remuneration may be distributed in the form of shares and/or cash.
- (B) No employees' remuneration is recognized for the current period, consistent with the 2025 estimates.
- (C) Approved by the Board and to be reported at the Shareholders' General Meeting according to the law.

Resolution Items

Item 1

Proposed by the Board of Directors

Brief of case : To accept 2025 Business Report and Consolidated Financial Statements

Description:

- (A) The Company's 2025 Consolidated Financial Statements were audited by independent auditors, Zoe Chen and Alex C. Y. Kuo, of ShineWing Taiwan. The above Financial Statements , together with the Business Report and the Deficit Compensation Proposal, have been reviewed by the Audit Committee and duly resolved and approved by the Board of Directors.
- (B) The aforementioned Business Report, Financial Statements and Independent Auditors' Report are attached hereto as Attachment 1 (Page 16~17) and Attachment 4 (Pages 20~32).

Resolution:

Item 2

Proposed by the Board of Directors

Brief of case : To accept 2025 Deficit Compensation Proposal

Description:

- (A) The Company's 2025 net income after tax is NT\$ 21,598,375, adding up the beginning retained earnings of NT\$2,846,064,842, add: Reversal of special surplus reserve of NT\$42,610,059, and the distributable net profit is NT\$2,910,273,276.
- (B) The proposal has been reviewed and approved by the Audit Committee and duly resolved and approved by the Board of Directors.
- (C) It is proposed that no cash or stock dividends be distributed to shareholders. Please refer to Attachment 5 (Page 33).

Resolution:

Discussion Items

Item 1

Proposed by the Board of Directors

Brief of case : Amendment to the Regulations Governing the Acquisition and Disposal of Assets

Description:

(A) To comply with legal amendments, the Company proposes to amend certain articles of the Regulations Governing the Acquisition and Disposal of Assets . The comparison table for the Regulations Governing the Acquisition and Disposal of Assets Before and After Revision is attached hereto as Attachment 6 (Page 34~36).

(B) Proposed for discussion.

Resolution:

Item 2

Proposed by the Board of Directors

Brief of case : Amendment to the Procedures for Loaning Funds to Others

Description:

(A) Pursuant to the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies", the Company proposes to correct typographical errors in its Procedures for Loaning of Funds to Others. The Comparison Table for the Procedures for Loaning Funds to Others Before and After Revision is attached hereto as Attachment 7 (Page 37~~38).

(B) Proposed for discussion.

Resolution:

Item 3

Proposed by the Board of Directors

Brief of case : Amendment to the Articles of Incorporation

Description:

(A) To comply with legal amendments, it is proposed to amend the Company's Articles of Incorporation. The Comparison Table for the Articles of Incorporation Before and After Revision is attached hereto as Attachment 8 (Page 39~41).

(B) Proposed for discussion.

Resolution:

Item 4

Proposed by the Board of Directors

Brief of case : Amendment to the Rules of Procedure for Shareholders Meetings

Description:

(A) To comply with legal amendments, it is proposed to amend the Company's Rules of Procedures for Shareholders Meetings. The Comparison Table for the Rules of Procedure for Shareholders Meetings Before and After Revision is attached hereto as Attachment 9 (Page 42~43).

(B) Proposed for discussion.

Resolution:

Directors Election

Item 1

Proposed by the Board of Directors

Brief of case : Election of the 7th-term Directors and Independent Directors

Description:

- (A) The terms of the 6th-term Directors and Independent Directors will expire on June 20, 2026. Pursuant to the law, a general election is proposed to be held at this year's Annual General Meeting. The term of the 6th-term Directors shall continue until the 7th-term Directors are elected and assume office at the conclusion of said Annual General Meeting.
- (B) In accordance with the Company's Articles of Incorporation, it is proposed that seven Directors (including three Independent Directors) be elected. The term of office shall be three years, commencing from June 23, 2026, and expiring on June 22, 2029. Directors are eligible for re-election upon the expiration of their terms.
- (C) According to the Company's Articles of Association, the election of Directors (including Independent Directors) shall adopt a candidate nomination system, whereby shareholders shall elect Directors from a list of nominees. Furthermore, pursuant to Article 192-1 of the Company Act, the Board of Directors shall review, announce, and notify the nominees. This proposal was reviewed and approved by the 18th meeting of the 6th term Board of Directors on May 8, 2026, and has been duly announced on the Market Observation Post System (MOPS) in accordance with relevant regulations.
- (D) For the list of candidates for Directors (including Independent Directors), please refer to Attachment 10 (Page 44~46).
- (E) Proposed for election.

Resolution:

Other Business

Item 1

Proposed by the Board of Directors

Brief of case : To release the newly elected Directors from non-competition restrictions

Description:

- (A) Pursuant to Article 209 of the R.O.C. Company Law, a Director who conducts business within the scope of the Company's business operation for himself or others shall explain the essential contents of such acts to the Shareholders' Meeting and obtain its approval.
- (B) Considering that the newly elected 7th-term Directors (including Independent Directors) may invest in or operate other companies with a scope of business identical or similar to that of the Company and may serve as directors therein, it is proposed, pursuant to Article 209 of the Company Act, that the Shareholders' Meeting be requested to approve the release of non-competition restrictions on these newly elected Directors.
- (C) For the list of concurrent positions (non-competition restrictions) of the Director and Independent Director candidates, please refer to Attachment 11 (Page 47). However, the release of such restrictions shall be subject to the actual results of the election of the Directors (including Independent Directors).
- (D) Proposed for discussion.

Resolution:

Extraordinary Motions

Meeting Adjournment

III. Attachment

**Jinli Group Holdings Limited
2025 Business Report****1. 2025 Annual operating performance**

In 2025, China's macro-economic environment experienced steady growth. According to the "Statistical Communiqué of the People's Republic of China on the 2024 National Economic and Social Development" released by the National Bureau of Statistics, the income of urban and rural residents continued to rise in 2024. The annual national per capita disposable income reached RMB 43,377, a 5.0% increase over the previous year, or a real growth of 4.3% after adjusting for price factors. National per capita consumption expenditure amounted to RMB 29,476, up 4.4% from the previous year, with a real growth of 4.4% after adjusting for price factors. Furthermore, total retail sales of consumer goods for the full year of 2025 reached RMB 50.1 trillion, representing a year-on-year increase of 3.7%. Following the post-pandemic adjustment phase, global economic activity gradually stabilized in 2025. However, the momentum of global economic growth remained moderate, influenced by shifts in the international political and economic landscape, geopolitical risks, inflationary pressures, and adjustments in the monetary policies of major economies. Nations continued to seek a balance between controlling inflation and sustaining growth, leaving the overall economic environment subject to a certain degree of uncertainty. In the Chinese market, growth momentum remained in an adjustment phase due to structural economic transitions and changes in domestic and foreign demand. Nonetheless, driven by government policies to stimulate domestic demand and industrial development, market consumption momentum has gradually stabilized. The overall market scale and long-term development potential continue to hold distinct advantages. Regarding financial performance, the Company's consolidated revenue for 2025 was NT\$148 million, representing an 11.28% increase from NT\$133 million in 2024. The consolidated net income before tax for 2025 reached NT\$216 million, a significant improvement compared to the consolidated net loss before tax of NT\$3 million in 2024. The 2025 after-tax earnings per share (EPS) stood at NT\$0.12.

2. 2026 Summary of annual operating plan

Looking ahead to 2026, the global economy remains influenced by fluctuating international political and economic conditions, geopolitical risks, inflationary pressures, and adjustments in the monetary policies of major economies. Consequently, a degree of uncertainty persists in overall economic development. While demand in certain markets is gradually stabilizing, the momentum of global economic growth requires continued observation, as the corporate operating environment still faces numerous challenges.

The Chinese economy is expected to maintain steady growth, with policies continuing to support domestic demand expansion and industrial upgrading. Incomes of urban and rural

residents and the consumer market are recovering progressively, with retail and e-commerce still holding long-term growth potential. Enterprises must closely monitor shifts in market demand and prudently adjust product strategies and channel distribution to enhance competitiveness and seize development opportunities arising from domestic demand growth and industrial upgrading.

The Company will uphold its commitment to stable operations, continuing to expand its client base, develop new products, and optimize production processes. We remain dedicated to improving operational efficiency and corporate competitiveness to create long-term value for our shareholders.

Chairman : Chong, Chun-Lung



General Manager : Chen, Honglin



Finance/Accounting supervisor: Poon, Chit-Lun

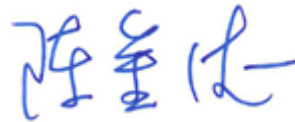


Attachment 2**Audit Committee's Audit Report**

The Board of Directors has prepared the Company's 2025 Business Report, Consolidated Financial Statements and Deficit Compensation Statement. Among them, the CPAs Zoe Chen and Alex C. Y. Kuo of ShineWing Taiwan have been entrusted to audit the financial statements and issue an audit report. The Business Report, Consolidated Financial Statements, and Deficit Compensation Statement have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Jinli Group Holdings Limited

Chairman of the Audit committee: Chen, Jinde



March 9, 2026

2025 Directors' Remuneration

Description :

1. In accordance with Article 30.2 of the Company's Articles of Incorporation, Directors shall be compensated only in cash. The amount of such compensation shall be determined by the Board of Directors with reference to the scope and value of the Director's services to the Company's operations and the level of compensation paid to the Directors by their peers in the domestic and overseas markets of the R.O.C. Article 34.1 stipulates that if the Company makes a profit, the Company shall, upon the resolution of the Board of Directors with more than two-thirds of the Directors present and a majority of the Directors present, set aside not less than one-thousandth (1%) of the total amount of the Company's profit as compensation to its employees and distribute it to employees in the form of shares and/or cash and not more than two percent (2%) as compensation to the Directors. If the Company makes a profit, it shall set aside not less than one-thousandth of such profit as remuneration to its employees in the form of shares and/or cash, and not more than two percent of such profit as Directors' remuneration to the Directors.
2. The proposed distribution of Directors' remuneration amounting to NT\$4,870,581 was made in cash.
3. The above proposed distribution of Directors' compensation is not different from the amount estimated for fiscal year 2025.
4. It was approved by a resolution of the Board of Directors and reported to the shareholders in accordance with the law

Title		Name		Director's Remuneration								Amount and Ratio of Total A, B, C, and D to Net Income				Compensation to a Director Who is an Employee of the Company or Consolidated Entities						Amount and Ratio of Total A, B, C, D, E, F, and G to Net Income		Compensation to Directors from Non-Consolidated Affiliates or Parent Company			
				Base Compensation(A)		Pensions(B)		Compensation to Directors(C)		Allowances(D)		Base Compensation, Bonuses, and Allowances(E)		Pensions(F)		Profit Sharing(G)											
																The Company		From All Consolidated Entities		The Company						From All Consolidated Entities	
		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	Cash	Stock (Fair Market Value)	Cash	Stock (Fair Market Value)	The Company	From All Consolidated Entities										
Chairman	Cheng, Chun-Lung	312	312	0	0	0	0	0	0	312	1.44%	0	2,259	0	0	0	0	312	2,571	11.50%							
Director	Chen Hong-In	312	312	0	0	0	0	0	0	312	1.44%	0	429	0	0	0	0	312	741	3.43%							
Director	Tsai Yung-lung	312	312	0	0	0	0	0	0	312	1.44%	0	1,99%	0	0	0	0	312	312	1.44%							
Director	Shiao You-Wei	312	312	0	0	0	0	0	0	312	1.44%	0	0	0	0	0	0	312	312	1.44%							
Independent Director	Chen Jinde	312	312	0	0	0	0	0	0	312	1.44%	0	0	0	0	0	0	312	312	1.44%							
Independent Director	Yeh Wing	312	312	0	0	0	0	0	0	312	1.44%	0	0	0	0	0	0	312	312	1.44%							
Independent Director	Luo Ping	312	312	0	0	0	0	0	0	312	1.44%	0	0	0	0	0	0	312	312	1.44%							

Note:

Completely re-elected on June 21, 2023 and the term of office will expire on June 20, 2026. Except for the Chairman, Mr. Chuang Chun-Lung, who was re-elected, the other Directors are newly appointed.

1. Please describe the policy, system, standard and structure of the compensation for independent directors, and describe the relationship between the amount of compensation and the responsibilities, risks, time commitment and other factors:

The Company has purchased liability insurance for all of its Directors. In addition to the Company's operating performance and the reasonableness of future risks, the Company also grants each Independent Director a total amount of compensation based on the results of the Board of Directors' internal self-assessment, the self-assessment of the Board of Directors, and the self-assessment of the functional committees, and with reference to the industry's usual level of compensation, and reports the total amount of compensation to the shareholders at the shareholders' meeting. The Company's Articles of Incorporation provide that the amount of Directors' compensation shall be determined by the Board of Directors with reference to the scope and value of the Directors' services to the Company's operations and the industry benchmarks in the domestic and overseas markets; and that if the Company makes a profit in the current year, the Company may, upon a resolution of the Board of Directors with two-thirds of the Directors present and a majority of the Directors present, set aside an amount not to exceed 2% of the total amount of the Director's compensation as remuneration for Directors, which shall be determined as follows the Company's compensation committee regularly evaluates the reasonableness of the performance evaluation and compensation of the Directors.

2. In addition to the disclosures in the above table, the remuneration received by the directors of the Company for services rendered to all the companies included in the financial statements (e.g., acting as consultants to non-employees, etc.) for the most recent year: None

3. The Directors' remuneration was approved by the Board of Directors on March 9, 2026, and the amount to be distributed this year was tentatively estimated based on the actual amount distributed last year, and will be distributed pro rata according to the period of time during which the directors are re-elected in the year.



Independent Auditors' Report

Jinli Group Holdings Limited

Opinion

We have audited the accompanying consolidated balance sheets of Jinli Group Holdings Limited (the "Company") and its subsidiaries (collectively referred as the "Group") as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2025 and 2024, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended, in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the **Independent auditors' responsibilities for the audit of the consolidated financial statements** section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with this Code. Based on our audits, we believe that our audits provide a reasonable basis for our opinion.

Independent Auditors' Report (Continued)

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. 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. We determined the key audit matters should be communicated in our audit report are as follows:

Cash and cash equivalents

Please refer to Note 4(6) to the consolidated financial statements for the accounting policies of evaluation of cash and cash equivalents; and please refer to Note 6(1) to the consolidated financial statements for the details of cash and cash equivalents accounts.

As of December 31, 2025, the balance of cash and cash equivalents of the Group is \$4,822,372 thousand, accounting for 68% of the total consolidated assets, due to the significant proportion of balances and the inherent risks; we therefore considered the cash and cash equivalents as the key audit matters for the year.

Our audit procedures included, but are not limited to, obtaining the list of bank deposits balances in the account of the Group, and verifying them to the bank statements; checking the receipt and payment vouchers of major cash and cash equivalents transaction; to check all bank confirmations whether it matches the bank deposit balance in the account, and check whether there are restrictions on bank deposits.

Financial assets at amortized cost

Please refer to Note 4(7) to the consolidated financial statements for the accounting policies of evaluation of financial assets at amortized cost; and please refer to Note 6(2) to the consolidated financial statements for the details of financial assets at amortized cost.

Independent Auditors' Report (Continued)

As of December 31, 2025, the balance of financial assets at amortized cost of the Group is \$1,348,347 thousand, accounting for 19% of the total consolidated assets, due to the significant proportion of balance and the inherent risks; we therefore considered the financial assets at amortized cost as the key audit matter for the year.

Our audit procedures included, but were not limited to, obtaining details of the balance of financial assets amortized at cost (time deposits) in the accounts of the Group, checking to the certificate of deposits, and checking to the bank confirmation; to assess whether it is consistent with the balance of the time deposit in the account, and check whether the time deposit is restricted.

Revenue recognition

Please refer to Note 4(23) to the consolidated financial statements for the accounting policies of revenue recognition; and please refer to Note 6(16) to the consolidated financial statements for the details of revenue.

The main operating income of the Group is manufacturing and selling a range of clothing and footwear in the wholesale market. The Group mainly fulfill the performance obligations at the point of time when the goods are delivered, and the sales revenue will be recognized at that point of time. As of December 31, 2025, the portion of operating income which is outstanding for collection as the key audit matter for the year.

The audit procedures performed by us include the understanding of recognition process of sales revenue transaction of the Group, and the assessment of whether the revenue recognition meets the requirements of the International Financial Reporting Standard No. 15 "Revenue from Contracts with Customer"; and execute the test on whether the relevant control points of the sales and collection cycle are valid; obtain the sales details and check the general ledger, and select the vouchers of relevant sales transaction; obtain the audit confirmation letter and review the subsequent collection of payment after balance sheet date, in order to confirm whether there are major abnormalities in sales revenue.

Independent Auditors' Report (Continued)

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 Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations 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 charges with governance, including members of the Audit Committee, are responsible for overseeing the Group's financial reporting process.

Independent 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 a report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with the auditing standards 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.

Independent Auditors' Report (Continued)

As part of an audit in accordance with the auditing standards, 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 risks of not detecting a material misstatement resulting from fraud is higher than for the one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
2. Obtain an understanding of internal controls 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 controls.
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 going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 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 footnote disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentations.

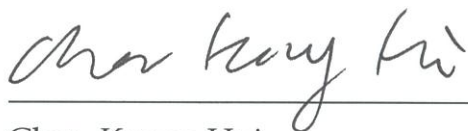
Independent Auditors' Report (Continued)

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of audit of the Group. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding 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 relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our 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, Kuang-Hui



Kuo, Chenyu

For and on behalf of ShineWing CPAs

March 9, 2026

Taipei, Taiwan

Republic of China

Notice to Readers

The accompanying consolidated financial statements are not intended to present the financial position, results of financial operations and cash flows in accordance with accounting principles and practice generally accepted in countries and jurisdictions other than the Republic of China. The standard, 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 accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, ShineWing CPAs cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

Jinli Group Holdings Limited and Subsidiaries

Consolidated balance sheets

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

		December 31,			
Assets	Notes	2025	%	2024	%
Current assets					
Cash and cash equivalents	6.(1)	\$ 4,822,372	68	\$ 4,783,406	68
Financial assets at amortized cost - current	6.(2)	1,348,347	19	1,343,529	19
Accounts receivable, net	6.(3)	17,525	-	17,108	-
Other receivables	6.(4)	28,128	-	6,606	-
Other receivables from related parties	6.(4), 7	1,663	-	1,657	-
Current income tax assets		8,635	-	7,912	-
Prepayments		13,854	-	10,107	-
Other current assets		8	-	-	-
		6,240,532	87	6,170,325	87
Non-current assets					
Property, plant and equipment	6.(6)	1,594	-	1,812	-
Right-of-use assets	6.(7)	116,068	2	118,461	2
Investment property, net	6.(9)	729,103	11	742,657	11
Other non-current assets		28	-	28	-
		846,793	13	862,958	13
Total assets		\$ 7,087,325	100	\$ 7,033,283	100

(Continued on next page)

Jinli Group Holdings Limited and Subsidiaries

Consolidated balance sheets

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

Liabilities and equity	Notes	December 31,			
		2025	%	2024	%
Current liabilities					
Accounts payable		\$ 14,944	-	\$ 14,277	-
Other payables	6.(10)	83,606	1	75,159	1
Other payables to related parties	7	16,990	-	9,218	-
Current income tax liabilities		225	-	237	-
		115,765	1	98,891	1
Non-current liabilities					
Deferred tax liabilities	6.(23)	585,852	9	612,877	9
		585,852	9	612,877	9
Total liabilities		701,617	10	711,768	10
Equity attributable to owners of the parent					
Ordinary share	6.(12)	1,857,472	26	1,857,472	26
Capital surplus	6.(13)	1,617,452	23	1,617,452	23
Retained earnings:	6.(14)				
Special reserve		430,351	6	629,620	9
Unappropriated retained earnings		2,867,662	40	2,646,795	38
Other equity interest:					
Exchange differences arising from the translation of the financial statements of foreign operation	6.(15)	(387,741)	(5)	(430,351)	(6)
Equity attributable to the total equity of the owners of the parent company		6,385,196	90	6,320,988	90
Non-controlling interests		512	-	527	-
Total equity		6,385,708	90	6,321,515	90
Total liabilities and equity		\$ 7,087,325	100	\$ 7,033,283	100

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

Jinli Group Holdings Limited and Subsidiaries
Consolidated statement of comprehensive income
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	For the year ended December 31,			
		2025	%	2024	%
Operating revenue	6.(16)	\$ 148,344	100	\$ 132,576	100
Operating costs	6.(5)	(123,167)	(83)	(110,087)	(83)
Gross profit		<u>25,177</u>	<u>17</u>	<u>22,489</u>	<u>17</u>
Operating expenses	6.(20), 7				
Selling expenses		(2,080)	(1)	(1,853)	(1)
Administrative expenses		(29,514)	(20)	(43,240)	(33)
Research and development expenses		(5,612)	(4)	(5,753)	(4)
		(37,206)	(25)	(50,846)	(38)
Net operating loss		(12,029)	(8)	(28,357)	(21)
Non-operating income and expenses					
Interest income	6.(17), 7	24,815	17	26,568	20
Other income	6.(18), 7	18,327	12	23,058	17
Other gains and losses	6.(19), 7	(8,811)	(6)	(23,211)	(18)
Finance costs	6.(22), 7	-	-	(633)	-
		<u>34,331</u>	<u>23</u>	<u>25,782</u>	<u>19</u>
Net income (loss) before tax		22,320	15	(2,575)	(2)
Income tax expenses	6.(23)	(719)	-	(778)	-
Current net income (loss)		<u>21,583</u>	<u>15</u>	<u>(3,353)</u>	<u>(2)</u>
Other comprehensive income					
Component of other comprehensive income that will not be reclassified to profit or loss					
Exchange differences arising on translation to the presentation currency		<u>42,610</u>	<u>28</u>	<u>199,269</u>	<u>150</u>
Total other comprehensive income for the year		<u>42,610</u>	<u>28</u>	<u>199,269</u>	<u>150</u>
Total comprehensive income for the year		<u>\$ 64,193</u>	<u>43</u>	<u>\$ 195,916</u>	<u>148</u>
Net income (loss) attributable to					
Owners of the parent company		\$ 21,598	15	(\$ 3,297)	(2)
Non-controlling interests		(15)	-	(56)	-
		<u>\$ 21,583</u>	<u>15</u>	<u>(\$ 3,353)</u>	<u>(2)</u>
Total comprehensive income attributable to					
Owners of the parent company		\$ 64,208	43	\$ 195,972	148
Non-controlling interests		(15)	-	(56)	-
		<u>\$ 64,193</u>	<u>43</u>	<u>\$ 195,916</u>	<u>148</u>
Earnings per share (In New Taiwan dollars)	6.(24)				
Basic earnings per share		<u>\$ 0.12</u>		<u>(\$ 0.02)</u>	

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

Jinli Group Holdings Limited and Subsidiaries
Consolidated statement of changes in equity
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars)

[illegible]

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

Jinli Group Holdings Limited and Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

	For the year ended December 31,	
	2025	2024
Cash flows from operating activities		
Profit (loss) before income tax for the year	\$ 22,302	(\$ 2,575)
Adjustments for:		
Income and expenses having no effect on cash flows		
Depreciation expenses	18,591	21,138
Interest expenses	-	633
Interest income	(24,815)	(26,568)
Gain (loss) on disposal of property, plant and equipment	52	(404)
Gain on termination of lease	-	(2,009)
Gain (loss) on foreign exchange	(9,523)	6,835
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	(417)	11,531
Increase in other receivables	(53)	-
(Increase) decrease in prepayments	(3,747)	302
Increase in other current assets	(8)	-
Increase in accounts payable	667	6,189
Increase in other payables	8,447	5,444
Cash generated from operating activities	<u>11,496</u>	<u>20,516</u>
Interest received	3,346	19,962
Income taxes paid	(1,400)	(2,205)
Net cash generated from operating activities	<u>13,442</u>	<u>38,273</u>

(Continued on next page)

Jinli Group Holdings Limited and Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

	For the year ended December 31,	
	2025	2024
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	22	407
Acquisitions of investment properties	(94)	(3,920)
Decrease in refundable deposits	-	5
Net cash used in investing activities	(72)	(3,508)
Cash flows from financing activities		
Increase in other payables to related parties	7,772	8,518
Net cash generated from financing activities	7,772	8,518
Effect of exchange rate changes on cash and cash equivalents		
	17,824	157,194
Net increase in cash and cash equivalents	38,966	200,477
Cash and cash equivalents at beginning of year	4,783,406	4,582,929
Cash and cash equivalents at end of year	\$ 4,822,372	\$ 4,783,406

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

Attachment 5



	Unit: NT\$
Beginning retained earnings	2,846,064,842
Add: Income after tax of 2025	21,598,375
Add: Reversal of Special surplus reserve	42,610,059
Unappropriated retained earnings as of the end of the period	2,910,273,276

Chairman	: Chong, Chun-Lung		
General Manager	: Chen, Honglin		
Finance/Accounting supervisor:	Poon, Chit-Lun		

Attachment 6

Jinli Group Holdings Limited
Comparison Table for the Regulations Governing the Acquisition and Disposal of Assets Before and After Revision

No	Current Provisions	Proposed Amendments	Explanations
5.8.1	Under any of the following circumstances, The Company and its subsidiaries acquiring or disposing of assets shall publicly announce and report the relevant information on the designated website of relevant competent authorities in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (1) For a public company whose paid-in capital is less than N T\$10 billion, the transaction amount reaches NT\$500 million or more. (2) For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.	Under any of the following circumstances, The Company and its subsidiaries acquiring or disposing of assets shall publicly announce and report the relevant information on the designated website of relevant competent authorities in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (1) For a public company whose paid-in capital is less than N T\$10 billion, the transaction amount reaches NT\$500 million or more. (2) For a public company with paid-in capital of NT\$10 billion or <u>more but less than NT\$50 billion</u>, the transaction amount reaches NT\$1 billion or more. (3) For a <u>public company with paid-in</u>	1. Acquiring or disposing of equipment for business use is considered a normal operational activity of the company. Considering the materiality of information disclosure, a third item is added to Article 1, Section 4, raising the disclosure threshold for publicly listed companies with a paid-in capital of NT\$50 billion or more. For these companies, when acquiring or disposing of equipment for business use with non-related parties, the disclosure threshold is set at transactions reaching 5% or more of the company's paid-in capital. At the same time, the second item of Article 1, Section 4 is amended. For publicly listed companies with a paid-in capital of NT\$10 billion or more but less than NT\$50 billion, when acquiring or disposing of equipment for

No	Current Provisions	Proposed Amendments	Explanations
	 Formerly Item 7, moved to Item 8. 7. Asset transactions other than those specified in the preceding six items, disposal of creditors' rights by a financial institution, or engagement in investment in the Mainland China area, where the	capital of NT\$50 billion or more, the transaction amount reaches 5% or more of the company's paid-in capital. 7. For a public company with paid-in capital of NT\$50 billion or more, where the transaction involves government bonds, ordinary corporate bonds, or general financial debentures not involving equity (excluding subordinated debts) traded on a stock exchange or at a securities firm's business premises, and such transaction does not fall under the sub-paragraphs of the Proviso of Item 8, the transaction object is not a related party, and the transaction amount reaches 5% or more of the company's paid-in capital. 8. Asset transactions other than those specified in the preceding seven items, disposal of creditors' rights by a financial institution, or engagement in investment in the Mainland China area, where the	business use with non-related parties, the disclosure threshold is set at NT\$1 billion. 2. Considering that companies, in order to make better use of their operating funds, have the need to invest in fixed-income products for fund management to improve cash yield, the current regulation's announcement threshold of NT\$300 million may cause large enterprises to face frequent disclosure requirements. Based on the significance of information disclosure and taking into account the risk characteristics of the products, a new item seven is added to paragraph one. For publicly listed companies with paid-in capital of NT\$50 billion or more, the announcement standard for trading government bonds, regular corporate bonds, and general financial bonds (excluding subordinated bonds) that do not involve equity, and that are

No	Current Provisions	Proposed Amendments	Explanations
	transaction amount reaches 20% or more of the company's paid-in capital or NT\$300 million or more; provided, however, that this shall not apply to the following circumstances:	transaction amount reaches 20% or more of the company's paid-in capital or NT\$300 million or more; provided, however, that this shall not apply to the following circumstances:	traded on a securities exchange or at a securities firm's business location, and whose counterparties are not related parties, is raised to a trading amount reaching 5% or more of paid-in capital, as long as these trades do not fall under the exceptions in item eight. 3. The current item seven of paragraph one is moved to item eight with appropriate textual revisions.
5.8.6	None.	<u>The requirement of 10% of total assets under these Regulations shall be calculated based on the total asset amount in the most recent parent-company-only or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u>	

Attachment 7

**Jinli Group Holdings Limited
Comparison Table for the Procedures for Loaning Funds to Others Before and After Revision**

No	Current Provisions	Proposed Amendments	Explanations
6.1.1	The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances: 1. Where business transaction of a company or firm calls for a loan arrangement.	The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances: 1. Where business transaction of a company or firm calls for a loan arrangement.	Remove redundant Chinese words.
6.1.5	The accumulated amount of inter-company loans of funds between overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares due to short-term necessary financing facility, or loans of funds to The Company by overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares shall not exceed 80 percent of the net worth of the company loaned to, and the individual	The accumulated amount of inter-company loans of funds between overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares due to short-term necessary financing facility, or loans of funds to The Company by overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares shall not exceed 80 percent of the net worth of the company loaned to, and the individual	Referring to the ' Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies', there is no such provision.

No	Current Provisions	Proposed Amendments	Explanations
	loan of funds shall not exceed 40 percent of the net worth of the company loaned to. The limited amount the overseas companies in which The Company holds directly or indirectly 100% of the voting shares loan funds to individual subsidiary and the accumulated amount of all companies shall not exceed 40 percent of the net worth of the subsidiaries loaned to, all of which applies to the restrictions of Article 6.1.4 on the period of financing and the calculation and collection of loan interest rate.	loan of funds shall not exceed 40 percent of the net worth of the company loaned to. All of which applies to the restrictions of Article 6.1.4 on the period of financing and the calculation and collection of loan interest rate.	

Attachment 8

Jinli Group Holdings Limited
Comparison Table for the Articles of Incorporation Before and After Revision

No	Current Provisions	Proposed Amendments	Explanations
17.3	The Company shall send proxy form and materials relating to the matters to be discussed in the meetings, including summary information and details about matters to be proposed at the meeting for approval, discussion, election or dismissal of Directors together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written forms for the Member to exercise his voting power together with the above mentioned materials. The Directors shall prepare a meeting handbook of the relevant supplemental materials, which will be	The Company shall send proxy form and materials relating to the matters to be discussed in the meetings, including summary information and details about matters to be proposed at the meeting for approval, discussion, election or dismissal of Directors together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written exercise forms for the Member to exercise his voting power together with the above mentioned materials. The Directors shall prepare a meeting handbook of the relevant	Article 17.3 is amended to comply with the requirements of the 'Checklist of Shareholder Protection Matters in the Country of Registration of Foreign Issuers' as amended by the Taiwan Stock Exchange (TWSE) per its announcement (Ref. No. Tai-Zheng-Shang-Er-Zi No. 1151700475) dated February 4, 2026.

No	Current Provisions	Proposed Amendments	Explanations
	sent to or made available to all Members and shall be transmitted to the Market Observation Post System <u>twenty-one</u> days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting in accordance with Applicable Public Company 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 of Members at the time of holding of the general meeting in the most recent financial year, the Company shall transmit the electronic files of the abovementioned</u>	general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System <u>thirty</u> days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting in accordance with Applicable Public Company Rules.	

No	Current Provisions	Proposed Amendments	Explanations
	<u>meeting handbook and relevant materials thirty days prior to the scheduled date of the relevant annual general meeting.</u>		

* The revised Memorandum of the Articles of Incorporation of the Company shall be subject to the English version; if it is only a correction of the Company's Memorandum of Association and Articles of Association, an update to the version of the Company Law of the British Cayman Islands cited, a coding correction without any change in substantive content, or a mere textual adjustment of the Chinese translation, it will not be listed

Attachment 9

**Jinli Group Holdings Limited
Comparison Table for the Rules of Procedure for Shareholders Meetings Before and After Revision**

No	Current Provisions	Proposed Amendments	Explanations
6.1.2	 The Company shall transmit electronic files of the meeting notice, proxy form, and the summary and explanatory materials for all proposals—including matters for ratification, discussion, election, or dismissal of directors and supervisors—to the Market Observation Post System (MOPS) at least 30 days prior to the Annual General Meeting (AGM) or 15 days prior to an Extraordinary General Meeting (EGM). Furthermore, the Company shall transmit electronic files of the meeting handbook and supplementary meeting materials to the MOPS at least 21 days prior to the AGM or 15 days prior to the EGM; provided, however, that if the Company's paid-in capital reaches NT\$10 billion or more as of the end of the most recent	 The Company shall compile the meeting notice, proxy form, summary and explanatory materials for all proposals—including matters for ratification, discussion, election, or dismissal of directors and supervisors—as well as the meeting handbook and supplementary meeting materials into electronic files, and transmit them to the Market Observation Post System (MOPS) at least 30 days prior to an Annual General Meeting (AGM) or 15 days prior to an Extraordinary General Meeting (EGM). Furthermore, at least 15 days prior to the shareholders' meeting, the Company shall have the meeting handbook and supplementary meeting materials ready for inspection by shareholders at any time, and shall make	1. To facilitate timely access for investors to the proposals of the Annual General Meeting (AGM) and to encourage shareholder participation in exercising their rights, Paragraph 3 is hereby amended to mandate that all listed and OTC companies shall transmit electronic files of the meeting handbook and supplementary meeting materials to the information reporting website designated by the Financial Supervisory Commission (FSC) at least 30 days prior to the AGM. 2. In compliance with the amendment to Paragraph 4, Article 6 of the "Regulations

No	Current Provisions	Proposed Amendments	Explanations
	fiscal year, or if the combined shareholding of foreign and Mainland Chinese investors recorded in the shareholders' register at the time of the AGM in the most recent fiscal year reaches 30% or more, the Company shall complete the transmission of the aforementioned electronic files at least 30 days prior to the AGM. By 15 days prior to the meeting, the Company shall have the meeting handbook and supplementary meeting materials ready for inspection by shareholders at any time and shall display them at the Company's premises and at the offices of its appointed professional share registrar. 	them available for display at the Company's premises and at the offices of the Company's appointed professional share registrar.	Governing the Content of and Compliance Requirements for Shareholders' Meeting Handbooks of Public Companies," the scope of the requirement for disclosing the meeting handbook and related information at least 30 days prior to the AGM has been expanded to cover all listed and OTC companies.

Jinli Group Holdings Limited
List of Director (including Independent Director) Candidates

1. List of Candidates for Directors (Including Independent Directors) – Nominated by the Board of Directors

No.	Title	Name	Education and Work Experience	Current Position	Shares Held
1	Director	Chong Chun Lung	Graduates of Fourth Senior High School of Jinjiang City General Manager of Jinjiang Shuanggou Longfei Shoe Factory Vice President of Jinjiang City Footwear Chamber of Commerce Vice President of Quanzhou Footwear Chamber of Commerce President of The Young Entrepreneurs Association and the Youth Chamber of Commerce	Chairman of Jinli Group Holdings Limited Chairman of Dragon Million (Asia) Limited (BVI) Chairman of Topoint Group Limited (BVI) Chairman of Dragon Flair Limited (BVI) Chairman of Gold Apple (HK) Int'l Trading Co. Limited Chairman of Million Win Creation Limited Chairman of Chairman of Aiqi (Fujian) Footwear Co., Ltd Chairman of Gold Apple (China) Co., Ltd General Manager of Jinjiang Aiqi Plastic Products Co., Ltd Chairman of Changtai Gold Apple Industrial Co., Ltd Chairman of LEADS BIO CO., Ltd.	29,138,883
2	Director	Chen Honglin	Graduates of Xiamen University of Technology Purchasing Manager of Leading (China) Biotechnology Co., Ltd. Chief Operation Officer of Heyi Advertising Media Co., Ltd.	Director of the Company General Manager of the Company. E-Commerce Sales Director of Gold Apple (China) Co., Ltd.	0
3	Director	Tsai, Yunglung	Graduate from International Trade Department of Chinese Culture University Special Assistant to General Manager, Home Jui International Corp. Manager of Distribution Business Department at Hong Kong Lerado Group	Director of the Company Deputy General, Manager, Baumer Industrial Co., Ltd. Management Consultant of Yue Sheng Co., Ltd. Deputy General Manager of Yue Ting Investment Co., Ltd.	0
4	Director	Shiue	Master of Accountancy from Tamkang	Director of the Company	0

		You-Wei	University Special Assistant to Chairman of Asia Plastic Recycling Holding Ltd. General Manager of Chongzheng Management Consultant Co., Ltd.	Special Assistant to the Chairman, Asia Plastic Recycling Holding Limited General Manager of Chongzheng Management Consultant Co., Ltd.	
5	Independent Director	Chen Jinde	Master Degree in Accounting from Soochow University Chief Financial Officer of Taiwan Gamma Mobile Digital Co., Ltd. Deputy General Manager of of General Management office of Chang Li Technology Co., Ltd. Chief Financial Officer of Junshi Group Chief Financial Officer of Trishine-Group/TW, Kunshan. Finance Deputy Manager and Spokesperson of Hongjie Circuit Co., Ltd. Finance and Administrative Senior Manager of Hongjie Circuit (Changshu) Co., Ltd. Special Assistant to the General Manager of Clevo Co. Deputy General Manager of Taihang Industry Co., Ltd.	Independent Director of the Company. Senior advisor of Jiuhua Real Estate Co., Ltd. Supervisor of A Plus Talents Manpower Inc.	0
6	Independent Director	Yeh Ming	Department of tourism management from Chinese Culture University General Manager of Unitel High Technology Corporation Director of Unitel High Technology Corporation General Manager, Unitel High Technology Corp. Director of Jiangsu Fangsheng Co., Ltd. Supervisor of Zhancheng Electric (Dongguan) Co., Ltd.	Independent Director of the Company . Director of Everterminal Co., Ltd. Director of JENN FENG INDUSTRIAL TOOLS CO., Ltd. Independent Director of Fullhome Development Co., Ltd.	0
7	Independent Director	Luo Ping	Dual Degree in Business Administration and Chinese Language and Literature from Hubei	Independent Director of the Company. Deputy General Manager of Xiamen Hongji	0

			University. Deputy General Manager of Xiamen Hongji Weiye Industrial Co., Ltd. Sales channel Director and Retail project Director of Xiamen Seebest Technology Co., Ltd.	Weiye Industrial Co., Ltd.	
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2. List of Candidates for Directors (Including Independent Directors) –Nominated by Shareholders (1% or more)

No.	Title	Name	Education and Work Experience	Current Position	Shares Held
1	Director	Zheng, Jin-Hong	Master of Business Administration (MBA), Soochow University Chairman, Hong-Ting Construction Co., Ltd.	Chairman, Hong-Ting Construction Co., Ltd. Director, Artlux Optoelectronics Corp. Director, Leadray Technology Co., Ltd.	5,747,000
2	Independent Director	Huang, Zheng-Cong	Master of Business Administration (MBA), National Sun Yat-sen University Assistant Vice President, Finance Department, Belleza International Co., Ltd. Vice President, Flying Dragon Textile Co., Ltd. Special Consultant, Office of the Chairman, China United Trust & Investment Corp. Finance Department, Evergreen Marine Corp. (Taiwan) Ltd.	Vice President, Belleza International Co., Ltd. Independent Director, Artlux Optoelectronics Corp. Independent Director, Gulf International Development Corp.	0

Jinli Group Holdings Limited

List of Competitive Business Activities for Director (including Independent Director) Candidates

Name	Position	Concurrent Positions Held at Other Companies or within the Group
Chong, Chun Lung	Director	Chairman of Dragon Million (Asia) Limited (BVI) Chairman of Topoint Group Limited (BVI) Chairman of Dragon Flair Limited (BVI) Chairman of Gold Apple (HK) Int'l Trading Co. Limited Chairman of Million Win Creation Limited Chairman of Chairman of Aiqi (Fujian) Footwear Co., Ltd Chairman of Gold Apple (China) Co., Ltd General Manager of Jinjiang Aiqi Plastic Products Co., Ltd Chairman of Changtai Gold Apple Industrial Co., Ltd Chairman of LEADS BIO CO., Ltd.
Chen, Honglin	Director	General Manager of the Company. E-Commerce Sales Director of Gold Apple (China) Co., Ltd.
Tsai, Yunglung	Director	Deputy General, Manager, Baumer Industrial Co., Ltd. Management Consultant of Yue Sheng Co., Ltd. Deputy General Manager of Yue Ting Investment Co., Ltd.
Shiue You-Wei	Director	Special Assistant to the Chairman, Asia Plastic Recycling Holding Limited General Manager of Chongzheng Management Consultant Co., Ltd.
Chen, Jinde	Independent Director	Senior advisor of Jiuhua Real Estate Co., Ltd. Supervisor of A Plus Talents Manpower Inc.
Yeh, Ming	Independent Director	Director of Everterminal Co., Ltd. Director of JENN FENG INDUSTRIAL TOOLS CO., Ltd. Independent Director of Fullhome Development Co., Ltd.
Luo, Ping	Independent Director	Deputy General Manager of Xiamen Hongji Weiye Industrial Co., Ltd.
Zheng, Jin-Hong	Director	Chairman, Hong-Ting Construction Co., Ltd. Director, Artilux Optoelectronics Corp. Director, Leadray Technology Co., Ltd.
Huang, Zheng-Cong	Independent Director	Vice President, Belleza International Co., Ltd. Independent Director, Artilux Optoelectronics Corp. Independent Director, Gulf International Development Corp.

IV. Appendix

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

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

OF

Jinli Group Holdings Limited

-Incorporated on December 15, 2010-

(as adopted by a Special Resolution dated June 18, 2025)

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

**THIRTEENTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF**

Jinli Group Holdings Limited

(as adopted by a Special Resolution dated June 18, 2025)

- 1 The name of the Company is Jinli Group Holdings Limited.
- 2 The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 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.
- 5 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 6 The authorised capital of the Company is NT\$3,000,000,000, divided into 300,000,000 shares of NT\$10.00 each, provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 7 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 8 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.

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

**THIRTEENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
Jinli Group Holdings Limited**

(as adopted by a Special Resolution dated June 18, 2025)

1 Interpretation

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

"Applicable Public Company Rules"	means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Act, Securities and Exchange Act, the Business Mergers and Acquisitions Act, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by R.O.C. securities authority, the rules and regulations promulgated by the TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
"Annual Net Income"	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
"Dividend"	includes an interim dividend.
"Electronic Record"	has the same meaning as in the Electronic Transactions Law.
"Electronic Transactions Law"	means the Electronic Transactions Law (Revised) of the

Cayman Islands.

"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the public company reporting system maintained by the TWSE, via http://mops.twse.com.tw/ .
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Remuneration Committee"	means a committee established by the Directors in accordance with Article 32.8.
"Registered Office"	means the registered office for the time being of the

	Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Share Exchange"	means the acquired company transfers all its issued shares to the acquiring company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the acquired company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets as consideration to the transferor company or to shareholders of the transferor company.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total

share equity of such company.

“Supermajority Resolution”

means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

“TPEX”

means the Taipei Exchange.

“TDCC”

means the Taiwan Depository & Clearing Corporation.

“Treasury Shares”

means 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 Statute.

“TWSE”

means the Taiwan Stock Exchange Corporation.

1.2 In the Articles:

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

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Article 3.5 will not be considered as a Member until the Shares to be subscribed for are paid in full, and only if the Shares subscribed for by the subscriber have been paid in full may the subscriber's name be entered in the Register of Members.
- 3.4 The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.
- 3.5 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.

4 Register of Members

- 4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the

Articles.

- 4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.
- 4.4 The board of Directors or any other authorized conveners of general meetings of the Company may request that the Company or the Company's securities agent provide a copy of the Register of Members for inspection.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time as prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within

thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.

6.3 [intentionally deleted]

6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("Preferred Shares") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.

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

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

8 Issuance of New Shares

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

8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the

prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

8.3 Where the Company in Taiwan:

- (a) increases its capital in cash by issuing new Shares, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the R.O.C. securities authority or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- (b) issues new Shares, the Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company.

8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.5 The pre-emptive right provided under Article 8.2 and Article 8.3(b) shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company save as otherwise provided by the Articles; (b) in connection with meeting the Company's obligations under employee Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with distribution of compensation to employees of the Company; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (e) in connection with meeting the Company's obligations under Share subscription warrants 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 capital reserve in accordance with the Articles.

8.6 (1) Article 8.2 and Article 8.3 shall not apply to any of the following conditions:

- (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;

- (e) new Shares are issued for a Spin-off effected by the transferor company;
- (f) new Shares are issued in connection with Private Placement under Article 8.8; or
- (g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Statute and/or Applicable Public Company Rules.

(2) 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.

8.7 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.8 Subject to the Applicable Public Company Rules, the Company may, with the sanction of a Supermajority 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 entities or institutions approved by R.O.C. securities authority;
- (b) persons, entities or funds meeting the conditions prescribed by R.O.C. securities authority; or
- (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

9 Transfer of Shares

9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable, provided that any Shares issued to the employees of the Company in accordance with Article 8.3(b) may be subject to transfer restrictions for a period of not longer than two years, in each case as the Directors may determine in their discretion.

9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.

9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.

9.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by the TWSE which is in accordance with the Applicable Public Companies Rules and which has been approved by the board of Directors for such purpose.

10 Repurchase of Shares

10.1 Subject to the provisions of the Statute, the Applicable Public Company Rules, the Memorandum and these Articles, the Company may repurchase its own Shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of

Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. The resolutions of Directors approving a purchase of Shares, the implementation of such resolutions, and the failure of any purchase of Shares as approved by such resolutions (if any) shall be reported to the Members at the next general meeting.

- 10.2 The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.
- 10.3 Shares that the Company purchases may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Statute and Applicable Public Company Rules. In the event that the Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
- 10.4 Subject to the Statute, for so long as the Company holds Treasury Shares:
- (a) the Company shall be entered in the Register as holding the Treasury Shares;
 - (b) 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;
 - (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 Statute; and
 - (d) no dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.
- 10.5 For so long as any Shares are listed on the TWSE, subject to the Statute, except purchases of Shares carried out pursuant to Article 10.7(1), 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; the total amount of the shares to be purchased by the Company shall not exceed the aggregate amount of retained earnings, premium on capital stock, and realized capital reserve.
- 10.6 (1) Where the Company holds Treasury Shares, the Company may, in accordance with the Statute:
- (a) cancel any or all of the Treasury Shares; or
 - (b) transfer any or all of the Treasury Shares to the employees of the Company or its Subsidiaries, the terms of such transfer and qualifications of such employees shall be determined by the Directors, subject to Article 11.6. The Directors may impose a lock-up period restricting the transfer of any Treasury Shares transferred to the employees pursuant to this Paragraph (1) for a term of up to two (2) years.
- (2) 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 Statute.
- 10.7 (1) Subject to the Statute, 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. Any purchase price to be paid in kind shall be subject to approval by a Special Resolution and shall be subject to individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Directors 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 when Shares are not listed on the TWSE, and subject to the Statute, the Directors are empowered to authorize and carry out such repurchase and cancellation without approval by Special Resolution in accordance with the preceding paragraph.

11 Employee Incentive Programme

- 11.1 The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries. For the avoidance of doubt, directors' participation in an employee incentive programme in their capacity as an employee shall be approved by the Remuneration Committee.
- 11.5 The Company may, with the authority of a Supermajority Resolution, issue new Shares to employees of the Company and/or its Subsidiaries subject to any restrictions and conditions as approved by such Supermajority Resolution provided that Article 8.2 and Article 8.3 hereof shall not apply in respect of the issue of such Shares. 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 Public Company Rules and the Statute.
- 11.6 (1) Subject to Paragraph (2) of this Article, the Company may transfer Treasury Shares to the employees of the Company or its Subsidiaries for a price that is below the

average price that the Company has paid to purchase such Treasury Shares (the "Discount Transfer") only with the approval of a Special Resolution passed at the immediate preceding general meeting of the Company, 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 Directors, 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 Directors are of the opinion that may affect Shareholders' rights, 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 Public Company Rules; and
 - (ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Public Company Rules.
- (2) The total aggregate amount of the Treasury Shares that are transferred to the employees pursuant to the Discount Transfer in accordance with Paragraph (1) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and the aggregate amount of the Treasury Shares transferred to each employee shall not exceed point five percent (0.5%) of the total number of issued and outstanding Shares of the Company.

12 Variation of Rights of Shares

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

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the

Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.

- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

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

- 14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:

- (a) change its name;
- (b) alter or add to these Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; and
- (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.

- 14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (e) effect any Merger, Spin-off or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (g) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the

Company; or

- (h) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation;
- (i) issue new Shares to employees of the Company and/or its Subsidiaries subject to any restrictions and conditions as approved by such Supermajority Resolution;
- (j) enter into any Share Exchange;
- (k) apply for the approval of ceasing the status as a public company; and
- (l) capitalisation of the Company's capital reserve, by issuing new Shares and/or cash to its existing Members in proportion to the number of shares being held by each of them in accordance with Article 34.2 hereunder.

14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.

14.4 Notwithstanding anything contained in these Articles, subject to the Statute and the Applicable Public Company Rules, in case the Company is dissolved after participating in the Merger or the Company is delisted from the TWSE due to the general assignment (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.

15 Registered Office

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

16 General Meetings

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings to be held in physical locations shall be held in Taiwan. For general meetings to be held in physical locations outside Taiwan, the Company shall comply with the relevant

procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

- 16.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.
- 16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the issued Shares at the time of requisition and whose Shares shall have been continuously held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting.
- 16.9 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 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 of Members as of the first day of the relevant book closed period.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall send proxy form and materials relating to the matters to be discussed in the meetings, including summary information and details about matters to be proposed at the meeting for approval, discussion, election or dismissal of Directors together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written exercise forms for the Member to exercise his voting power together with the above mentioned materials. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be

transmitted to the Market Observation Post System twenty-one days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting in accordance with Applicable Public Company 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 of Members at the time of holding of the general meeting in the most recent financial year, the Company shall transmit the electronic files of the abovementioned meeting handbook and relevant materials thirty days prior to the scheduled date of the relevant annual general meeting.

- 17.4 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) (i) dissolution, Merger or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, (d) (i) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (e) (i) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, (ii) capitalization of statutory reserve and any 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 the Members (f) the Private Placement of any equity-type securities issued by the Company, (g) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Article 10.7, (h) applying for the approval of ceasing the status as a public company, and (i) Share Exchange, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion; the material contents may be posted on the website designated by the R.O.C. securities authorities or the Company, and such website shall be indicated in the notice.
- 17.5 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review, transcribing or make copies of the foregoing documents; the Company shall make its securities agent provide the above documents.
- 17.6 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for

distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute to each Member copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss or make a public announcement of the same in accordance with the Applicable Public Company Rules.

- 18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Member(s) holding 1% or more of the total number of issued Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at an annual general meeting in writing or by way of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. The board of Directors shall include a proposal submitted by Member(s) unless: (a) the proposing Member(s) holds less than 1% of the total number of issued Shares, (b) where the matter of such proposal may not be resolved by a

general meeting, (c) the proposing Member has proposed more than one proposal, (d) the proposal contains more than three hundred words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the board of Directors may include the proposal notwithstanding that one of the circumstances set forth in the Paragraphs of this Article applies.

- 18.10 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. With respect to participation of a general meeting through the medium of video conference call, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Public Company Rules. A Member participating in the way prescribed hereunder is deemed to be present in person at the general meeting.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution. Provided that a 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 the casting of votes in such circumstances shall be in compliance with the Applicable Public Company Rules.
- 19.6 For so long as any Shares are listed on the TWSE, subject to the provisions of the Statute, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member unless R.O.C. securities authority requires otherwise. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not

stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting; provided that if such member is present in person at the said general meeting, he shall be entitled to vote on any such ad hoc resolutions or amendment to the original agenda items.

- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two (2) days prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 A Shareholder who elects to exercise voting power by way of a written ballot or an electronic transmission shall submit his vote to the Company in the manner specified in the notice of that meeting at least two (2) days prior to the meeting date. Whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the first written ballot or transmission shall prevail unless it is expressly stated in the subsequent written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be

stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 20.5 Except for Member appointing the chairman as his or her attorney through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6 or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved by R.O.C. securities authority, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail; provided however that if a Member who has submitted an instrument of proxy to the Company and then intends to attend the general meeting in person or to exercise voting power by way of a written ballot or an electronic transmission, he must at least two (2) days prior to the meeting date, revoke his previous appointment of proxy by serving a written notice to the Company; otherwise, the votes cast by proxy at the general meeting shall prevail.
- 20.8 The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote where more than one instrument to vote received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information:
- (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:

- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office before the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

21 Proxy Solicitation

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

22 Dissenting Member's Appraisal Right

- 22.1 Subject to the provisions of the Statute, in the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:
- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.
- 22.2 Subject to the provisions of the Statute, in the event the Company carries out Spin-off, Merger, acquisition or Share Exchange (collectively, the "**Merger and Acquisition**") with any other company, the Member expressing his dissent in accordance with the Applicable Public Company Rules may request the Company to buy back all of his/her Shares at the then

prevailing fair price. A Member making a request pursuant to Article 22.1 and this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions in respect thereto, 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.

- 22.3 Subject to the provisions of the Statute, 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 Article 22.2. In the event the Company and such Member fail to reach an agreement on the repurchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty-day (60) period, file a petition against all Members who fail to reach such an agreement (collectively, the "**Dissenting Members**") with any competent court of the R.O.C. for a ruling on the appraisal price, and may designate ROC Taipei District Court 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.
- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.
- 22.5 Notwithstanding Article 22.2 and Article 22.3 hereof, nothing aforementioned shall restrict or prohibit a Member from exercising his right under section 238 of the Statute to payment of the fair value of his Shares upon dissenting from a Merger.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member. For the avoidance of doubt, authorised representatives of a corporate Member may be appointed as Directors in accordance with the Articles.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 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 the total Shares held by such Director at the time of his/her appointment as Director, such Director shall not be entitled to exercise 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 appointment as Director, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting nor the quorum at such general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than seven persons and no more than thirteen persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors, 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. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 (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 duties to the Company and without limitation duty of care, exercise due care, skill and act in the best interest of the Company when conducting the business operation of the Company, including matters in connection with Spin-off, Merger, or acquisition of the Company. A Director may be liable to the Company if he acts contrary to his duties. Without prejudice to any actions which may be taken by the Company under common law, 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, require the disgorgement of any and all earnings derived from such act.

- (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 Paragraph 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.

- 25.7 Subject to the Statute, 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 Statute, the Applicable Public Company Rules or these Articles, with a competent court, including the ROC Taipei District Court. In case the audit committee fails to file such action within thirty (30) days after receipt of such request, the Members making such request may file the action for the Company.
- 25.8 The qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by the Articles, shall be in compliance with the Applicable Public Company Rules.
- 25.9 If the board of Directors fails to comply with the Applicable Public Company Rules, the Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, 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 Directors meeting or written statement demonstrates such Director's dissent.

26 Powers of Directors

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

27 Appointment and Removal of Directors

- 27.1 (1) The Company may by a majority or, if less than a majority, the most number of votes,

at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.

- (2) Without prejudice to other provisions of these Articles, the Company may put up all Directors for re-election before the expiration of the term of office of such Directors in accordance with Article 27.2. In this event, if it is not specified in such resolution that the existing Directors will not retire until the expiration date of their terms of office or other specified date, they shall be deemed to have retired on the date of such resolution, subject to the successful election of new Directors at the same meeting.

- 27.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 A candidate nomination mechanism which is in compliance with the Applicable Public Company Rules shall be adopted for election of all Directors. 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. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.4 The use and solicitation of proxies not provided for in the Articles shall be governed by the internal rules of the Company, as adopted and amended by the board of Directors from time to time, which shall be in compliance with the Statute and the Applicable Public Company Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Taiwan Public Companies (as amended, supplemented or otherwise modified from time to time)).

28 Vacation of Office of Director

- 28.1 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he gives notice in writing to the Company that he resigns the office of Director;
 - (b) he dies, becomes bankrupt, 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, or makes any arrangement or composition with his creditors generally;

- (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his/her legal capacity is restricted according to the applicable laws;
- (d) he 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 has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five years;
- (e) he 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 has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two years;
- (f) he has been imposed a final sentence due to violation of the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two years;
- (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (h) he (other than Independent Director) has transferred some or all his Shares, during the term of office as a Director, such that the remaining Shares are less than one half of the Shares being held by him at the time he is elected;
- (i) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
- (j) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court (including the ROC Taipei District Court).

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

- 28.2 If a Director (other than Independent Director), after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the

remaining Shares are less than one half of the Shares be held by such Director at the time of his election or, within the closing period determined by the Directors in accordance with Article 5.1 prior to the general meeting, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of such closing period, his election as a Director shall be deemed invalid and void.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be more than one half of the total number of Directors. If a Director ceases to be a Director for any reason, the Company shall hold an election of Director(s) at the next following general meeting. If the number of vacancies in the board of Directors of the Company is equal to one third or more of the total number of Directors elected fixed by Ordinary Resolution in accordance with Article 25.1, the Company shall hold, within sixty days, a general meeting of Members to elect Directors to fill the vacancies.
- 29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the

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

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine. For the avoidance of doubt, any remuneration paid to a Director for his service of any other office or place of profit under the Company shall be approved by the Remuneration Committee.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.
- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 Notwithstanding anything to the contrary contained in this Article 30, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall declare the nature of his interest and its essential contents at the relevant meeting, and shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. When the Company conducts any Spin-off, 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 at the board meeting and the general meeting. 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. securities authority 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.

31 Minutes

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

including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 32.6 Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of R.O.C. securities authority or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;
 - (f) A material monetary loan, endorsement, or provision of guarantee;
 - (g) The offering, issuance, or Private Placement of any equity-type securities;
 - (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) The appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) Annual and semi-annual financial reports;
 - (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

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

- 32.8 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall consist of no less than three persons, a majority of whom shall be the Independent Directors. The rules and procedures of the remuneration committee shall be in accordance with policies proposed by the members of the remuneration committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of R.O.C. securities authority or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules. The aforementioned remuneration shall include the salary, stock options and other mechanisms of rewards for the directors and managers of the Company. The managers of the Company for the purposes of this Article 32.8 shall be the persons defined in the charter of the remuneration committee.
- 32.9 For so long as any Shares are listed on the TWSE, prior to any resolution of the Merger and Acquisition by the board of Directors:

- (a) The audit committee shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the board of Directors and the general meeting. However, the audit committee may elect not to submit the aforesaid review results to the Members at a general meeting if the Statute provides that the Merger and Acquisition to be resolved requires no approval by the Members.
- (b) When reviewing the abovementioned matters, the audit committee shall seek opinions from an independent expert on the reasonableness of the swap ratio or the distribution of cash or other assets.
- (c) The Company shall send the review results of the audit committee and opinions of independent experts to all Members together with the notice of the 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 Statute provides that the Merger and Acquisition to be resolved requires no approval by the Members.
- (d) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by R.O.C. securities authority and arranged for the same documents to be made available at the venue of the general meeting for inspection by Members, those documents shall be deemed as having been sent to all Members.

33 Seal

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

34 Compensations, Dividends, Distributions and Reserve

- 34.1 (1) Subject to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, 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 1% or more of the profits for such year to the employees of the Company as the compensation in the form of shares and/or in cash, which may be distributed under an incentive programme approved pursuant to Article 11.1, above and may distribute not more than 2% hereof to the Directors as the 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 Public Company Rules, any compensation distributed to the Directors 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 Directors and employees of the Company as prescribed in this Article. A Director who also serves as an executive officer of the Company may receive a compensation in his capacity as an employee.

- (2) Any balance left over after paying all relevant taxes, offsetting losses (including losses of previous years that have not been previously offset and adjusted undistributed profits, if any), and setting aside the special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge may be distributed to the Members as Dividends in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution pursuant to the Statute and the Applicable Public Company Rules, and after taking into consideration of the profits of the then current year and the capital structure of the Company. Unless otherwise resolved by the Members in general meeting by an Ordinary Resolution, the amount of profits distributed to Members shall not be lower than 10% of the remaining profits (after tax) of the then current year and the amount of cash dividends distributed shall not be less than 10% of the profits proposed to be distributed of the then current year.

- 34.2 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.3 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 34.4 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.5 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.6 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.7 No Dividend or distribution shall bear interest against the Company.
- 34.8 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall

not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.

35 Capitalisation

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

36 Tender Offer

Subject to the Statute and the Applicable Public Company Rules, within fifteen 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:

- 1 The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
- 2 Recommendations made by the board of Directors 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.
- 3 Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and the contents of such change, if any.
- 4 The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.
- 5 Other relevant significant information.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if

there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 37.4 (Delete).
- 37.5 If the Company keeps its records of account at any place outside the Cayman Islands in accordance with Article 37.3, 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 records of account, or any part or parts thereof, as are specified in such order or notice.
- 37.6 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, fax or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the first day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the first day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, telex or fax, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by

giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Transfer by way of Continuation

If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

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Jinli Group Holdings Limited

Rules of Procedures for Shareholders Meetings

1. Purpose

To establish a sound corporate governance system, strengthen the supervision function, and enhance management capabilities of the Company, this rule is formulated for compliance.

2. Scope

The rules of procedure for the Company's shareholders' meeting shall be governed by these rules, unless otherwise provided by laws or regulations.

3. Rights and responsibilities

1.1 The Company shall handle matters related to the shareholders' meeting in accordance with these rules.

4. Definition

None

5. Process

None

6. Content of operation

6.1 Shareholders meeting convening and notice

6.1.1 The Company's shareholders' meeting shall be convened by the Board of Directors, except as otherwise provided by laws or regulations. The Board of Directors or other persons with the power to convene a meeting may request the Company or its share registrar to provide a list of shareholders.

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a Company that will convene a shareholders' meeting by means of video conference call shall expressly provide for such method in its Memorandum and Articles of Association and obtain a resolution of its Board of Directors. Furthermore, convening a shareholders' meeting by means of video conference call shall require a resolution adopted by a majority vote at a meeting of the Board of Directors attended by at least two-thirds of the total number of directors.

6.1.2 Any change in the method of convening a regular shareholders' meeting shall be resolved by the Board of Directors and implemented no later than the issuance of the notice of the shareholders' meeting.

The Company shall prepare electronic files of the notice of the shareholders' meeting, proxy forms, relevant recognition cases, discussion items, election or removal of directors and supervisors, and other agenda items and explanatory materials, and transmit them to the Public Information Observation System ("PIOS") no later than 30 days before a regular shareholders' meeting or 15 days before a special shareholders' meeting. The Company shall also prepare electronic files of the shareholders' meeting manual and supplemental materials and transmit them to the PIOS no later than 21 days before a regular shareholders' meeting or 15 days before a special shareholders' meeting, provided that if the Company's paid-in capital as of the end of the most recent fiscal year is NT\$10 billion or more, or the aggregate foreign and Mainland China ownership percentage listed in the shareholder registry for the most recent fiscal year's regular shareholders' meeting is 30% or more, the Company shall complete the transmission of the aforementioned electronic files no later than 30 days before the regular shareholders' meeting. The shareholders' meeting manual and supplemental

materials for the current meeting shall be made available for shareholders to access at any time and displayed at the Company and its appointed professional share registrar.

The aforementioned meeting manual and supplemental materials shall be made available to shareholders on the day of the shareholders' meeting as follows:

- (1) For physical shareholders' meetings, they shall be distributed at the meeting.
- (2) For video-assisted shareholders' meetings, they shall be distributed at the meeting and transmitted to the video conferencing platform in electronic file format.
- (3) For video shareholders' meetings, they shall be transmitted to the video conferencing platform in electronic file format.
- (4) Whenever the Company convenes a shareholders' meeting by means of video conference call, it shall further specify appropriate alternative measures available to shareholders who have difficulty taking part in the shareholders' meeting by means of video conference call. Except in the circumstances set out in Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide the shareholders with connection facilities and necessary assistance, and specifying the period during which shareholders may apply to the Company for and other related matters requiring attention.

If the convening purposes of the shareholders' meeting have already been stated to include the full election of directors and supervisors, including the date of appointment, the date of appointment may not be changed during the same meeting by ad hoc motion or other means.

- 6.1.3 The notice and announcement shall state the convening purposes, and with the consent of the relevant parties, may be made electronically.
- 6.1.4 Matters related to (a) the election or removal of directors, (b) the amendment of the Articles of Association, (c) (i) dissolution, merger, or split, (ii) the establishment, modification, or termination of contracts relating to the lease of all of the Company's business, or entrusting operations, or joint operations with others, (iii) the transfer of all or a significant part of the Company's business or assets, or (iv) the transfer of all or a significant part of the Company's business or assets to another party that will have a significant impact on the Company's operations, (d) the authorization of directors to engage in activities within the Company's business scope for themselves or others, (e) the distribution of statutory surplus reserves, share premium accounts, and/or capital surplus received by the Company as gifts by issuing new shares or in cash to original shareholders in proportion to their shareholdings, (f) the private placement of securities with equity-like features by the Company, (g) a reduction in capital or the buyback and cancellation of the Company's shares in accordance with Article 10.7 of the Company's Articles of Association, (h) an application to suspend public issuance, (i) the distribution of dividends, bonuses, or other distributions related to shares in whole or in part by issuing new shares and (j) matters related to Article 56-1 and Article 60-2 of the Securities and Exchange Act Guidelines for the Offering and Issuance of Securities by Issuers shall be stated in the notice of the shareholders' meeting and the main contents shall be explained, and may not be proposed by ad hoc motion. The main contents may be placed on the website designated by the Taiwan Securities and Futures Bureau or the Company, and the website address shall be included in the notice of convocation.
- 6.1.5 Shareholders holding more than one percent of the total issued shares of the Company

may propose a motion for the shareholders' meeting, limited to one proposal. If there are more than one proposal, they will not be included in the agenda. However, proposals that (a) have not been resolved by the shareholders' meeting, (b) are proposed by shareholders who hold less than one percent of the total issued shares before the stock transfer suspension period, (c) are proposed outside the announcement acceptance period, (d) exceed three hundred words or involve more than one proposal, must be included in the agenda by the Board of Directors. Shareholders may propose constructive proposals to urge the Company to enhance public interest or fulfill social responsibility, limited to one proposal in accordance with relevant provisions of Article 172-1 of the Company Act. If there are more than one proposal, they will not be included in the agenda.

- 6.1.6 The Company shall announce before the suspension of stock transfer prior to the shareholders' meeting, the method of accepting proposals in writing or electronically, the place and period of acceptance, which shall not be less than ten days.
- 6.1.7 Proposal shareholders shall attend the shareholders' meeting in person or by proxy and participate in the discussion of the proposal.
- 6.1.8 Before the shareholders' meeting, the Company shall notify the proposal shareholders of the processing results and include the proposals that comply with the provisions of this article in the meeting notice. The Board of Directors shall explain the reasons for not including proposals from shareholders who are not on the agenda at the shareholders' meeting.
- 6.1.9 The shareholders' meeting shall be held at the time and place designated by the Board of Directors. Unless otherwise provided by laws or the Articles of Association, the shareholders' meeting shall be held in the Republic of China. If the shareholders' meeting is held outside Taiwan, the relevant procedures and approvals shall be processed in accordance with the regulations of the relevant competent authority in the Republic of China. When the shareholders' meeting is held outside the Republic of China, the Company shall appoint a professional shareholder service agency in the Republic of China to handle the administrative affairs of the shareholders' meeting (including but not limited to handling voting matters entrusted by shareholders). The start time of the shareholders' meeting shall not be earlier than 9 a.m. or later than 3 p.m., and the location and time of the meeting shall fully consider the opinions of the independent directors.

When the company holds a video shareholders' meeting, it is not subject to the location restrictions of the preceding paragraph.

6.2 Proxy Attendance

- 6.2.1 Shareholders may issue a proxy, specifying the scope of authorization and the person authorized to attend the shareholders' meeting, using the proxy form provided by the Company.
- 6.2.2 A shareholder may issue only one proxy, and appoint only one proxy holder. The proxy form must be delivered to the Company's registration office, the location designated in the notice of the shareholders' meeting, or the location specified in the proxy form sent by the Company, no later than five days before the shareholders' meeting. If there are duplicate proxy forms, the one received first shall prevail. However, the prior proxy is not affected by a subsequent revocation notice.
- 6.2.3 After the proxy form is delivered to the Company, if the shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or

electronically, the shareholder should notify the Company of the revocation of the proxy in writing at least two days before the shareholders' meeting. If the revocation notice is made after the deadline, the proxy holder's exercise of voting rights shall prevail.

- 6.2.4 After the proxy form is delivered to the Company, if the shareholder wishes to attend the shareholders' meeting via video conferencing, the shareholder should notify the Company of the revocation of the proxy in writing at least two days before the shareholders' meeting. If the revocation notice is made after the deadline, the proxy holder's exercise of voting rights shall prevail.

6.3 Holding of shareholders' meetings

- 6.3.1 The Company must include in the notice of the shareholders' meeting the time and location for shareholder registration, as well as any other matters that need to be brought to the attention of the shareholders. Shareholders, proxies, and authorized agents (hereinafter referred to as "shareholders") must register at least thirty minutes before the meeting begins. The registration location should be clearly marked, and staffed by competent personnel. For shareholders attending a video conference, they must register on the video conferencing platform at least thirty minutes before the meeting starts. Shareholders who complete registration will be deemed to have attended the shareholders' meeting in person.

Shareholders must present an attendance certificate, an attendance card, or other proof of attendance to attend the shareholders' meeting. Solicitors who hold solicitation letters must also bring identification documents for verification. The company should provide a sign-in book for shareholders to sign or allow shareholders to submit their attendance card for signature by proxy.

For shareholders' meetings held via video conference, shareholders who wish to attend via video conferencing must register with the company two days before the shareholders' meeting.

For shareholders' meetings held via video conference, the company must upload the meeting agenda, annual report, and other related materials to the video conferencing platform at least thirty minutes before the meeting starts, and continue to disclose them until the meeting ends.

- 6.3.2 The Company must deliver the meeting agenda, annual report, attendance certificate, speech slips, ballot papers, and other conference materials to the attending shareholders. For elections of directors or supervisors, an election ballot should also be included.
- 6.3.3 When a government agency or legal person is a shareholder, the representative attending the shareholders' meeting is not limited to one person. When a legal person is authorized to attend the shareholders' meeting, only one person may be appointed to represent them.
- 6.3.4 If the shareholders' meeting is convened by the Board of Directors, the Chairman shall be the Chairman of the Board of Directors. If the chairman of the Board of Directors is absent or unable to perform his duties for any reason, the vice chairman shall act as his agent. If there is no vice chairman or the vice chairman is absent or unable to perform his duties for any reason, the Chairman of the Board of Directors shall appoint one director to act as his agent. If the Chairman of the Board of Directors does not appoint a proxy or the appointed proxy is unable to exercise his proxy rights for any reason, the attending directors shall elect one person to act as his agent.

- 6.3.5 For shareholders' meetings convened by the Board of Directors, at least half of the Board of Directors should attend.
- 6.3.6 If the shareholders' meeting is convened by someone other than the Board of Directors, the Chairman shall be the person who convened the meeting. If there are two or more conveners, they should mutually select someone to be the Chairman.
- 6.3.7 The Company may appoint a lawyer, accountant, or other relevant personnel to attend the shareholders' meeting.
- 6.3.8 When holding a shareholders' meeting via video conference, the Company must include the following information in the notice of the shareholders' meeting:
- (1) The methods for shareholders to participate in the video conference and exercise their rights.
 - (2) The handling method for obstacles to the video conferencing platform or video conferencing participation caused by natural disasters, incidents, or other force majeure events, including at least the following:
 - (i) If the obstacles cannot be resolved before the meeting, and the meeting needs to be postponed or continued, the date of the postponed or continued meeting.
 - (ii) Shareholders who did not register to participate in the original video conference may not participate in the postponed or continued meeting.
 - (iii) If a video-assisted shareholders' meeting cannot continue, after deducting the number of shares represented by shareholders who participated via video conference, if the total number of shares represented at the meeting reaches the statutory quorum required to hold the meeting, the shareholders' meeting should continue, and the shares represented by shareholders participating via video conference should be counted towards the total number of shares represented. For all the resolutions of the shareholders' meeting, the shares represented by shareholders participating via video conference shall be deemed as abstentions.
 - (iv) The handling method if all resolutions have been announced before any temporary motions.
 - (3) The notice of the video conference shareholders' meeting should also include appropriate alternative measures for shareholders who have difficulty participating in the meeting via video conference. Except in the circumstances set out in Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide the shareholders with connection facilities and necessary assistance specifying the period during which shareholders may apply to the Company for and other related matters requiring attention.

6.4 Shareholders' meeting begins

- 6.4.1 Shareholders' attendance shall be based on the number of shares held. The number of shares present shall be calculated based on the signature book or the signed attendance card, plus the number of shares voted in writing or electronically.
- 6.4.2 Unless otherwise provided in the Articles of Association, if the number of shares represented by the attending shareholder representatives does not reach the legally required quorum at the time designated for the shareholders' meeting to begin, the

chairman may announce a postponement of the meeting. However, the number of postponements shall not exceed two times, and the total postponement time shall not exceed one hour. If the shareholders' meeting is postponed twice but the number of shares represented by the attending shareholder representatives still does not reach the legally required quorum, the chairman shall announce that the shareholders' meeting is disbanded. If it is still necessary to convene a shareholders' meeting, a new one shall be convened in accordance with the provisions of the Articles of Association; if the shareholders' meeting is held by video conference, the Company shall also announce the disbandment on the shareholders' video conference platform.

If the above-mentioned two postponements still do not meet the quorum, but more than one-third of the issued shares have been represented by attending shareholders, a resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Law, and the false resolution shall be notified to all shareholders for another shareholders' meeting to be convened within one month. If the shareholders' meeting is held by video conference and a shareholder wishes to attend by video, the shareholder shall register with the company in accordance with Article 6.

During the meeting, if the number of shares represented by the attending shareholders reaches more than half of the total issued shares, the Chairman may resubmit the false resolution for voting in accordance with Article 174 of the Company Law.

6.5 Discussion of agenda items

- 6.5.1 If the shareholders' meeting is convened by the Board of Directors, the agenda shall be determined by the Board of Directors. Relevant agenda items (including ad hoc motions and amendments to the original proposal) shall be voted on separately, and the meeting shall proceed in accordance with the scheduled agenda, which shall not be changed without the approval of the shareholders' meeting.
- 6.5.2 If the shareholders' meeting is convened by someone other than the Board of Directors, the provisions of the preceding paragraph shall apply.
- 6.5.3 Before the agenda items scheduled in the preceding two paragraphs are concluded, the Chairman shall not announce the adjournment of the meeting without the approval of the shareholders' meeting (including ad hoc motions). If the Chairman violates the rules of procedure and announces the adjournment of the meeting, other members of the Board of Directors shall promptly assist the attending shareholders in accordance with the legal procedures to elect a person as Chairman with the agreement of more than half of the voting rights of the attending shareholders and continue the meeting.
- 6.5.4 The Chairman shall give sufficient explanation and discussion opportunities for the agenda items, amendments or ad hoc motions proposed by the shareholders, and when it is deemed ready for a vote, the Chairman may announce the end of the discussion, the vote, and arrange sufficient voting time.
- 6.5.5 If the shareholders' meeting is convened by the Board of Directors, the Chairman shall be the Chairman of the board. If the Chairman of the board is absent or unable to perform his or her duties for any reason, he or she shall designate a director to act as the Chairman, and if the Chairman of the board does not designate a representative, the directors shall elect one from among themselves. The Chairman referred to in the preceding paragraph shall be a director who has served for more than six months and has a good understanding of the Company's financial and business conditions. The same applies if the Chairman is the legal representative of a corporate director.

6.6 Shareholder speech

- 6.6.1 Before speaking at the shareholders' meeting, the shareholder must fill out a speech slip stating the main points of the speech, the shareholder's account number (or attendance certificate number), and the account name. The chairman will determine the order of the speeches.
- 6.6.2 Shareholders who attend but only submit a speech slip without actually speaking will be considered as not speaking. If the content of the speech does not match what is written on the speech slip, the content of the speech will prevail.
- 6.6.3 Each shareholder may speak on the same agenda item only twice with the approval of the chairman, and each time may not exceed five minutes. However, if a shareholder's speech violates the rules or goes beyond the scope of the agenda, the chairman may stop the speech.
- 6.6.4 When a shareholder is speaking, other shareholders may not speak without the consent of the Chairman and the speaking shareholder, and the Chairman should stop any disruption.
- 6.6.5 If a corporate shareholder assigns more than two representatives to attend the shareholders' meeting, only one representative may speak on the same agenda item.
- 6.6.6 After a shareholder speaks, the Chairman may answer personally or designate relevant personnel to respond.
- 6.6.7 If the shareholders' meeting is held by video conference, shareholders who participate through video may ask questions in writing on the video conference platform from the time the Chairman announces the start of the meeting until the announcement of adjournment. Each question on the same agenda item may not exceed two hundred words and may be asked up to two times, and this provision does not apply to the provisions of paragraphs one to five above.

If the question does not violate the rules or go beyond the scope of the agenda, it should be disclosed on the video conference platform for everyone's knowledge.

6.7 Calculation and avoidance system for voting shares

- 6.7.1 The voting at the shareholders' meeting should be based on the number of shares.
- 6.7.2 The total number of issued shares shall not include the shares of shareholders without voting rights in the resolution of the shareholders' meeting.
- 6.7.3 Shareholders who have a personal interest in the matters of the meeting and whose interests may conflict with the interests of the company shall not participate in the vote and shall not act as a proxy to exercise their voting rights.
- 6.7.4 The shares that cannot be used for voting due to the provisions of the preceding paragraph shall not be included in the voting rights of the attending shareholders.
- 6.7.5 Except for trust companies organized under the laws of the Republic of China or share transfer agencies approved under the regulations of the Company Act for publicly traded companies, a person who is appointed as a proxy by two or more shareholders may not exercise voting rights exceeding 3% of the total voting rights of the issued shares. If the voting rights exceed this limit, the excess voting rights shall not be counted.

6.8 Voting

- 6.8.1 Each shareholder shall have one voting right per share; however, those restricted or without voting rights under the company's Articles of Association are not subject to

this rule.

- 6.8.2 When the Company convenes a shareholders' meeting, electronic means and written forms shall be used to exercise voting rights. However, when the shareholders' meeting is held outside the territory of the Republic of China, the Company shall provide shareholders with the option to exercise voting rights in writing or electronically. When exercising voting rights in writing or electronically, the method of exercise shall be specified in the notice of the shareholders' meeting. Shareholders who exercise voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, for temporary resolutions and amendments to the original proposal at that shareholders' meeting, they shall be deemed to have abstained. Therefore, the Company should avoid proposing temporary resolutions and amendments to the original proposal.
- 6.8.3 Shareholders who exercise voting rights in writing or electronically shall deliver their expression of intent to the Company two days before the shareholders' meeting. If there are multiple expressions of intent, the earliest one shall prevail. However, those who have expressed their intent to revoke their previous expression of intent are not subject to this rule.
- 6.8.4 Shareholders who have exercised their voting rights in writing or electronically and wish to attend the shareholders' meeting in person shall revoke their expression of intent in the same manner as exercising their voting rights no later than two days before the shareholders' meeting. If they fail to do so, the voting rights exercised in writing or electronically shall prevail. If they exercise their voting rights in writing or electronically and appoint an agent to attend the shareholders' meeting, the voting rights exercised by the agent shall prevail.
- 6.8.5 Unless otherwise specified by the Company Act or the company's Articles of Association, resolutions shall be passed with the approval of more than half of the voting rights of the attending shareholders. The total number of voting rights of the attending shareholders shall be announced by the Chairman or the person designated by the chairman for each resolution.
- 6.8.6 Any other proposal or amendment or alternative proposal to the original proposal presented by a shareholder, except those listed on the agenda, shall be seconded by another shareholder.
- 6.8.7 When there are amendments or alternative proposals for the same proposal, the Chairman shall determine the order of voting along with the original proposal. If one of them has been passed, the others shall be deemed to have been rejected and no further vote is necessary.
- 6.8.8 The Chairman shall appoint the scrutineers and vote counters for the voting of proposals, but the scrutineers shall be shareholders.
- 6.8.9 The vote counting for the voting of proposals or elections shall be conducted openly at the shareholders' meeting venue, and the voting results, including the vote count, shall be announced on the spot after the vote counting is completed and recorded.
- 6.8.10 When the Company convenes a video conference for a shareholders' meeting, shareholders participating via video conference shall vote on various proposals and election proposals through the video conference platform after the chairman announces the start of the meeting and shall complete the voting before the chairman announces the end of the voting. Those who fail to do so shall be deemed to have abstained.

For a shareholders' meeting held via video conference, the voting and election results

shall be announced after the chairman announces the end of the voting.

When the Company convenes a video-assisted shareholders' meeting in accordance with Article 6, shareholders who have registered to attend the shareholders' meeting via video conference shall revoke their registration in the same manner as their registration two days before the shareholders' meeting if they wish to attend the physical shareholders' meeting in person. If they fail to do so, they may only attend the shareholders' meeting via video conference.

Shareholders who have exercised their voting rights in writing or electronically and participate in the shareholders' meeting via video conference shall not exercise their voting rights again on the original proposal or propose amendments or exercise their voting rights on the amendments to the original proposal, except for temporary resolutions.

6.9 Election matters

- 6.9.1 When electing directors or supervisors at a shareholder meeting, relevant election regulations established by the Company should be followed, and the election results, including the list of elected directors and supervisors and the number of votes they received, should be announced on the spot.
- 6.9.2 The ballots for the aforementioned election matters should be sealed and signed by the scrutineers, and kept properly for at least one year. However, if there are any lawsuit matters related to improper shareholder meeting procedures or improper passed resolutions, they should be kept until the end of the lawsuit.
- 6.9.3 When the reason for convening a shareholder meeting is for the complete election of directors and the date of assumption of office is specified, the date of assumption of office cannot be changed at the same meeting by temporary motion or other means after the election is completed.

6.10 Meeting records

- 6.10.1 The resolutions of the shareholder meeting should be recorded in the minutes, signed or stamped by the Chairman, and distributed to each shareholder within 20 days after the meeting. The minutes can be produced and distributed electronically.
- 6.10.2 For shareholders holding less than 1,000 registered shares, the distribution of the minutes mentioned in the previous paragraph may be made through the announcement on the website of the Public Information Observation System.
- 6.10.3 The minutes should accurately record the year, month, day, venue, name of the Chairman, decision-making method, summary of the proceedings, and the voting results (including the weighted vote) of the meeting. When electing directors, the number of votes received by each candidate should be disclosed. The minutes should be preserved permanently during the existence of the company.
- 6.10.4 For shareholder meetings held via video conference, in addition to the items required to be recorded in the preceding paragraph, the meeting start and end time, the method of convening the meeting, the names of the chairperson and recorder, and the handling and status of any obstacles encountered during the video conference due to natural disasters, emergencies, or other force majeure events should also be recorded in the minutes. When the company holds a video shareholder meeting, it should also record in the minutes the alternative measures provided to shareholders who have difficulty participating in the meeting via video.
- 6.10.5 The Company should continuously record the entire process of shareholder registration,

meeting proceedings, and vote counting through audio and video recording from the time of shareholder registration. The audio and video data should be saved for at least one year. However, if a lawsuit is filed by shareholders under Article 189 of the Company Law, it should be saved until the end of the lawsuit. For shareholder meetings held via video conference, the Company should record and save the registration, registration, inquiry, voting, and vote counting results of the shareholders, and continuously record the entire video conference through audio and video recording. The Company should properly preserve the data and audio and video recordings during its existence and provide the entrusted party responsible for handling video conference affairs with the audio and video recordings of the back-end operating interface of the video conference platform.

6.11 Public announcements

- 6.11.1 The number of shares solicited, the number of shares represented by the proxy, and the number of shares attended in writing or electronically by shareholders should be compiled into a statistical table in the prescribed format and clearly displayed at the meeting venue on the day of the shareholder meeting. For shareholder meetings held via video conference, the Company should upload the above information to the video conference platform at least thirty minutes before the meeting starts and continue to disclose it until the end of the meeting. When announcing the start of the video conference shareholder meeting, the company should disclose the total number of shares represented by attending shareholders on the video conference platform. If there are other statistics on the total number of shares represented by attending shareholders and voting rights during the meeting, they should be disclosed as well.
- 6.11.2 If a resolution of a shareholder meeting constitutes a material information under the laws and regulations or the regulations of the Taiwan Stock Exchange Corporation, the Company should transmit the content to the Public Information Observation System within the prescribed time limit.
- 6.11.3 For shareholder meetings held via video conference, the Company should disclose the voting results of each agenda item and the election results on the video conference platform immediately after the voting ends, and continue to disclose them for at least fifteen minutes after the chairperson announces the adjournment of the meeting.
- 6.11.4 When the Company holds a video conference shareholder meeting, the chairperson and recorder should be at the same location in the Republic of China, and the chairperson should announce the address of the location at the beginning of the meeting.

6.12 Maintenance of Meeting Order

- 6.12.1 The personnel in charge of the shareholder meeting should wear identification cards or armbands.
- 6.12.2 The Chairman may direct the inspector or security personnel to assist in maintaining order at the meeting venue. When the inspector or security personnel are present to assist in maintaining order, they should wear an armband or identification card bearing the words "Inspector".
- 6.12.3 If there is a sound amplification device at the meeting venue, the Chairman may prohibit shareholders from speaking with equipment other than that provided by the Company
- 6.12.4 Shareholders who violate the rules of procedure and refuse to comply with the Chairman's correction, obstruct the progress of the meeting, and do not comply with the prohibition may be directed by the Chairman to leave the meeting venue with the

assistance of the inspector or security personnel.

- 6.12.5 For shareholder meetings held via video conference, the Company may provide shareholders with a simple connection test before the meeting and provide relevant services in real-time during the meeting to assist with technical communication issues.

When a shareholder meeting is held via video conference, the Chairman should announce separately at the beginning of the meeting, except for the matters specified in the Fourth item of Article 44-2, Item 20 of the Guidelines for Handling Stock Affairs of Public Companies, that in the event of a natural disaster, an incident, or other force majeure that causes a disruption of the video conference platform or participation by video conference for more than thirty minutes continuously before the Chairman announces the adjournment of the meeting, the date of the adjourned or resumed meeting shall be postponed or continued within five days, and the provisions of Article 182 of the Company Act shall not apply.

Shareholders who did not register to participate in the original shareholder meeting via video conference shall not participate in the adjourned or resumed meeting.

For shareholders who registered to participate in the original shareholder meeting via video conference and completed the check-in but did not participate in the adjourned or resumed meeting as required by the second paragraph, their shares represented at the original shareholder meeting, the voting rights exercised, and the election rights shall be counted as part of the total shares, voting rights, and election rights of the attending shareholders at the adjourned or resumed meeting.

For the adjourned or resumed shareholder meeting held in accordance with the second paragraph, the agenda that has already been voted on and counted, and the announcement of the voting results or the list of elected directors or supervisors, do not need to be re-discussed and voted on.

When the Company holds a video-assisted shareholder meeting, in the event that it is unable to continue the video conference meeting as stipulated in the second paragraph, if the total shares represented by attending shareholders still meet the legal threshold for the shareholder meeting after deducting the shares represented by attending shareholders via video conference, the shareholder meeting shall continue without being postponed or resumed in accordance with the provisions of the second paragraph.

For shareholders who participate in the shareholder meeting via video conference as stipulated in the preceding paragraph, their attendance shall be counted as part of the total shares represented by attending shareholders, but they shall be deemed to have waived their voting rights for all agenda items of the shareholder meeting.

When the Company postpones or resumes the meeting in accordance with the provisions of the second paragraph, it shall carry out the relevant preparatory work in accordance with the provisions of Item 7 of paragraph 20 of Article 44-2 of the Guidelines for Handling Stock Affairs of Public Companies and the original date of the shareholder meeting.

For the period specified in the latter half of paragraph 12 and paragraph 13, Item 3 of the Rules for the Use of Proxy at Shareholder Meetings of Public Companies and Item 2, Item 15, and Item 17, paragraph 1 of Article 44 of the Guidelines for Handling Stock Affairs of Public Companies, the Company shall hold the adjourned or resumed shareholder meeting in accordance with the date of the adjourned or resumed shareholder meeting as stipulated in the second paragraph.

- 6.12.6 When the Company holds a video conference for shareholders' meetings, appropriate alternative measures shall be provided for shareholders who have difficulty attending the meeting by video.
- 6.13 Recess, adjournment
- 6.13.1 During the meeting, the Chairman may announce a recess at his or her discretion. In the event of uncontrollable circumstances, the Chairman may temporarily suspend the meeting and announce a resumption time depending on the situation.
- 6.13.2 If the meeting venue cannot continue to be used before the scheduled agenda (including ad hoc motions) is completed, the shareholders' meeting may resolve to find another venue to continue the meeting.
- 6.13.3 The shareholders' meeting may resolve to postpone or adjourn the meeting within five days.
- 6.13.4 After the meeting is adjourned, shareholders may not elect another chairman to continue the meeting at the original location or another venue.
- 6.14 These rules shall be effective after being passed by the shareholders' meeting and shall also apply to any amendments. After the establishment of these rules, if there are changes to relevant laws and regulations, these rules shall be revised in a timely manner and shall be passed by the Board of Directors and shareholders' meeting in accordance with the laws and regulations.
- 6.15 The date of the establishment of these shareholders' meeting rules is November 29, 2011.
- The first amendment was made on March 15, 2013 by the board of directors and on June 10, 2013 by the shareholders' meeting
- The second amendment was made on May 7, 2019 by the board of directors and on June 27, 2019 by the shareholders' meeting.
- The third amendment was made on March 27, 2020 by the board of directors and on June 23, 2020 by the shareholders' meeting.
- The fourth amendment was made on August 12, 2020 by the Board of Directors and on June 23, 2021 by the shareholders' meeting..
- The fifth amendment was made on May 12, 2022 by the Board of Directors and on June 23, 2022 by the shareholders' meeting..
- The fifth amendment was made on June 9, 2023 by the Board of Directors and on June 24, 2024 by the shareholders' meeting.

Jinli Group Holdings Limited

Regulations Governing the Acquisition and Disposal of Assets

1. Purpose

In order to protect assets, implement information disclosure, and make The Company and its subsidiaries acquire or dispose of assets in accordance with relevant laws and regulations, these Regulations is stipulated in accordance with the letter of interpretation.

2. Scope

The acquisition or disposal of the following assets by The Company and its subsidiaries shall be conducted in accordance with the Regulations:

2.1 Investments in stocks, government bonds, corporate bonds, financial bonds, securities

representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.

2.2 Real property (including land, houses and buildings, investment property, land access, and construction enterprise inventory), plant and equipment.

2.3 Memberships.

2.4 Patents, copyrights, trademarks, franchise rights, and other intangible assets.

2.5 Right-of-use assets.

2.6 Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).

2.7 Derivatives.

2.8 Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.

2.9 Other major assets.

3. Rights and responsibilities

3.1 The Company and its subsidiaries: relevant matters shall be conducted in accordance with these Regulations.

4. Definition

4.1 Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or

hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts and long-term purchase (sales) contracts.

- 4.2 Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
- 4.3 Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 4.4 Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- 4.5 Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of Directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
- 4.6 Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- 4.7 Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting

enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.

- 4.8 Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- 4.9 Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

5. Operational procedure

- 5.1 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide The Company and its subsidiaries in connection with the acquisition or disposal of assets with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:
1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
 2. May not be a related party or de facto related party of any party to the transaction.
 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the person referred to in the preceding

paragraph shall handle the following matters in accordance with the self-discipline norms of each trade association to which he belongs:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When executing a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. The sources of data, parameters, and information used shall be evaluated item by item for their appropriateness and reasonableness, which shall serve as the basis for issuing the appraisal report or opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

5.2 The following procedures shall apply to the appraisal of assets acquired or disposed of by The Company and its subsidiaries, the determination of transaction terms and prices, etc.:

1. For securities acquired or disposed of in the central trading market or an over-the-counter venue, the undertaking entity shall submit for approval the reasons for acquiring or disposing of such securities, the subject matter, the price reference basis, etc. in accordance with the "resolution authority table" of The Company and its subsidiaries. For securities or private placement of securities acquired or disposed of not in the central trading market or an over-the-counter venue, the undertaking entity shall submit to the Board of Directors for approval the reasons for acquiring or disposing of such securities, the subject matter, the contraction counterparty, transfer price, terms of receipt and payment, the price reference basis, etc. in accordance with the "resolution authority

table" of The Company and its subsidiaries. Material asset transactions shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution.

2. The acquisition or disposal of real property or equipment shall be either by price comparison, negotiation or bidding. The resolution on transaction price and transaction terms of real property shall refer to the announced present value, appraised present value, actual transaction price of neighboring real property, etc., and shall be submitted for approval in accordance with the "resolution authority table" of The Company and its subsidiaries. Where these Regulations, the "resolution authority table" of The Company and its subsidiaries or other matters required to be submitted to Board of Directors for approval that other acts provide subject to material asset transaction shall be approved by more than half of all audit committee members and submitted to Board of Directors for resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting. The terms "all audit committee members" and "all directors" in the Paragraph shall be counted as the actual number of persons currently holding those positions.
3. To obtain or dispose of memberships, the price shall be subject to the comprehensive evaluation of the expected future value added and the resulting benefits, and shall be conducted after approved in accordance with "resolution authority table" of The Company and its subsidiaries.
4. To obtain or dispose of intangible assets such as patents, copyrights,

trademarks, franchise rights, etc., the price shall be subject to the comprehensive evaluation of factors such as the expected future value added, the degree of technology development and innovation, the status of being protected by law, the condition of authorization and implementation, production cost or implementation cost and relevant factors engaging obliges and authorized persons, and shall be conducted after approved in accordance with “resolution authority table” of The Company and its subsidiaries.

5.3 The stipulation of the regulations

5.3.1 After these Regulations have been approved by the audit committee, they shall be submitted to the Board of Directors for resolution, and then to a shareholders’ meeting for approval. If any director expresses dissent and it is contained in the minutes or a written statement, The Company shall submit the director's dissenting opinion to the audit committee, and then to a shareholders’ meeting for discussion; the same applies when these Regulations are amended. After the establishment of these Regulations, if relevant laws and regulations are changed, they shall be amended in due time, and shall be submitted to and approved by resolution of the audit committee, the Board of Directors and a shareholders’ meeting in accordance with laws and regulations.

5.3.2 When these Regulations are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director’s opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.

5.3.3 The stipulation or amendment of these Regulations shall be submitted to and approved by more than half of all audit committee members (counted as the actual number of persons currently holding those positions) and then submitted to the Board of Directors for resolution. If approval of more than half of all audit

committee members (counted as the actual number of persons currently holding those positions) as required in the preceding paragraph is not obtained, the regulations may be implemented if approved by more than two-thirds of all directors (counted as the actual number of persons currently holding those positions), and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting.

5.4 The acquisition or disposal of assets

5.4.1 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, The Company and its subsidiaries, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where the appraisal results of professional appraisers involve any of the following circumstances, unless the appraisal results for the acquisition of assets are all higher than the transaction amount, or the appraisal results for the disposal of assets are all lower than the transaction amount, a CPA shall be engaged to provide a specific opinion regarding the reasons for the discrepancy and the fairness of the transaction price:
 - A. The discrepancy between the appraisal result and the transaction amount is 20

percent or more of the transaction amount.

B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

4. The date of the appraisal report issued by a professional appraiser and the date of the contract execution shall not be more than three months apart. However, if the announced current land value for the same period applies and the period does not exceed six months, an opinion may instead be issued by the original professional appraiser.

Except where a public company in the construction industry uses a limited price, specified price, or special price as the reference basis for the transaction price, if there is a justifiable reason for the inability to promptly obtain an appraisal report, such report shall be obtained within two weeks commencing immediately from the date of occurrence of the event. Furthermore, the CPA opinion referred to in Subparagraph 3 of the preceding paragraph shall be obtained within two weeks commencing immediately from the date of acquisition of the appraisal report.

5.4.2 When the Company or its subsidiaries acquire or dispose of securities, they shall, prior to the date of occurrence of the event, obtain the target company's most recent financial statements audited or reviewed by a certified public accountant (CPA) as a reference for evaluating the transaction price. Furthermore, if the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of occurrence of the event, engage a CPA to provide an opinion on the reasonableness of the transaction price. However, this shall not apply if the securities have a public quotation in an active market or if otherwise provided by the Financial Supervisory Commission (hereinafter referred to as the "FSC").

5.4.3 Where the transaction amount of the acquisition or disposal of intangible assets, right-of-use assets thereof, or memberships by the Company or its subsidiaries reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of occurrence of the event, engage a CPA to provide

an opinion on the reasonableness of the transaction price, except for transactions with domestic government agencies.

5.4.4 The quota for the acquisition or disposal of real property and right-of-use assets thereof for non-business use and the investment of securities

1. The total amount of real property and right-of-use assets thereof for non-business use purchased by The Company shall be limited to 15 percent of The Company's net value; the total amount of real property and right-of-use assets thereof for non-business use purchased by each subsidiary of The Company shall be limited to 5 percent of The Company's net value.
2. The total amount of The Company's investment of securities shall be limited to 50 percent of The Company's net value; the total amount of The Company's each subsidiary's investment of securities shall be limited to 25 percent of The Company's net value.
3. The amount of The Company's investment of individual securities shall be limited to 25 percent of The Company's net value; the amount of The Company's each subsidiary's investment of individual securities shall be limited to 10 percent of The Company's net value. The calculation of the above amount of investment of the securities shall be calculated on the basis of the original investment cost.
4. The transaction amount of The Company's acquisition or disposal of memberships or intangible assets shall be limited to 50 percent of the shareholder's equity of The Company.
5. The total amount of the investment in mainland China area of The Company and its subsidiaries shall not exceed the limits set by the competent authority for investment in mainland China.

5.4.5 Where the Company and its subsidiaries acquire or dispose of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

5.4.6 The calculation of the transaction amounts referred to in the preceding three paragraphs shall be done in accordance with Article 5.8.1 herein, and "within the

preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

5.5 Transaction procedures of related parties

5.5.1 When the Company and its subsidiaries engages in any acquisition or disposal of assets from or to

a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with these Regulations described above and the Article, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in accordance with the provisions of the preceding Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 5.4.6 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

5.5.2 When The Company and its subsidiaries intend to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when The Company and its subsidiaries intend to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and Board of Directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.

2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 5.5.3 to Article 5.5.5.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to The Company and its subsidiaries and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

Regarding the following transactions between the Company and its parent company, subsidiaries, or subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or total capital, the Board of Directors may, pursuant to Subparagraph 3, Paragraph 1 of Article 7, authorize the Chairman to approve such transactions within a certain limit in advance, and subsequently report them to the most recent Board of Directors meeting for ratification:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

For those who have established independent directors in accordance with the provisions of this Act, when submitting them to the board of directors for discussion in accordance with the provisions of Paragraph 1, the opinions of each independent director shall be fully considered, and any dissenting opinions or reservations of independent directors shall be stated in the minutes of the board meeting.

Where an Audit Committee has been established in accordance with this Act,

matters that require recognition by Supervisors under Paragraph 1 shall be subject to the consent of one-half or more of all members of the Audit Committee and then be submitted to the Board of Directors for a resolution. The provisions of Paragraphs 4 and 5 of Article 6 shall apply *mutatis mutandis*.

Where a public company or its subsidiary that is not a domestic public company engages in a transaction specified in Paragraph 1, and the transaction amount reaches 10 percent or more of the public company's total assets, the public company shall submit the information listed in each subparagraph of Paragraph 1 to the shareholders' meeting for approval before it may sign a transaction contract and make payments. However, transactions between the public company and its parent company, subsidiaries, or between its subsidiaries, shall be exempted from this requirement..

5.5.3 The Company and its subsidiaries that acquire real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means: 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year The Company and its subsidiaries purchase the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total appraised loan value from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company and its subsidiaries that acquire real property or right-of-use assets thereof from a related party and appraise the cost of the real property or right-of-use assets thereof in accordance with Paragraph 1 and Paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.

5.5.4 Where The Company and its subsidiaries acquire real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of Article 5.5.2, and the provisions of Article 5.5.3 do not apply:

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

5.5.5 When the results of an appraisal of The Company and its subsidiaries conducted in accordance with Article 5.5.3, Paragraph 1 and Paragraph 2 are uniformly lower than the transaction price, the matter shall be handled in accordance with Article 5.5.6. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply: 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: A. Where undeveloped land is appraised in accordance with the means in Article 5.5.3 to Article 5.5.4, and structures according to the related party's construction cost plus

reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the relevant competent authorities, whichever is lower. B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

2. Where The Company and its subsidiaries acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provide evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring parcels of land in the preceding two paragraphs in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

- 5.5.6 Where The Company and its subsidiaries acquire real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Article 5.5.3 to Article 5.5.5 are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with the provisions of relevant laws and regulations against the difference between the transaction price of real property

or right-of-use assets thereof and appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where The Company and its subsidiaries use the equity method to account for its investment in another company, if one of the terms of transaction in this subparagraph conforms to another company, the special reserve called for under the provisions of relevant laws and regulations shall be set aside pro rata in a proportion consistent with the share of the equity stake of The Company and its subsidiaries.

2. The audit committee shall supervise the implementation of the preceding subparagraph of The Company and its subsidiaries. The audit committee may from time to time, for purposes of supervision, investigate the business and financial condition of the company, examine the books and documents, and may request a report from the Board of Directors or managers. In handling the matters referred to in the preceding paragraph, the audit committee may, on behalf of the company entrust attorneys and accountants to examine such matters.
3. Actions taken pursuant to Subparagraph 1 and Subparagraph 2 shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company and its subsidiaries that have set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.

When The Company and its subsidiaries obtain real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms-length transaction.

5.6 Engage in derivatives trading

5.6.1 The Company and its subsidiaries engaging in derivatives trading shall comply with “procedures governing derivatives trading” of The Company.

5.7 Merger, demerger, acquisition and transfer of shares

5.7.1 The Company and its subsidiaries that conduct a merger, demerger, acquisition, or transfer of shares, prior to convening the Board of Directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by The Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which The Company directly or indirectly holds 100 percent of the respective subsidiaries’ issued shares or authorized capital.

5.7.2 The Company and its subsidiaries participating in a merger, demerger, acquisition shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders’ meeting and include it along with the expert opinion referred to in Article 5.7.1 when sending shareholders notification of the shareholders’ meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders’ meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders’ meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders’ meeting, The Company and its subsidiaries participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders’ meeting.

5.7.3 The Company and its subsidiaries participating in a merger, demerger, or acquisition shall convene a Board of Directors meeting and shareholders' meeting with other participating company on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent. The Company and its subsidiaries participating in a transfer of shares shall call a Board of Directors meeting on the day of the transaction, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent.

The Company shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a Board of Directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors meeting.

The Company shall, within 2 days counting inclusively from the date of passage of a resolution by the Board of Directors, in accordance with relevant laws and regulations report the information set out in Paragraphs 1 and 2 to relevant competent authorities for recordation in the prescribed

format and via the Internet-based information system.

5.7.4 Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

5.7.5 The Company and its subsidiaries participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities.
2. An action, such as a disposal of major assets, that affects the company' financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms that the contract stipulates may be altered and that have been publicly disclosed.

5.7.6 The contract for participation by The Company and its subsidiaries in a merger, demerger, acquisition or transfer of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders' meeting if the plan exceeds the deadline without completion, and relevant procedures.

5.7.7 After public disclosure of the information, if any company of The Company and its subsidiaries participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders' meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another shareholders' meeting to resolve on the matter anew.

5.7.8 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, The Company and its subsidiaries shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 5.7.3, Article 5.7.4 and Article 5.7.7.

5.8 Disclosure of information

5.8.1 Under any of the following circumstances, the Company or its subsidiaries, in acquiring or disposing of assets, shall publicly announce and report the relevant information on the website designated by the competent authority in the prescribed format based on the nature of the transaction within two days commencing immediately from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent of the company's paid-in capital, 10 percent of the company's total assets, or NT\$300 million or more. However, this shall not apply to the trading of domestic government bonds or bonds with repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the maximum loss limit for all or individual contracts.
4. Acquisition or disposal of equipment or right-of-use assets thereof held for business use, where the counterparty is not a related party, and the transaction amount reaches any of the following thresholds:
 - (1) For a public company with paid-in capital of less than NT\$10 billion, the transaction amount reaches NT\$500 million or

more.

- (2) For a public company with paid-in capital of NT\$10 billion or more but less than NT\$50 billion, the transaction amount reaches NT\$1 billion or more.
5. For a public company engaged in the construction business that acquires or disposes of real property or right-of-use assets thereof held for construction use, where the counterparty is not a related party and the transaction amount reaches NT\$500 million or more.
6. Where real property is acquired through the methods of building on one's own land under contract, building on rented land under contract, joint construction and allocation of housing units, joint construction and profit sharing, or joint construction and separate sale, and the counterparty is not a related party, the threshold for the transaction amount which the Company and its subsidiaries expect to invest shall be NT\$500 million or more.
7. Asset transactions other than those specified in the preceding six subparagraphs, disposal of receivables by a financial institution, or investments in the Mainland China area, where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more. However, this shall not apply to the following circumstances:
 - (1) Trading of domestic government bonds or foreign government bonds with a credit rating not lower than the sovereign rating of Taiwan.
 - (2) Trading of securities by professional investors on a stock exchange or at a securities company's business premises, or subscription in the primary market of foreign government bonds, ordinary corporate bonds, or general financial bonds without equity characteristics (excluding subordinated bonds) that are

offered and issued; subscription or redemption of securities investment trust funds, exchange-traded notes (ETN), or futures trust funds; or securities subscribed by a securities firm as required for its underwriting business or for its role as a recommending firm for an Emerging Stock company in accordance with the regulations of the Taipei Exchange.

- (3) Trading of bonds with repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The transaction amounts referred to in the preceding paragraph shall be calculated in the following manners:

- A. The amount of each individual transaction.
- B. The cumulative transaction amount of acquisitions or disposals of the same nature with the same counterparty within one year.
- C. The cumulative amount of acquisitions or disposals (acquisitions and disposals shall be accumulated separately) of real property or right-of-use assets thereof under the same development project within one year.
- D. The cumulative amount of acquisitions or disposals (acquisitions and disposals shall be accumulated separately) of the same security within one year.

The term "within one year" as used in the preceding paragraph refers to the one-year period retroactively calculated from the date of occurrence of the current transaction. Items that have been publicly announced in accordance with these Procedures need not be counted toward the transaction amount.

5.8.2 The Company shall compile monthly reports on the status of derivatives trading engaged

in up to the end of the preceding month by The Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by relevant competent authorities by the 10th day of each month.

5.8.3 When The Company and its subsidiaries acquiring or disposing of assets at the time of public announcement makes an error or omission in an project required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

5.8.4 The Company and its subsidiaries acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

5.8.5 Where any of the following circumstances occurs with respect to a transaction that The Company and its subsidiaries have already publicly announced and reported in accordance with the provisions of Article 5.8.1 to Article 5.8.3, a public report of relevant information shall be made on the information reporting website designated by relevant competent authorities within 2 days counting inclusively from the date of occurrence of the event:

- 1.Change, termination, or rescission of a contract signed in regard to the original transaction.

- 2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.

- 3.Change to the originally publicly announced and reported information.

5.8.6 The requirement of 10% of total assets under these Regulations shall be calculated based on the total asset amount in the most recent parent-company-only or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

6. The Regulations was stipulated on May 5, 2011.

The first amendment was made on March 20, 2014.

The second amendments were made on March 20, 2014 and June 22, 2017.

The third amendments were made on March 27, 2019 and June 27, 2019.

The fourth amendments were made on March 30, 2022 and June 23, 2022.

The amendments to this Code shall come into force on the date of issuance.

Jinli Group Holdings Limited

Procedures for Loaning Funds to Others

1. Purpose

In order to strengthen the management of loaning of funds and reduce business risks, these Operational Procedures shall be followed.

2. Scope

These Operational Procedures applies to the loaning of funds by The Company and its subsidiaries.

3. Rights and responsibilities

3.2 The Company and its subsidiaries shall execute in accordance with these Operational Procedures.

4. Definition

The Company and its subsidiaries mentioned in these Operational Procedures shall be determined in accordance with the provisions of Governing the Preparation of Financial Reports by Securities Issuers.

5. Process

None

6. Content of operation

6.1. Entity and maximum amount of loaning of funds

6.1.1 The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:

1. Where business transaction of a company or firm calls for a loan arrangement.
2. Where an inter-company or inter-firm short-term financing facility is

necessary, provided that

such financing amount shall not exceed 40 percent of the lender's net worth. The term "short-term" as used in the preceding paragraph is a time period of one year or one operating cycle (whichever is longer). The term "financing amount" refers to the cumulative balance of The Company's short-term financing. Where the short-term financing facility is necessary refers to the following circumstances:

- A. A company in which The Company directly or indirectly holds more than 50 percent of the voting shares having a business need for short term financing.

B. Where short-term financing is required for a company or firm due to purchase of materials or operational needs.

6.1.2 Where funds are loaned for reasons of business dealings with The Company, the accumulated amount of loans granted shall not exceed 50 percent of the net worth of The Company, and the amount of individual loan granted shall not exceed the amount of purchase or sale by The Company in the past year or the current year counting inclusively until the funds are loaned, whichever is higher.

6.1.3 Entities funds loaned to without business transaction involved but with short-term financial need

The accumulated amount of loans granted by The Company shall not exceed 40 percent of the net worth of the company loaned to; the maximum amount of loans granted to individual legal party or group shall not exceed 40 percent of the company loaned to.

6.1.4 The term of each short-term financing shall not exceed one year from the date of loaning, and in principle the interest rate shall not be lower than the short-term lending rate of the bank on the date of borrowing. The Company shall calculate and collect the loan interest on a monthly basis in principle.

6.1.5 The accumulated amount of inter-company loans of funds between overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares due to short-term necessary financing facility, or loans of funds to The Company by overseas companies in which The Company holds directly or indirectly 100 percent of the voting shares shall not exceed 80 percent of the net worth of the company loaned to, and the individual loan of funds shall not exceed 40 percent of the net worth of the company loaned to. The limited amount the overseas companies in which The Company holds directly or indirectly 100% of the voting shares loan funds to individual subsidiary and the accumulated amount of all companies shall not exceed 40 percent of the net worth of the subsidiaries loaned to, all of which applies to the restrictions of Article 6.1.4 on the period of financing and the calculation and collection of loan interest rate.

6.1.6 Where The Company engages in short-term financing in accordance with the provisions of

the preceding paragraph, it shall, in addition to the provisions of the preceding paragraph, strengthen the risk assessment and set the limit of loaning for no collateral, the same industry, the same affiliated enterprises or the group enterprises.

6.2 Application procedures

6.2.1 When the Company deals with loaning funds matters, the borrower shall first submit the necessary company information and financial information and apply to the company for the amount of financing with the "application form of loaning funds matters".

6.2.2 After the company accepts the application, the financial division shall investigate, evaluate and prepare a report on the business, financial status, solvency and credit, profitability and the purpose of loaning of the entity loaned to. The finance and accounting department shall make a detailed evaluation of the entity loaned to. The evaluation items shall include at least:

- (1) The necessity and reasonability of loaning funds to others.
- (2) Measure whether the amount of loaning funds is necessary according to the financial status of the entity loaned to.
- (3) Whether the cumulative amount of loaning funds is still within the limit.
- (4) Impact on The Company's operating risks, financial status and shareholders' equity
- (5) Whether the collateral and its appraised value should be obtained
- (6) Submit credit investigation and risk assessment records of the entity loaned to.

6.2.3 After the credit investigation or evaluation, if the borrower's credit evaluation is poor or the loan is not used properly, the handling personnel shall give the reason for refusal and reply to the borrower not to be loaned as soon as possible after the signature and approval of the general manager. For cases where credit investigation results are good and the use of the loan is justified, the handling personnel shall fill in credit investigation report and opinions, and submit the credit investigation report and opinions to the general manager for review step by step after the loan terms are prepared, and submit them to the Board of Directors for approval.

6.3 Approval

6.3.1 Before loaning funds to others, The Company shall carefully evaluate whether it conforms to the provisions of These Procedures and submit the evaluation results to the competent authorities for approval and report to the Board of Directors for resolution, and shall not authorize others to make decisions.

6.3.1.1 When loaning of funds is conducted between The Company and its parent or subsidiaries or between the subsidiaries of The Company, an approval from the Board of Directors shall be obtained in accordance with The Article, and the chairman of The Company shall be authorized to handle the matter within the specific amount of fund loaning to the same party approved by the Board of Directors and the loaning is authorized in installment or revolver within one year. A specific amount, the amount of loaning granted to an individual enterprise by The Company or its subsidiaries, referred to in The Article shall not exceed 10 percent of the net worth of the most recent financial statements of The Company or its subsidiaries, except as provided in Article 6.1.5.

6.3.1.2 Other entities shall be submitted case by case to the Board of Directors for resolution.

6.3.2 Where the Company has established the position of independent director, when loaning funds to others, the Board of Directors shall take into full consideration each independent director's opinion; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the Board of Directors' meeting.

6.3.3 After the credit investigation or evaluation, for cases not to be loaned by the Board of Directors' resolution, the handling personnel shall give the reason for refusal and reply to the borrower as soon as possible.

6.4 Allocation of funds

6.4.1 After the approval of the Board of Directors, the handling personnel shall inform the borrower by letter or cable as soon as possible, detailing the terms of The Company's loan, including the amount, term, interest rate, collateral and guarantor,

etc., and ask the borrower to sign the contract and complete all procedures within the time limit.

6.4.2 To secure the company's claims, the borrower shall issue a promissory note of the same amount to The Company. At the time of repayment, it is presented to the bank according to the maturity date of the promissory note.

6.4.3 The terms of loaning case shall be prepared by the handling personnel, reviewed by the competent personnel, and referred to the legal counsel for comments when necessary, and then go through the signing procedures.

6.4.4 The contents of the agreement shall be consistent with the approved terms of the loan. After the borrower and the joint guarantors sign the agreement, the handling personnel shall complete the formalities of the identity verification.

6.4.5 If financial guaranty is required in the loaning case, the borrower shall provide the guaranty and handle the procedure of pledge or mortgage to ensure the claim of The Company.

6.4.6 Collateral in addition to land and securities shall be insured against fire, ships and vehicles should be insured against all risks, and the insurance amount shall not be less than the value of the collateral in principle. The policy shall be endorsed in favor of The Company, and the name, quantity, place of deposit, terms of insurance and endorsement stated in the policy shall be consistent with the original terms loaned by The Company. If the building has not been numbered at the time of setting, the address shall be marked with the parcel section and parcel number where the building is located. The handling personnel shall pay attention to inform the borrower to continue the insurance before the expiration of the insurance period.

6.4.7 After the terms of the loan have been approved and the borrower has signed the contract and registered the collateral mortgage, the funds will be allocated after all procedures have been checked and found to be correct.

6.5. Repayment

6.5.1 After the loan is allocated, the financial, business and credit status, etc. of the borrower and the guarantor shall be paid constant attention to, if there is any

collateral, whether the value of the collateral has changed shall be paid attention to. One month before the loan is due, the borrower shall be informed to pay off the principal and interest or go through the renewal procedures.

6.5.2 When the borrower is due to repay the loan, it shall first calculate the interest payable and, after the principal and interest are paid together, cancel the promissory note, IOU and other certificates of the obligatory claim and return them to the borrower.

6.5.3 If the borrower applies for mortgage cancellation, whether there is remaining sum of loan shall be found out first, and furthermore decide whether to agree to conduct mortgage cancellation.

6.5.4 The borrower shall pay off the principal and interest upon the maturity of the loan, and The Company may, in accordance with the law, punish and recover the collateral or guarantor provided by the borrower if violated.

6.6. Follow-up control measures for the amount of loaning funds and procedures for handling overdue claims

6.6.1 The financial division shall record the details of the loaning matters in the “memorandum book of loaning funds to other”, including the object loaned to, the amount of loan, the date of the Board of Directors’ resolution, the loaning date, the balance by the end of this month and the matters that should be carefully evaluated and recorded for future reference in accordance with these Procedures.

6.6.2 After the loan is made, the handling personnel for the cases they are in charge shall file the agreements, promissory notes and other certificates of obligatory claim, as well as the documents of collateral, insurance policies and current documents in order for future reference.

6.6.3 After the loan is made, The Company shall pay constant attention to the repayment of the borrower’s loan of funds. If it is found that the borrower fails to perform the agreed matters for any reason, it shall immediately notify the borrower in writing. If the overdue claim exceeds 15 days after The Company’s written notice of collection, and the borrower is still unpaid, it shall appeal to the court for a ruling according to

law.

6.7. Matters needing attention

6.7.1 Internal auditors shall perform auditing on these Procedures and the implementation of these Procedures every quarter and prepare written auditing reports. If there is any violation found, a written report shall be prepared to notify the audit committee.

6.7.2 If the Company changes due to circumstances and the entity loaned to is inconsistent with these Procedures or relevant provisions or the balance exceeds the limit, The Company shall stipulate an improvement plan, submit the relevant improvement plan to the audit committee, and complete the improvement according to the schedule.

6.7.3 The handling personnel shall compile the memorandum book of loaning funds to other of the preceding month before 10th day of each month and submit for review step by step.

6.7.4 The Company shall evaluate the status of loaning and make adequate provision for bad debts, properly disclose information in the financial statements, and provide certified public accountants with relevant information for conducting necessary verification procedures.

6.8. Procedures for governing the loaning funds to others by subsidiaries

1. Where a subsidiary of The Company intends to loan funds to others, it shall also be required to establish and conduct in accordance with these Procedures; provided, the net worth is calculated based on the net worth of the subsidiary.

2. The subsidiary shall, before 10th day of each month (excluding the 10th day), prepare and submit to The Company a detailed list of the preceding month's loaning funds to other companies.

3. The auditors of The Company shall, when reviewing the subsidiaries according to the annual audit plan, understand the implementation status of the operational procedures for loaning funds to others of the subsidiaries. If any missing items are found, they shall continuously follow up the improvement status and prepare follow-up reports and submit to the Board of Directors and the audit committee.

6.9. Disclosure of information

6.9.1 If the loaning balance of The Company meets one of the following standards, it shall be announced publicly within two days from the date of the occurrence of the event. The date of the occurrence of the event refers to the date of the signing of the transaction, the date of payment, the date of the resolution of the Board of Directors or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier:

6.9.1.1 The balance of loaning funds to others by The Company and its subsidiaries amounts to more than 20 percent of the net worth of The Company's most recent financial statement.

6.9.1.2 The balance of loaning funds to individual enterprise by The Company and its subsidiaries amounts to more than 10 percent of the net worth of The Company's most recent financial statement.

6.9.1.3 Where the amount of new loaning funds by The Company or its subsidiaries amounts to more than NT\$10 million and more than 2 percent of the net worth of The Company's most recent financial statement.

6.9.2 Where a subsidiary of The Company is not a public company, The Company shall be responsible for the matters required to be publicly announced referred to in the preceding article. The ratio of the loaning fund balance of the subsidiary to the net worth of the company in the preceding subparagraph shall be calculated based on the ratio of the loaning fund balance of the subsidiary to the net worth of The Company.

6.10 In case of violation of these Procedures and relevant laws and regulations, the employee shall be subject to the 從業人員獎懲管理辦法 and the employee manual of The Company for assessment and shall be punished according to the severity of the violation.

6.11 The stipulation of these Operational Procedures

6.11.1 After these Procedures is approved by the audit committee, it shall be submitted to the Board of Directors for resolution and to the shareholders' meeting for approval. Where there any director expresses dissent and it is contained in the minutes or a written statement, The Company shall submit the dissenting opinions to the audit

committee and to the shareholders' meeting for discussion. The same shall apply to any amendments to these Procedures. After the stipulation of these Procedures, if relevant laws and regulations are changed, these Procedures shall be amended in due time and shall be approved by the resolution of the audit committee, the Board of Directors and shareholders' meeting in accordance with the laws and regulations.

6.11.2 When these Procedures are submitted to the Board of Directors for discussion in accordance with the provisions of the preceding subparagraph, the Board of Directors shall take into full consideration each independent director's opinion; If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.

6.11.3 The stipulation or amendment of these Procedures shall be approved by more than half of all audit committee members (counted as the actual number of persons currently holding those positions) and sent to the Board of Directors meeting for resolution. If approval of more than half of all audit committee members (counted as the actual number of persons currently holding those positions) is not obtained, these Procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting.

6.12 These Procedures was stipulated on May 5, 2011.

The first amendment was made on September 13, 2012.

The second amendment was made on March 20, 2014.

The third amendments were made on August 7, 2018 and March 27, 2019.

Jinli Group Holdings Limited

Regulations for Election of Directors

Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

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.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3,

and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5

Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation 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 this Corporation's articles of incorporation, this Corporation 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, 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 6

The cumulative voting method shall be used for election of the directors at this Corporation. 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.

Article 7

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors 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. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8

The number of directors will be as specified in this Corporation's articles of incorporation, with

voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 6

JINLI GROUP HOLDINGS LIMITED Shareholding Status of All Directors

1. The number of shares issued by the Company is 185,747,151.
2. The statutory minimum number of shares held by all directors is 11,144,829.
3. Up to the book closure date for the Annual General Meeting (April 25, 2026), the shareholding status of individual director and all directors is recorded in the shareholders' list as follows (the percentage criteria set out in Article 26 of the Securities and Exchange Act is met):

Book closure date: April 25, 2026

Title	Name	Number of share holding	Ratio of share holding
Director	Chong Chun Lung	29,138,883	15.69%
Director	Chen Honglin	0	0
Director	Tsai Yunglung	0	0
Director	Shiue You-Wei	0	0
Independent director	Chen, Jinde	0	0
Independent director	Yeh, Ming	0	0
Independent director	Luo Ping	0	0
Total sum		29,138,883	15.69%

Note 1: Chong, Chun Lung hold 10,824,408 shares of the Company through his own company, Dragon Million (Asia) Limited.