

# PAIHO SHIH HOLDINGS CORPORATION

## Minutes of 2022 Annual General Shareholders' Meeting

(Translation)

Type of the Shareholders' Meeting: Physical Shareholders' Meeting

Time: 9 a.m., June 22<sup>nd</sup>, 2022 (Wednesday)

Venue: Taiwan office of the Company

(No.575, Ho Kang Rd., Hemei Township, Changhua County 508, Taiwan)

Present : Attending shareholders and proxy represented 214,118,103 shares (including 9,854,044 shares which attended through electronic voting) accounting for 67.93% of 315,178,126 shares, the Company's total outstanding shares.

Directors Present : Shih-Chang Ko, Yi-Liang Shih, Chen-Chia Cheng, Yung-Fu Wu(convener of the audit committee), Cheng-Chu Lin(convener of the compensation committee), Yong-Jen Tsao.

Other Present : Auditor Shu-Chin Chiang, Lawyer Shih-Han Chang

Chairman : Mr. Kuo-Ian Cheng (Representative of PAIHO INT'L LIMITED)

Recorder: Yu-Min Chang

Call Meeting to Order:

The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

**Chairman's Address:** Omitted.

### **Report Items**

1. To report the business of 2021.

Please refer to Attachment 1 for 2021 Business Report.

2. Audit Committee's Review Report of 2021.

Please refer to Attachment 2 for Audit Committee's Review Report of 2021.

3. To report on the compensations distribution to employees and directors of 2021.

The Company's net profit before taxes for the distribution of compensation to the employees and remuneration to the directors in 2021 was in the amount of USD45,436,400. Employees compensation and directors remuneration resolved by the Board of Directors are as follows:

Unit:USD

Item	Persons Awarded	Amount of Payment by Board Resolution	Payment Method
Compensation to Employees	Employees	469,814	In Cash
Remuneration to Directors	Directors	383,338	In Cash
Total		853,152	

4. To report the cash dividends of earnings distribution for 2021.

(1) Total earnings available for appropriation at the end of the period amounted NT\$2,319,458,853, including NT\$1,534,724,128 from unappropriated earnings at the beginning of the period, added NT\$1,248,643,518 from the current net income and NT\$10,893,314 from remeasurement of defined benefit plans recognized in retained earnings, deducted NT\$79,443,813 from special reserves, and deducted NT\$395,358,294 from effects of difference acquiring partial equity of subsidiaries

(2) Please refer to Ratification Items 2 for Table of 2021 Earnings Distribution.

(3) In accordance with Memorandum and Articles of Association 120 (a) of the Company and approved by the Board of Directors, the dividend to shareholders of 2021 earnings will distribute NTD 787,945,315 in cash, with NTD 2.5 / share.

(4) If changes in the capital that influence the numbers of shares outstanding and effect changes in the shareholders' allotment ratio, it is proposed to authorized the Chairman to adjust related matters.

(5) The Board of Directors approved the cash dividend distribution proposal, and have authorized the Chairman to set the record date and payable date for distribution dividends. The cash dividends will be calculated according to the common stock shareholders listed in the registry and their shareholding ratio on the record date. The dividend will be paid in cash with calculation rounded down to the nearest on NTD (any amount under one NTD will be discarded). The remaining fraction will be incorporated into other revenue of the Company.

5. To report the endorsements/guarantees amount of the Company and its subsidiaries accounted for more than 50% of the net worth.

The endorsements/guarantees of the Company and its subsidiaries are made mainly for the affiliated Company with more than 50% shareholdings held by the Company and its subsidiaries, and it is mainly for the business needs of the affiliated companies in applying for a loan from the bank and issuing a letter of credit. The total amount of endorsements/guarantees made by the Company and its subsidiaries as of the end of 2021 was in the amount of NTD6,884,016 thousands, accounting for 116.13% of the Company's net worth on December 31, 2021. Please refer to Attachment 3.

## Ratification Items

1. To accept 2021 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation:

- (1) The Company's 2021 Consolidated Financial Statements have been audited by Shu-Chin Chiang and Ting-Chien Su of Deloitte & Touche, who have issued a independent auditors' report. Please refer to Attachment 4.
- (2) Business Report, Please refer to Attachment 1.
- (3) 2021 Business Report, Consolidated Financial Statements, and the proposal for distribution of 2021 earnings have been reviewed and issued a review report by the Audit Committee.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,314,225 votes	96.35%
Disapproval Votes:214,137 votes	0.10%
Abstention Votes:7,589,741 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

2. To approve the proposal for distribution of 2021 earnings. (Proposed by the Board of Directors)

Explanation:Table of 2021 Earnings Distribution proposal is as follows :

PAIHO SHIH HOLDINGS CORPORATION  
Table of 2021 Earnings Distribution

		Unit:NTD
Unappropriated retained earnings of previous years		\$1,534,724,128
+ 2021 net profit after tax	\$1,248,643,518	
+ Remeasurement of defined benefit plans recognized in retained earnings	10,893,314	
- Special reserve	(79,443,813)	
- Effects of difference acquiring partial equity of subsidiaries	(395,358,294)	
Distributable retained earnings of current period		2,319,458,853
Distribution items		
Dividend to common shareholders (Cash dividend of NTD 2.5 per share; total NTD 787,945,315)	(787,945,315)	
Unappropriated retained earnings at the end of period		\$1,531,513,538

Chairman:Kuo-Ian Cheng    General Manager: Hsin-Jung Cheng    Accounting Officer:Yu-Min Chang

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,320,225 votes	96.35%
Disapproval Votes:214,136 votes	0.10%
Abstention Votes:7,583,742 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

## Election items

To elect the 6th Board of Directors of the Company. (Proposed by the Board of Directors)

Explanation:

- (1) The directors (including independent directors) of the Company were originally scheduled to expire three years on June 11<sup>th</sup>, 2022. It is proposed to re-elect ten directors (including four independent directors) at the General Shareholders' Meeting of 2022 for a three-year term beginning on June 22<sup>nd</sup>, 2022 and ending on June 21<sup>st</sup>, 2025.
- (2) According to Article 74 (A) of the Articles of Association of the Company, the selection of directors shall be based on the candidate nomination mechanism.
- (3) The directors (including independent directors) candidates have been approved by the Board of Directors of the company on May 6<sup>th</sup>, 2022. The list of candidates for directors (including independent directors) is attached hereto as Attachment 5.
- (4) Procedures for Governing the Election of Directors is attached hereto as Appendix 2.

Election results :

Office held	Shareholder's Name	No. of Vote
Director	Kuo-Ian Cheng	225,000,000
Director	Representative of PAIHO INT'L LIMITED : Shih-Chao Huang	210,000,000
Director	Lien-Fa Tsai	203,000,000
Director	Cheng-Chu Lin	202,000,000
Director	Yong-Jen Tsao	201,772,685
Director	Shih-Chang Ko	201,000,000
Independent Director	Yung-Fu Wu	203,500,000
Independent Director	Wen-Chang Chen	202,500,000
Independent Director	Yuh-Ching Tsai	202,000,000
Independent Director	Kai-Li Wang	201,000,000

**Discussion Items**

- 1. Amendments to Memorandum and Articles of Association. (The proposal will be adopted by the special resolution.) (Proposed by the Board of Directors)

Explanation : In order to comply with the revision of regulations and tune the wording, the Board proposed to amend partial articles of Memorandum and Articles of Association. Please refer to Attachment 6.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,313,610 votes	96.35%
Disapproval Votes:215,711 votes	0.10%
Abstention Votes:7,588,782 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

- 2. Amendments to “Procedures for Acquisition or Disposal of Assets”. (Proposed by the Board of Directors)

Explanation: In order to comply with regulation set by Financial Supervisory Commission of R.O.C. Document No. 1110380465 announcements on January 28th, 2022, to amend the provisions as reference by the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, the Board proposed to amend partial articles of “Procedures for Acquisition or Disposal of Assets” of the Company, the Comparison Table of Amendments to “Procedures for Acquisition or Disposal of Assets” is attached hereto as Attachment 7.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,313,610 votes	96.35%
Disapproval Votes:215,709 votes	0.10%
Abstention Votes:7,588,784 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

3. Amendments to “Operational Procedures for Loaning of Company Funds”. (Proposed by the Board of Directors)

Explanation : In order to meet operational needs, the Board proposed to amend partial articles of Operational Procedures for Loaning of Company Funds, the Comparison Table of Amendments to Operational Procedures for Loaning of Company Funds is attached hereto as Attachment 8.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:205,136,365 votes	95.80%
Disapproval Votes:1,392,954 votes	0.65%
Abstention Votes:7,588,784 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

4. Amendments to “Regulation Governing Making of Endorsements/ Guarantees”. (Proposed by the Board of Directors)

Explanation : In order to meet operational needs, the Board proposed to amend partial articles of Regulation Governing Making of Endorsements/Guarantees, the Comparison Table of Amendments to Regulation Governing Making of Endorsements/Guarantees is attached hereto as Attachment 9.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:204,975,367 votes	95.73%
Disapproval Votes:1,406,954 votes	0.65%
Abstention Votes:7,735,782 votes	3.61%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

5. Amendments to “Rules and Procedures for Shareholders’ Meeting”. (Proposed by the Board of Directors)

Explanation : In order to comply with regulation set by Taiwan Stock Exchange Document No. 1110004250 announcements on March 8th, 2022, to amend the provisions as reference by the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”, the Board proposed to amend partial articles of “Rules and Procedures for Shareholders’ Meeting” of the Company, the Comparison Table of Amendments to Rules and Procedures for Shareholders’ Meeting is attached hereto as Attachment 10.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,312,606 votes	96.35%
Disapproval Votes:215,715 votes	0.10%
Abstention Votes:7,589,782 votes	3.54%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

6. To lift the non-competition restrictions for new directors and its representatives of the Company. ( Proposed by the Board of Directors)

Explanation :

- (1) The new directors and its representative may invest or operate in other companies with the same or similar business scope and act as directors or managers of the other companies. The new directors and its representative shall be submitted to the shareholders' meeting for approval to lift the non-competition restrictions behavior of themselves.
- (2) Contents of Candidates for New Directors (and their Representatives) as Non-Competition Restrictions is attached hereto as Attachment 11.

Voting Results: Shares represented at the time of voting: 214,118,103

Voting Results	% of the Total Represented Share Present
Approval Votes:206,148,643 votes	96.27%
Disapproval Votes:220,705 votes	0.10%
Abstention Votes:7,748,755 votes	3.61%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal be and hereby was approved as proposed.

**Extraordinary motions** : There being no extraordinary motions, the meeting was adjourned.

## Meeting Adjourned

(This minutes of the 2022 Annual General Shareholders' Meeting stated the meeting and the shareholders' statements briefly. The content, the process and the shareholder's statements of the meeting shall be referred to audio and video conference records.)

Chairman : Mr. Kuo-Ian Cheng

Recorder: Yu-Min Chang

## Attachment 1

### 2021 Business Report

#### 1. Business Implementation Outcome

Unit : NTD thousands

Year Item	2021	2020	Difference Amount	Difference %
Net Sales	10,141,094	6,552,677	3,588,417	54.76
Gross Profit	3,796,212	2,396,727	1,399,485	58.39
Profit from Operations	2,083,181	1,066,197	1,016,984	95.38
Profit Before Income Tax	2,143,340	984,670	1,158,670	117.67
Net Profit	1,332,568	583,357	749,211	128.43
Change and Difference Analysis: Thanks to continuous developments in new products and functionalities, sales for our traditional main auxillary materials expanded in 2021. In addition, as the construction has completed for Phase II of Paiho International Mansion, we have started to recognize revenue from the housing projects, which, owing to a higher average selling price, has further boosted up total revenue, operation margin, operation income and both pretax earnings and after-tax earnings for the year under consolidated basis.				

2. Budget Execution: For the year of 2021, the Company has not established a financial forecast.

#### 3. Financial Revenue/Expenditure and Profitability Analysis

Item		2021	2020
Capital Structure (%)	Debt Ratio	61.02	67.86
	Long-term Funds to Property, Plant and Equipment Ratio	175.76	186.88
Liquidity (%)	Current Ratio	155.78	152.51
	Quick Ratio	73.77	95.68
Profitability (%)	Return on Total Assets	8.29	4.04
	Return on Equity	22.44	10.35
	Net Profit Margin	13.14	8.90
	Earnings Per Share attributable to Shareholders of the Parent (NTD)	3.96	1.63

#### 4. Status of Research and Development

The Company and subsidiaries are established with a dedicated research and development department or design center, in charge of the research and development of all products and manufacturing processes. The annual research and development budget invested accounts for 4% of the net sales. The Company and subsidiaries will continue to develop and innovate in line with the brand style and popular trends to upgrade added value, satisfy the personalized needs of different customers, and improve the corporate economic efficiency.



The annual planned development in 2022 for new products and research of the Company and its subsidiaries include: Shrinking particle effect double warp fabric tech; Single-piece filling yarn woven mesh interlayer tech; Environmentally friendly printing webbing; magnet and sublimation printing webbing tech; All in one from wide to narrow webbing tech; Environmental friendly fabric tech research; TPU imitation PU tech; Environmental protection materials combined with needle-through fabrics tech; Easy tape watchband research; Re-processed knitting watchband research, etc.

## 5. 2022 Business Plan Overview

### (1) Operational Strategy

- (A) To generate higher group profit, we will continue strengthening our abilities to operate and innovate to ensure our service for and partnership with brand customers, as well as expanding product applications.
- (B) We expect sport brands, especially Chinese brands including, Li-Ning, Anta Sports and Xtep will meet its golden age starting from 2022 Winter Olympics in Beijing, and Asian Games in Hangzhou and World Cup in Qatar. Therefore, we will keep concentrating on engaging with these branded Chinese customers, in addition to global brands.
- (C) For respiratory masks, we are on the way to receive certifications from various overseas areas and China, and to add and upgrade production capacity along with sales promotion on the sales ends.
- (D) To take parts in China's Circular Economy, we will maximize synergies between our E-Commerce department and online platforms for building our own consumer products and B2B and B2C channels via our abilities to develop and integrate products for footwear and apparel accessories and 3C peripherals.
- (E) Our jacquard mesh has started to make economy contributions through on-going quality and design improvement and customer engagement after years of product incubation and development.
- (F) To reach carbon neutrality and become a green and sustainable corporation, we have put in great efforts, including but not limiting to the following, upgrading waste processing facilities, building photovoltaic power plants, promoting green energies, tracking carbon emission, and increasing adoption of eco-friendly yarns.

### (2) Expected Sales Quantity and its Basis

We are striving to develop new products and product applications, enhance 3C-peripheral product lines and tap into supply chains for healthcare consumables and footwear parts to ensure the momentum for the Company's steady growth in the future.

### (3) Important Production and Marketing Policies

- (A) We continue to reach potential sector to broaden our customer base to form long-term and indispensable partnership through creating new and eco-friendly products with the associated applications and setting up additional marketing locations.
- (B) We improve and integrate our production for rising competitiveness from better cost structure and yield rate, along with shortened production period and labor saving through AI and automatic manufacturing procedures.
- (C) Our design development and marketing center can better build our corporate image, make product promotion through adjacent services to our brand customers and strengthen co-developments and marketing effect.
- (D) We are strongly committed to environmental causes through green manufacturing and environmentally friendly products from our green production procedures.

(4) The Company's Future Development Strategy

- (A) Our group headquarters in China – Wuxi Paiho Textile Co., Ltd. – is responsible for resource integration, which shall help to foster a social image and brand recognition, attract local talents for better competitiveness. In the meantime, we will carry out corporate-wide intellectualization and digitalization via a newly created design development and marketing center to propel new growth momentum in the China market.
- (B) We will strengthen product development and networking with our brand customers, along with creating an all-round and environmental service system. We have set up an E-Commerce department in Shanghai to complete production and service bases in Wuxi and Dongguan and get ready for global marketing and distribution.
- (C) We will reinforce high-quality management and control to our supply chain to bring out the advantages of our product technology and quality, as well as availing new product developments and diversification.
- (D) We will continue the development, production and distribution of the main material products to increase sales opportunities.
- (E) We will participate in the medical protective sector in-depth to bring up our goals of becoming an all-round service provider in our industry.
- (F) We have always operated under the guideline of sustainability and corporate social responsibilities. Internally, we carry out a strict corporate governance policy, which has been constantly adjusted and upgraded, and the green-production concept, which resonates with our steadfast commitments to treat the environment right. We give back to the general public, as well as to our employees and shareholders for maximized welfare to society.

(5) Impacts of External Competitive Environment, Regulatory Environment, and Overall Operating Environment

Covid-19 and its variants are still raging and affecting the world economy and our lives with profound impacts. Via decisive and powerful measures, the Chinese government was able to effectively contain the pandemic and foster a concrete protection to economic developments. Owing to our solid and in-depth foothold in Mainland China and continuous delivery of value-added products, we were able to stay in the growing curve. Regardless of the grim outlook externally, the Company has possessed operational edges which shall counteract future challenges inside out while expanding its new core value and competitiveness.

Chairman :  
Kuo-Ian Cheng

General Manager :  
Hsin-Jung Cheng

Accounting Officer :  
Yu-Min Chang

## **Attachment 2**

### **Audit Committee's Review Report**

The Board of Directors have prepared and submitted the Company's 2021 Consolidated Financial Statements that have been audited by Shu-Chin Chiang and Ting-Chien Su of Deloitte & Touche. The Consolidated Financial Statements, 2021 Business Report and proposals of earnings distribution have been reviewed and determined to be correct and accurate by the Audit Committee members of PAIHO SHIH HOLDINGS CORPORATION. Therefore, we hereby submit this report.

Sincerely,

2022 Annual General Shareholders' Meeting

PAIHO SHIH HOLDINGS CORPORATION

Yung-Fu Wu

Chairman of Audit Committee

March 25<sup>th</sup>, 2022

Attachment 3

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED  
FOR THE YEAR ENDED DECEMBER 31, 2021  
(In Thousands of New Taiwan Dollars or Foreign Currency)

No.	Endorser/Guarantor	Endorsee/Guaranteed Party		Limits on Endorsement/ Guarantee Given on Behalf of Each Party (Note 2)	Maximum Amount Endorsed/ Guaranteed During the Period (Note 4)	Outstanding Endorsement/ Guarantee at the End of the Period (Note 5)	Actual Amount Borrowed (Note 5)	Amount Endorsed/ Guaranteed by Collaterals	Ratio of Accumulated Endorsement/ Guarantee to Net Equity in Latest Financial Statements	Aggregate Endorsement/ Guarantee Limit (Note 3)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China
		Name	Relationship										
0	The Corporation	Hon Shin Corp.	Note 1	\$ 6,157,764	\$ 3,175,280 (USD 113,000)	\$ 2,851,040 (USD 103,000)	\$ 16,608 (USD 600)	\$ -	46.30%	\$ 9,236,646	Yes	-	-
		Vietnam Paihong Limited Company	Note 1	6,157,764	4,205,273 (USD 148,700)	4,032,976 (USD 145,700)	2,180,923 (USD 78,791)	-	65.49%	9,236,646	Yes	-	-
1	Hon Shin Corp.	Vietnam Paihong Limited Company	Note 1	1,793,814	60,160 (USD 2,000)	-	-	-	-	2,690,721	Yes	-	-

Note 1: Holding more than 50% of the voting shares directly or indirectly.

Note 2: The amount to individual subsidiaries holding a ratio of more than 50% shall be limited to the net worth of the Corporation and Hon Shin Corp., and the total amount shall not exceed guarantee limit.

Note 3: The total amount of the guarantee to individual subsidiaries holding a ratio of more than 50% shall not exceed 150% of the net worth of the Corporation and Hon Shin Corp.

Note 4: The maximum amount was translated into New Taiwan dollars at prevailing exchange rate at the date of the transaction.

Note 5: The ending balance and actual borrowing amount were translated into New Taiwan dollars at prevailing exchange rate on balance sheet date.

## **Attachment 4**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Paiho Shih Holdings Corporation

#### **Opinion**

We have audited the accompanying consolidated financial statements of Paiho Shih Holdings Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2021 is described as follows:

### Revenue Recognition

The Group is mainly engaged in the manufacturing and sale of Touch fastener, Webbing(Shoelace), Elastic, Jacquard Engineered Mesh, and relevant peripheral materials as well as the sale of residential buildings constructed by entrusted construction contractors. Among all the goods, the revenue from the sale of webbing and touch fastener has a significant impact on the operating revenue and profit of the Group. Therefore, we identified the recognition of sales revenue as a key audit matter. Refer to Note 4 to the consolidated financial statements for the accounting policies on revenue recognition.

The key audit procedures that we performed in respect of revenue recognition included the following:

1. We understood the design and execution of the internal controls over revenue recognition, and sampled and inspected the original purchase orders and delivery orders to verify the reasonableness of the accrual of the sales revenue.
2. We selected sample entries from sales records and checked the entries against the original orders, delivery orders, invoices and receipt vouchers.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Shu-Chin Chiang and Ting-Chien Su.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 25, 2022

Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. 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 independent auditors' report and consolidated financial statements shall prevail.*



**PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2021 AND 2020**  
(In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,659,615	11	\$ 4,421,184	24
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	463,871	2
Financial assets at amortized cost - current (Notes 4 and 8)	53,923	-	504,067	3
Notes receivable (Notes 4 and 9)	7,110	-	13,004	-
Trade receivables (Notes 4 and 9)	1,466,432	10	1,132,954	6
Trade receivables - related parties (Notes 4, 9 and 28)	20,583	-	20,621	-
Other receivables	115,411	1	118,496	1
Inventories - manufacturing (Notes 4 and 10)	1,263,690	8	1,011,580	5
Inventories - constructing (Notes 4 and 10)	2,756,659	18	3,134,576	17
Other current assets (Note 15)	462,050	3	467,495	3
Total current assets	7,805,473	51	11,287,848	61
<b>NON-CURRENT ASSETS</b>				
Financial assets at amortized cost - non-current (Notes 4, 8 and 29)	19,470	-	20,205	-
Property, plant and equipment (Notes 4, 12 and 28)	5,802,130	38	5,942,053	32
Right-of-use assets (Notes 4 and 13)	882,577	6	922,014	5
Goodwill (Notes 4 and 14)	125,003	1	44,899	-
Other intangible assets (Note 4)	33	-	54	-
Deferred tax assets (Notes 4 and 23)	126,612	1	103,768	1
Prepayments for machinery and equipment	405,602	3	164,669	1
Other non-current assets (Note 15)	41,333	-	20,656	-
Total non-current assets	7,402,760	49	7,218,318	39
<b>TOTAL</b>	<b>\$ 15,208,233</b>	<b>100</b>	<b>\$ 18,506,166</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Note 16)	\$ 1,777,536	12	\$ 2,378,080	13
Contract liabilities - current (Notes 4 and 21)	990,613	7	3,238,327	18
Trade payables	658,835	4	392,028	2
Trade payable - related parties (Note 28)	136,197	1	86,532	-
Other payables (Notes 17 and 28)	780,551	5	689,640	4
Current tax liabilities (Notes 4 and 23)	225,608	1	150,708	1
Lease liabilities - current (Notes 4 and 13)	7,882	-	7,109	-
Current portion of long-term borrowings (Note 16)	387,520	3	399,432	2
Other current liabilities	45,823	-	59,564	-
Total current liabilities	5,010,565	33	7,401,420	40
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Note 16)	3,607,124	24	4,518,496	24
Deferred tax liabilities (Notes 4 and 23)	422,483	3	397,468	2
Lease liabilities - non-current (Notes 4 and 13)	5,007	-	3,800	-
Deferred revenue - non-current (Note 4)	84,498	-	87,849	1
Net defined benefit liabilities - non-current (Notes 4 and 18)	139,481	1	135,524	1
Guarantee deposits received	10,491	-	13,895	-
Total non-current liabilities	4,269,084	28	5,157,032	28
Total liabilities	9,279,649	61	12,558,452	68
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION</b>				
Common stock	3,151,781	21	3,151,781	17
Capital surplus	456,751	3	461,544	2
Retained earnings				
Special reserve	418,225	2	676,483	4
Unappropriated earnings	2,398,903	16	1,591,644	8
Other equity	(497,668)	(3)	(418,225)	(2)
Total equity attributable to owners of the Corporation	5,927,992	39	5,463,227	29
<b>NON-CONTROLLING INTERESTS</b>	592	-	484,487	3
Total equity	5,928,584	39	5,947,714	32
<b>TOTAL</b>	<b>\$ 15,208,233</b>	<b>100</b>	<b>\$ 18,506,166</b>	<b>100</b>

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

**PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
SALES (Notes 4, 21 and 28)	\$ 10,141,094	100	\$ 6,552,677	100
COST OF GOODS SOLD (Notes 4, 10, 21, 22 and 28)	<u>6,344,882</u>	<u>63</u>	<u>4,155,950</u>	<u>64</u>
GROSS PROFIT	<u>3,796,212</u>	<u>37</u>	<u>2,396,727</u>	<u>36</u>
OPERATING EXPENSES (Notes 4, 22 and 28)				
Selling and marketing expenses	739,938	7	571,009	9
General and administrative expenses	554,135	6	370,798	5
Research and development expenses	383,125	4	384,612	6
Expected credit loss (Note 9)	<u>35,833</u>	<u>-</u>	<u>4,111</u>	<u>-</u>
Total operating expenses	<u>1,713,031</u>	<u>17</u>	<u>1,330,530</u>	<u>20</u>
PROFIT FROM OPERATIONS	<u>2,083,181</u>	<u>20</u>	<u>1,066,197</u>	<u>16</u>
NON-OPERATING INCOME AND EXPENSES				
Other income (Notes 22 and 28)	106,988	1	34,515	1
Finance costs (Notes 4 and 22)	(104,647)	(1)	(138,055)	(2)
Interest income	73,771	1	70,524	1
Net gain (loss) on disposal of property, plant and equipment (Note 4)	(274)	-	7,901	-
Other expenses	(29,232)	-	(12,806)	-
Net foreign exchange gain (loss) (Notes 4 and 22)	<u>13,553</u>	<u>-</u>	<u>(43,606)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>60,159</u>	<u>1</u>	<u>(81,527)</u>	<u>(1)</u>
PROFIT BEFORE INCOME TAX	2,143,340	21	984,670	15
INCOME TAX EXPENSE (Notes 4 and 23)	<u>810,772</u>	<u>8</u>	<u>401,313</u>	<u>6</u>
NET PROFIT FOR THE YEAR	<u>1,332,568</u>	<u>13</u>	<u>583,357</u>	<u>9</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 18)	10,893	-	(15,697)	-
Foreign exchange differences on translation to presentation currency	(168,267)	(1)	(293,670)	(5)

(Continued)

**PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	\$ 133,051	1	\$ 561,107	9
Other comprehensive loss for the year	(24,323)	-	251,740	4
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u>\$ 1,308,245</u>	<u>13</u>	<u>\$ 835,097</u>	<u>13</u>
<b>NET PROFIT ATTRIBUTABLE TO:</b>				
Owners of the Corporation	\$ 1,248,644	12	\$ 513,531	8
Non-controlling interests	83,924	1	69,826	1
	<u>\$ 1,332,568</u>	<u>13</u>	<u>\$ 583,357</u>	<u>9</u>
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>				
Owners of the Corporation	\$ 1,180,094	12	\$ 756,092	12
Non-controlling interests	128,151	1	79,005	1
	<u>\$ 1,308,245</u>	<u>13</u>	<u>\$ 835,097</u>	<u>13</u>
<b>EARNINGS PER SHARE (Note 24)</b>				
Basic	<u>\$ 3.96</u>		<u>\$ 1.63</u>	
Diluted	<u>\$ 3.96</u>		<u>\$ 1.63</u>	

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

**PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020  
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Corporation								Total Equity
	Capital Surplus (Notes 4, 20 and 25)		Changes in Percentage of Ownership Interest in Subsidiaries	Retained Earnings (Notes 4, 20 and 25)		Other Equity (Note 20)	Total	Non-controlling Interests (Notes 4 and 25)	
	Common Stock (Notes 4 and 20)	Additional Paid-in Capital		Special Reserve	Unappropriated Earnings				
BALANCE AT JANUARY 1, 2020	\$ 3,151,781	\$ 456,751	\$ 4,793	\$ 477,488	\$ 1,481,912	\$ (676,483)	\$ 4,896,242	\$ 426,025	\$ 5,322,267
Appropriation of 2019 earnings	-	-	-	198,995	(198,995)	-	-	-	-
Special reserve	-	-	-	-	(198,995)	-	(198,995)	-	(198,995)
Cash dividend	-	-	-	-	(189,107)	-	(189,107)	-	(189,107)
Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	(20,543)	(20,543)
Net profit for the year ended December 31, 2020	-	-	-	-	513,531	-	513,531	69,826	583,357
Other comprehensive gain (loss) for the year ended December 31, 2020	-	-	-	-	(15,697)	258,258	242,561	9,179	251,740
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	497,834	258,258	756,092	79,005	835,097
BALANCE AT DECEMBER 31, 2020	3,151,781	456,751	4,793	676,483	1,591,644	(418,225)	5,463,227	484,487	5,947,714
Appropriation of 2020 earnings	-	-	-	(258,258)	258,258	-	-	-	-
Special reserve	-	-	-	(258,258)	258,258	-	-	-	-
Cash dividend	-	-	-	-	(315,178)	-	(315,178)	-	(315,178)
Cash dividends distributed by the subsidiaries	-	-	-	-	-	-	-	(74,527)	(74,527)
Actual acquisition of interests in subsidiaries	-	-	(4,793)	-	(395,358)	-	(400,151)	(537,519)	(937,670)
Net profit for the year ended December 31, 2021	-	-	-	-	1,248,644	-	1,248,644	83,924	1,332,568
Other comprehensive gain (loss) for the year ended December 31, 2021	-	-	-	-	10,893	(79,443)	(68,550)	44,227	(24,323)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	1,259,537	(79,443)	1,180,094	128,151	1,308,245
BALANCE AT DECEMBER 31, 2021	\$ 3,151,781	\$ 456,751	\$ -	\$ 418,225	\$ 2,398,903	\$ (497,668)	\$ 5,927,992	\$ 592	\$ 5,928,584

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

# PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars)

	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 2,143,340	\$ 984,670
Adjustments		
Depreciation expense	619,028	596,250
Amortization expense	21	20
Expected credit loss recognized on trade receivables	35,833	4,111
Finance costs	104,647	138,055
Interest income	(73,771)	(70,524)
Loss (gain) on disposal of property, plant and equipment	274	(7,901)
Write-down of inventories	11,079	50,494
Unrealized foreign currency exchange loss, net	24	2,774
Others	(55,523)	(2,589)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	459,820	(449,082)
Notes receivable	5,594	(1,076)
Trade receivables	(404,522)	(109,545)
Other receivables	(925)	(110,822)
Inventories - manufacturing	(301,170)	(233,687)
Inventories - constructing	275,049	(559,608)
Other current assets	(7,288)	(113,856)
Contract liabilities	(2,169,361)	3,299,171
Trade payables	337,673	132,607
Other payables	122,615	76,169
Other current liabilities	40,960	(26,045)
Net defined benefit liabilities	14,718	12,861
Cash generated from operations	1,158,115	3,612,447
Interest received	73,771	70,524
Interest paid	(110,722)	(149,347)
Income tax paid	(723,380)	(359,085)
Net cash generated from operating activities	<u>397,784</u>	<u>3,174,539</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at amortized cost	(2,223,091)	(3,227,886)
Proceeds from disposal of financial assets at amortized cost	2,668,871	2,739,601
Payments for property, plant and equipment	(454,117)	(320,599)
Proceeds from disposal of property, plant and equipment	11,881	28,148
Increase in refundable deposits	(28,265)	(301)
Payments for right-of-use assets	-	(232,478)
Decrease in other non-current assets	5,519	28
Increase in prepayments for machinery and equipment	(368,069)	(123,016)
Net cash used in investing activities	<u>(387,271)</u>	<u>(1,136,503)</u>

(Continued)

**PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(In Thousands of New Taiwan Dollars)

	2021	2020
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of short-term borrowings	\$ (539,320)	\$(1,347,448)
Proceeds from long-term borrowings	4,316,640	4,003,930
Repayments of long-term borrowings	(5,115,237)	(1,982,409)
Proceeds from (repayments of) guarantee deposits received	(3,050)	3,564
Repayment of the principal portion of lease liabilities	(7,740)	(6,433)
Acquisition of additional interests in subsidiary	(791,033)	-
Income taxes paid on disposal of subsidiary	(229,496)	-
Dividends paid to owners of the Corporation	(315,178)	(189,107)
Dividends paid to non-controlling interests	<u>(74,527)</u>	<u>(20,543)</u>
Net cash generated from (used in) financing activities	<u>(2,758,941)</u>	<u>461,554</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES</b>		
	<u>(13,141)</u>	<u>175,975</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		
	(2,761,569)	2,675,565
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		
	<u>4,421,184</u>	<u>1,745,619</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		
	<u>\$ 1,659,615</u>	<u>\$ 4,421,184</u>

## Attachment 5

As of the closing date of the Annual Shareholders' Meeting : April 24, 2022

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
Director	Kuo-Ian Cheng	<ol style="list-style-type: none"> <li>1. Dep. of Auto Mechanics, Chia-Yang Industrial High School</li> <li>2. Chairman, Song Dian Vehicle Co., Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of Paiho Shih Holdings Corporation</li> <li>2. Director of Hong Kong Antex Limited</li> <li>3. Chairman and General Manager of Thomas Dynamic Material (Jiangsu) Co., Ltd.</li> <li>4. Chairman and General Manager of Dongguan Paihong Industry Co., Ltd</li> <li>5. Chairman of Wuxi Paihong Real Estate Co., Ltd.</li> <li>6. Director of Shanghai Best Expectation Textile Trading Limited</li> <li>7. Director of Hong Kong Best Expectation International Trading Limited</li> <li>8. Director of Hon Shin Corp.</li> <li>9. Chairman of Vietnam Paihong Limited Company</li> <li>10. Chairman of Dongguan Paiho Business Service Co., Ltd</li> </ol>	25,554,482	Not Applicable
Director	Representative of PAIHO INT'L LIMITED : Shih-Chao Huang	Department of Architecture, Chinese Culture University	<ol style="list-style-type: none"> <li>1. Person in charge of Standford kindergarten (branches of changhua and hemei)</li> <li>2. Chairman of Bei Jing Jing Yua Mao Shang Mao Limited Company</li> <li>3. Chairman of Shan Dong Hua Hua Jing Mao Limited Company</li> </ol>	162,632,396 (Note)	Not Applicable
Director	Lien-Fa Tsai	<ol style="list-style-type: none"> <li>1. Bachelor of Accounting, Fu Jen Catholic University</li> <li>2. Certified Public Accountant</li> <li>3. Vice General Manager, Mega Securities Co. Ltd.</li> </ol>	Vice General Manager, of Tripod Technology Co., Ltd.	25,660	Not Applicable
Director	Cheng-Chu Lin	<ol style="list-style-type: none"> <li>1. Bachelor of Accounting &amp; Statistics, Overseas Chinese college of Commerce</li> <li>2. Qualified on Tax &amp; Accounting Audit</li> </ol>	None	0	Not Applicable

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
		<ul style="list-style-type: none"> <li>Examination of R.O.C. (Taiwan)</li> <li>3. Revenue Officer, Subsection Chief, Section Chief, Chief Secretary, Bureau of Taxation</li> <li>4. Outstanding Revenue Agent Award (Ministry of Finance)</li> </ul>			
Director	Yong-Jen Tsao	<ul style="list-style-type: none"> <li>1. Master of Accounting, SooChow University</li> <li>2. Certified Public Accountant</li> <li>3. Completed arbitrator training at the Ministry of Justice, Taiwan</li> <li>4. Director of EnWise CPAs &amp; Co.</li> <li>5. Instructor(Department of Accounting), Chaoyang University of Technology</li> <li>6. Instructor (Department of Bussiness Administration),National Yunlin University of Science and Technology</li> <li>7. Instructor(Department of Accounting),National Taichung University of Science and Technology</li> <li>8. Instructor(Department of Public Finance),Feng Chia University</li> </ul>	<ul style="list-style-type: none"> <li>1. Partner and Chief Financial Officer of EnWise CPAs &amp; Co.</li> <li>2. Independent Director &amp; member of Compensation Committee ,Ability Opto-Electronics Technology Co., Ltd.</li> <li>3. Independent Director &amp; member of Compensation Committee ,Zongtai Real Estate Development Co., Ltd.</li> <li>4. Independent Director &amp; member of Compensation Committee ,Alfot Technologies Co.,Ltd.</li> <li>5. Supervisor, YungFa Steel Co., Ltd</li> <li>6. Director, Wharton International Consulting Co., Ltd.</li> <li>7. Reorganizer of Wintek Corporation</li> <li>8. Supervisor, Sinwell Tech Co., Ltd.</li> </ul>	0	Not Applicable
Director	Shih-Chang Ko	<ul style="list-style-type: none"> <li>1. Bachelor of Accounting, National Chung Hsing University</li> <li>2. Supervisor of Quantong Accounting Firm</li> <li>3. Manager of Di Yilian He Accounting Firm</li> <li>4. Vice General Manager, Crowe Horwath (TW) CPAs</li> </ul>	Consultant,Crowe Horwath (TW) CPAs	0	Not Applicable
Independent Director	Yung-Fu Wu	<ul style="list-style-type: none"> <li>1. Master of Accounting,National Chengchi University</li> <li>2. Business Manager, Yuanta Securities</li> <li>3. Deputy Manager, Audit Department,KPMG International</li> </ul>	<ul style="list-style-type: none"> <li>1. Senior manager, Sunspring Metal Co., Ltd.</li> <li>2. Supervisor, Sunspring IndustrialCo. Ltd.</li> <li>3. Supervisor, Sunspring Metal(Zhuhai) Co., Ltd.</li> <li>4. Independent Director &amp; member of Compensation Committee and Audit Committee, Cosmo Electronics Corporation.</li> </ul>	0	Due to his financial and accounting expertise, that has significant benefits to the Company. Therefore, he will



Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
		Cooperative	5. Supervisor, Sunspring Automation Corp. 6. Independent Director & member of Compensation Committee and Audit Committee, Koan Hao Technology Co.,Ltd.		continue to be nominated as an independent director candidate, so that he can still have the expertise to monitor and provide professional advice in a timely manner.
Independent Director	Wen-Chang Chen	Department of International Trade ,Overseas Chinese college of Commerce	1. Director of Lee Bou International Co., Ltd. 2. Chairman of Dongguan Lee Fong Label Manufacture Ltd. 3. Chairman of Greatco Development Limited 4. Chairman of Wuxi Lide Garment Accessory Manufacturing Company Limited 5. Chairman of Wuxi Lee Bou Silicon Industries Co., Ltd. 6. Director of Vietnam Lee Bou International Co., Ltd. 7. Chairman of Lee Bou International Binh Duong Company Limited 8. Chairman of Chang Tai Chemical (Huizhou) Co., Ltd. 9. Chairman of Logotex Industrial Co., Ltd.	170,673	No
Independent Director	Yuh-Ching Tsai	1. Bachelor's degree in Business Administration (National Taiwan University of Science and Technology) 2. Master's degree in Accounting (National Taiwan University) 3. Certified Public Accountant	1. Partner of Everwell &Co., CPAs. 2. Independent Director and member of Compensation committee of Apex Dynamics, Inc. 3. Independent Director and member of Compensation committee of Formosa Optical Technology Co.Ltd. 4. Independent Director and member of Compensation	11,000	No

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
		<ul style="list-style-type: none"> <li>4. Supervisor of Shih Her Technologies Inc.</li> <li>5. Supervisor of Youngtek Electronics Corp.</li> <li>6. Independent Director of Tera Autotech Corporation</li> <li>7. Adjunct lecturer (National Taichung University of Science and Technology, Chung Chou University of Science and Technology, and Dayeh University)</li> <li>8. Adjunct Lecturer at the Corporate Synergy Development Center</li> <li>9. Honorary Instructor of Small and Medium Enterprise Administration, Ministry of Economic Affairs</li> <li>10. Manager in Assurance Services at PricewaterhouseCoopers Taiwan</li> <li>11. Teaching Assistant of the Department of Accounting at National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>committee of Auden Techno Corp.</li> <li>5. Member of Compensation committee of Aker Technology Co., Ltd.</li> <li>6. Supervisor of Chuan Da Technology Co., Ltd.</li> </ul>		
Independent Director	Kai-Li Wang	<ul style="list-style-type: none"> <li>1. Ph.D. in Economics, UTAH State University</li> <li>2. Director of EMBA, College of Management, Tunghai University</li> <li>3. Director of the Department of Finance, Tunghai University</li> <li>4. Director of Center for the Research of Banking and Finance, Tunghai University</li> <li>5. Contract Professor of EMBA, National Cheng Kung University, National Chung Hsing University, Feng Chia University and Providence University</li> </ul>	<ul style="list-style-type: none"> <li>1. Professor, Department of Finance, Tunghai University</li> <li>2. Independent Director and member of Compensation Committee, Dyaco International Inc</li> <li>3. Independent Director and member of Compensation Committee, Aker Technology Co., Ltd.</li> <li>4. Director of Ginko International Co., Ltd.</li> <li>5. Chairman of Financial Development Association, Taiwan</li> <li>6. Supervisor of Financial Engineering, Association, Taiwan</li> </ul>	5,000	No

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
		6. Special Talents be rewarded by MOST 7. Independent Director and member of Compensation Committee, Ginko International Co., Ltd. 8. Manpower Improvement Consultant, Ministry of Labor, Taiwan 9. Originator, MAPECT and Vice Chairman of Academic Research Council 10. Director of Taichung City Private Christian Taiwan Adventist Social Welfare Charity Foundation 11. Contract Professor, Education and Training Center of Taiwan Securities Association			

Note : Juristic persons shares.

Attachment 6

**PAIHO SHIH HOLDINGS CORPORATION**

**Revision Comparison Chart of Memorandum and Articles of Association**

No.	Amended version	Original version	Explanations
2(a) (xii)	electronic shall have the meaning given to it in the Electronic Transactions Law <del>(2003-Revision)</del> (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	electronic shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	Adjust the reference to the Companies Act to reflect its latest version in effect.
2(a) (xviii)	Law The Companies Act <del>(as amended 2018-Revision)</del> of the Cayman Islands and any amendment or other statutory modification thereof for the time being in force in the Cayman Islands and includes every other law incorporated therewith or substituted therefor, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	Law The Companies Act (2018 Revision) of the Cayman Islands and any amendment or other statutory modification thereof for the time being in force in the Cayman Islands and includes every other law incorporated therewith or substituted therefor, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	Adjust the reference to the Companies Act to reflect its latest version in effect.
2(a) (ix-a)	<u>Communication Facilities shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of seeing and hearing and be seen and heard by each other;</u>	(New provisions)	Added the definition of Communication Facilities
2(a) (xlviii)	<u>Virtual Meeting shall mean any general meeting of the Members at which the Members (and any</u>	(New provisions)	Added the definition of Communication Facilities

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	<p><u>other permitted participants of such meeting) are solely permitted to attend and participate by means of Communication Facilities, or simultaneously permitted to attend and participate by means of Communication Facilities and in physical meeting.</u></p>		
41	<p><u>(A)</u> At these meetings the report of the Directors (if any) shall be presented. <u>Subject to Article 41(B), d</u>During the period of publicly offering new Shares in the R.O.C., all <u>physically</u> general meetings shall be held in the R.O.C. For so long as the Shares are registered in the Emerging Market or listed on the "TPEX" or Taipei Exchange or TWSE, if the Board resolves to hold a <u>physically</u> general meeting outside the R.O.C., the Company shall apply for the approval of the "TPEX" or Taipei Exchange (or the TWSE, if applicable) thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of shareholder services of such general meeting (such as voting).</p> <p><u>(B)</u> <u>General meetings may be held by Virtual Meeting or other methods promulgated by</u></p>	<p>At these meetings the report of the Directors (if any) shall be presented. During the period of publicly offering new Shares in the R.O.C., all general meetings shall be held in the R.O.C. For so long as the Shares are registered in the Emerging Market or listed on the "TPEX" or Taipei Exchange or TWSE, if the Board resolves to hold a general meeting outside the R.O.C., the Company shall apply for the approval of the "TPEX" or Taipei Exchange (or the TWSE, if applicable) thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of shareholder services of such general meeting (such as voting).</p>	<p>Add to this Article new provisions permitting general meetings to be held by means of video conferencing in accordance with the Amendment to the Regulations Governing the Administration of Shareholder Services of Public Companies and the amendment of the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile, and renumber the paragraphs.</p>

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	<p><u>the competent authority for the company law in R.O.C. pursuant to the Applicable Listing Rules. In case where any general meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, any shareholder who attending and participating by means of use of such Communication Facilities in such a meeting shall be deemed to have attended such meeting in person. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to General meetings held by Virtual Meeting shall be compliant with R.O.C. Laws.</u></p>		
43	<p>(A) At least thirty (30) and fifteen (15) days' notices in writing, <del>specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business</del> shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, <u>and</u> shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general</p>	<p>(A) At least thirty (30) and fifteen (15) days' notices in writing, specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and</p>	<p>Add to this article new provisions on notice of general meetings held by means of video conferencing in accordance with the Amendment to the Regulations Governing the Administration of Shareholder Services of Public Companies, and renumber the paragraphs. Delete the provisions of this Article on the exercise of voting rights in writing in accordance with the latest amended version of the Checklist of</p>

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	<p>meetings, respectively; provided that, in the case of a shareholder holding less than one thousand (1,000) registered Shares, the aforesaid notices may be given by posting on the MOPS. <del>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.</del></p> <p>The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and R.O.C. Laws.</p> <p>(B) <u>A notice of general meeting shall specify the place, date and time of the meeting and the reasons for which the meeting held as necessary. Where the meeting is to be held through Communication Facilities, the notice of meeting shall further include (a) instructions on how shareholders can attend the meeting and exercise their rights, (b) countermeasures against Communication Facilities failures caused by force majeure events, (c) the date of the postponed or adjourned meeting in case that the meeting is required to be postponed or adjourned, and (d) appropriate alternative measures for</u></p>	<p>extraordinary general meetings, respectively; provided that, in the case of a shareholder holding less than one thousand (1,000) registered Shares, the aforesaid notices may be given by posting on the MOPS. 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.</p> <p>The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and R.O.C. Laws.</p> <p>(B) The Company shall publish all related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively.</p> <p>(C) Where voting powers of Shareholders at a general meeting are to</p>	<p>Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.</p>

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	<p><u>shareholders who have difficulties attending the meeting via Communication Facilities.</u></p> <p><del>(C)</del>The Company shall publish all related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively.</p> <p><del>(C)Where voting powers of Shareholders at a general meeting are to be exercised in writing, the materials prescribed under Article 43(B) as well as the ballot shall be mailed to the Shareholders by post.</del></p>	<p>be exercised in writing, the materials prescribed under Article 43(B) as well as the ballot shall be mailed to the Shareholders by post.</p>	
45	<p>During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and</p>	<p>During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and</p>	<p>Delete this Article in accordance with the amendment of the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.</p>



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	<p>other applicable R.O.C. Laws; <u>provided that, if the paid-in capital of the Company is or more than NTD ten billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.</u></p>	<p>other applicable R.O.C. Laws.</p>	
60	<p>In case a Shareholder has exercised his voting power <del>in writing or</del> by way of electronic transmission, and has also authorised a proxy to attend the Shareholders' meeting on his behalf, then the one whichever is later shall prevail. After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy attends the shareholders' meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.</p>	<p>In case a Shareholder has exercised his voting power in writing or by way of electronic transmission, and has also authorised a proxy to attend the Shareholders' meeting on his behalf, then the one whichever is later shall prevail. After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy attends the shareholders' meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.</p>	<p>Delete the provisions of this Article on the exercise of voting rights in writing in accordance with the latest amended version of the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.</p>
66	<p><u>Subject to the Law, the Company shall adopt electronic means of exercising voting rights.</u><del>The votes may be exercised in writing or by way of electronic transmission;</del></p>	<p>The votes may be exercised in writing or by way of electronic transmission if the method for exercising the votes has been described in the notice of the general meeting, subject to the Law.</p>	<p>Specify electronic transmission as a means of exercising voting rights and delete the provisions of this Article on the</p>

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	<del>provided that if the method for exercising the votes has been described in the notice of the general meeting, subject to the Law. The Company shall facilitate and allow Shareholders to exercise the votes in writing or by way of electronic transmission if the general meeting is held outside of the R.O.C. and shall specify the method of such exercising of votes in the meeting notice, subject to the Law.</del>	The Company shall facilitate and allow Shareholders to exercise the votes in writing or by way of electronic transmission if the general meeting is held outside of the R.O.C. and shall specify the method of such exercising of votes in the meeting notice, subject to the Law.	exercise of voting rights in writing in accordance with the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.
67	A Shareholder who exercises his votes <del>in writing or by</del> way of electronic transmission as set forth in the preceding Article 66 shall be counted towards the quorum, but shall be deemed to have waived his votes in respective of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting, subject to the Law.	A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 66 shall be counted towards the quorum, but shall be deemed to have waived his votes in respective of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting, subject to the Law.	Specify electronic transmission as a means of exercising voting rights and delete the provisions of this Article on the exercise of voting rights in writing in accordance with the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.
68	A Shareholder shall deliver his declaration about the votes <del>in writing or by</del> way of electronic transmission to the Company no later than the second day prior to the scheduled meeting date of the general meeting; whereas if two (2) or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.	A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the second day prior to the scheduled meeting date of the general meeting; whereas if two (2) or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.	Specify electronic transmission as a means of exercising voting rights and delete the provisions of this Article on the exercise of voting rights in writing in accordance with the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.
69	In case a Shareholder who has exercised his/her/its votes <del>in writing or by</del> way of electronic transmission and	In case a Shareholder who has exercised his/her/its votes in writing or by way of electronic transmission and	Specify electronic transmission as a means of exercising voting

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	also attends the general meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	also attends the general meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	rights and delete the provisions of this Article on the exercise of voting rights in writing in accordance with the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.
72	Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors and no more than ten (10) Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association. During the period <u>in which the Company is listed on TWSE or TPE</u> <del>of publicly offering new Shares in the R.O.C.,</del> <u>Directors with registered residence address in the R.O.C. shall constitute more than half of the members of the Board,</u> and the Directors shall include such number of Independent Directors <del>two</del> <u>one</u> of whom shall <u>have registered residence address-</u> <del>be making domiciliary in R.O.C. and</del> The qualifications of such Independent Directors shall be in compliance with applicable law, rules or regulations or the Applicable Listing Rules or other applicable R.O.C. Laws required for a foreign issuer.	Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors and no more than ten (10) Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association. During the period of publicly offering new Shares in the R.O.C., the Directors shall include such number of Independent Directors one of whom shall be making domiciliary in R.O.C. and the qualifications of such Independent Directors shall be in compliance with applicable law, rules or regulations or the Applicable Listing Rules or other applicable R.O.C. Laws required for a foreign issuer.	Adjust the provisions of this Article on the Directors' registered residence address in accordance with the amendment of the Operating Rules of the Taiwan Stock Exchange Corporation.

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83	The number of Independent Directors of the Company shall not be less than three (3) and not less than one- <del>fifth</del> <u>third</u> of the total number of Directors. When an Independent Director ceases to act, resulting in a number of Directors lower than that minimum number required three (3) Persons, an election for Independent Director shall be held at the next following general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election within sixty (60) days from the date on which the situation arose.	The number of Independent Directors of the Company shall not be less than three (3) and not less than one-fifth of the total number of Directors. When an Independent Director ceases to act, resulting in a number of Directors lower than that minimum number required three (3) Persons, an election for Independent Director shall be held at the next following general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election within sixty (60) days from the date on which the situation arose.	Adjust the provisions of this Article on the proportion of Independent Director in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
86B	(Deleted)	Other than where the board of Directors is unwilling or unable to convene a general meeting that an Independent Director of the Audit Committee may convene a general meeting, an Independent Director of the Audit Committee may convene an extraordinary general meeting for the interest of the Company if necessary.	Delete this Article in accordance with the amendment of the Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile.

## Attachment7

Comparison Table of Amendments to Procedures for Acquisition or Disposal of Assets

Article No.	Amended version	Original version	Explanations
4.7	<p>The standards for public announcement and report: Should any of the following conditions relating to the Company's acquisition or disposal of assets occurs, public announcement and report relevant information on the FSC's (Financial Supervisory Commission) designated website in the appropriate format as prescribed by regulations within the time limit counting inclusively from the date of occurrence of the event:</p> <p>4.7.1~4.7.6 Omitted.</p> <p>4.7.7 Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution or an investment in the mainland China area exceed 20 percent or more of paid-in capital or NT\$300 million in equivalent of US dollar; provided, this shall not apply to the following circumstances:</p> <p>4.7.7.1 Trading of government bonds <b><u>issued by Republic of China or foreign government bonds of credit rating not lower than the sovereign credit rating of Republic of China.</u></b></p> <p>4.7.7.2 <b><u>When done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or</u></b> of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <b><u>or subscription or redemption of exchange traded note, or</u></b></p>	<p>The standards for public announcement and report: Should any of the following conditions relating to the Company's acquisition or disposal of assets occurs, public announcement and report relevant information on the FSC's (Financial Supervisory Commission) designated website in the appropriate format as prescribed by regulations within the time limit counting inclusively from the date of occurrence of the event:</p> <p>4.7.1~4.7.6 Omitted.</p> <p>4.7.7 Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution or an investment in the mainland China area exceed 20 percent or more of paid-in capital or NT\$300 million in equivalent of US dollar; provided, this shall not apply to the following circumstances:</p> <p>4.7.7.1 Trading of <b><u>domestic</u></b> government bonds</p> <p>4.7.7.2 <b><u>Securities trading by investment professionals on securities exchanges or over-the-counter markets, or subscription by investment professionals of</u></b> ordinary corporate bonds or <b><u>of</u></b> general bank debentures without equity characteristics(excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory</p>	<p>As reference to the amendments to“Public Companies’ Procedures for Acquisition or Disposal of Assets” of Republic of China.</p>

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	<p>subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>4.7.7.3 Omitted. 4.7.8~4.7.12 Omitted.</p>	<p>recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>4.7.7.3 Omitted. 4.7.8~4.7.12 Omitted.</p>	
4.9	<p>Except transactions with domestic government institutions, contracting third parties to construct on land owned or rented by this Company, acquisition or disposal of machinery equipment or right-of-use assets for operation purpose, for acquisition or disposal of real estate or equipment or right-of-use assets by this Company whose amount exceed 20% of the Company's paid-in capital or NT\$300 million in equivalent of US dollar, an appraisal report issued by Professional Appraiser shall be obtained prior to the Date of the Event and the following provisions should be complied with:</p> <p>4.9.1~4.9.2 Omitted.</p> <p>4.9.3 Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction price, or all the appraisal results for the assets to be disposed of are lower than the transaction price, this Company should request a certified public accountant to perform the appraisal and comment on the reason for the discrepancy and the fairness of the transaction price:</p> <p>4.9.3.1 ~4.9.3.2 Omitted.</p> <p>4.9.4 Omitted.</p> <p>Except where <u>a</u> limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report <b><u>within 2 weeks</u></b></p>	<p>Except transactions with domestic government institutions, contracting third parties to construct on land owned or rented by this Company, acquisition or disposal of machinery equipment or right-of-use assets for operation purpose, for acquisition or disposal of real estate or equipment or right-of-use assets by this Company whose amount exceed 20% of the Company's paid-in capital or NT\$300 million in equivalent of US dollar, an appraisal report issued by Professional Appraiser shall be obtained prior to the Date of the Event and the following provisions should be complied with:</p> <p>4.9.1~4.9.2 Omitted.</p> <p>4.9.3 Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction price, or all the appraisal results for the assets to be disposed of are lower than the transaction price, this Company should request a certified public accountant to perform the appraisal and comment on the reason for the discrepancy and the fairness of the transaction price:</p> <p>4.9.3.1 ~4.9.3.2 Omitted.</p> <p>4.9.4 Omitted.</p> <p>Except where limited price, specified price, or special price is employed by construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report, and the certified</p>	As reference to the amendments of the above regulation.

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	<b><u>counting inclusively from the date of occurrence</u></b> , and the certified public accountant's opinion, under 4.9.3, <b><u>shall be obtained within 2 weeks counting inclusively from the date obtaining the appraisal report.</u></b>	public accountant's opinion under <b><u>Article 4.9.3, shall be obtained within 2 weeks counting inclusively from the date of occurrence.</u></b>	
4.10	Before the Date of the Event of the acquisition or disposal of securities, the latest financial statements of the object company audited or reviewed by certified public accountant should be acquired for the assessment and reference of transaction price. Should the transaction price reaches 20% of this Company's paid-in capital or NT\$300 million in equivalent of US dollar, opinions in respect of a rational transaction price have to be sought from certified public accountant before the Date of the Event of the subject acquisition or disposal of securities. Provided however, these requirements are not applicable if such securities have a public price from an active market or if the regulatory authorities require otherwise.	Before the Date of the Event of the acquisition or disposal of securities, the latest financial statements of the object company audited or reviewed by certified public accountant should be acquired for the assessment and reference of transaction price. Should the transaction price reaches 20% of this Company's paid-in capital or NT\$300 million in equivalent of US dollar, opinions in respect of a rational transaction price have to be sought from certified public accountant before the Date of the Event of the subject acquisition or disposal of securities. <b><u>If the certified public accountant engaged needs to use the report of an expert as evidence, such certified public accountant shall made in accordance to the Auditing Standards;</u></b> provided however, these requirements are not applicable if such securities have a public price from an active market or if the regulatory authorities require otherwise.	As reference to the amendments of the above regulation.
4.11	If this Company's acquisition or disposal of intangible assets or right-of-use assets or memberships reaches 20% of this Company's paid-in capital or NT\$300 million in equivalent of US dollar, excluding transactions with domestic government agency(ies), opinions in respect of a rational transaction price shall be sought from certified public accountant prior to the Date of the Event of the subject acquisition or disposal of assets.  (Omitted below.)	If this Company's acquisition or disposal of intangible assets or right-of-use assets or memberships reaches 20% of this Company's paid-in capital or NT\$300 million in equivalent of US dollar, excluding transactions with domestic government agency(ies), opinions in respect of a rational transaction price shall be sought from certified public accountant prior to the Date of the Event of the subject acquisition or disposal of assets. <b><u>Certified public accountant shall handle the matter in accordance with the regulations.</u></b> (Omitted below.)	As reference to the amendments of the above regulation.
4.13	Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom this Company has acquired appraisal reports and opinions	Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom this Company has acquired appraisal reports and opinions	As reference to the amendments of the above regulation.

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	<p>from, shall meet the following requirements:</p> <p>4.13.1~4.13.3 Omitted.</p> <p>4.13.4 When issuing an appraisal report or opinion, the personnel referred to in the Article 4.13 shall comply with <b><u>the regulations required by the related professional associations with</u></b> the following:</p> <p>4.13.3.1 Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>4.13.3.2 When <b><u>conducting</u></b> 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.</p> <p>4.13.3.3 They shall undertake an item-by-item evaluation of the <b><u>appropriateness</u></b> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4.13.3.4 <b><u>Statements shall be issued regarding</u></b> 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 <b><u>appropriate and</u></b> reasonable, and that they have complied with applicable laws and regulations.</p>	<p>from, shall meet the following requirements:</p> <p>4.13.1~4.13.3 Omitted.</p> <p>4.13.4 When issuing an appraisal report or opinion, the personnel referred to in the Article 4.13 shall comply with the following:</p> <p>4.13.3.1 Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>4.13.3.2 When <b><u>examining</u></b> 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.</p> <p>4.13.3.3 They shall undertake an item-by-item evaluation of the <b><u>comprehensiveness, accuracy,</u></b> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4.13.3.4 <b><u>They shall issue a statement</u></b> 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 <b><u>and accurate,</u></b> and that they have complied with applicable laws and regulations.</p>	



Article No.	Amended version	Original version	Explanations
4.15	<p>If this Company intends to acquire or dispose of real estate or right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets from or to a related party and the transaction amount reaches 20% of this Company's paid-in capital, 10% of this Company's total assets, or NT\$300 million in equivalent of US dollar, except for trading of domestic government bonds, bonds under repurchase and resale agreements and subscribing or redeeming domestic money market funds issued by securities investment trusts, this Company may not proceed to enter into a transaction contract or make a payment until the following matters(Article 4.15.1-Article 4.15.7) have been approved by more than half of all audit committee members and then submitted to the board of directors for a resolution: 4.15.1~4.15.7 Omitted.</p> <p><b>4.15.8</b> With respect to the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 % of the issued shares or authorized capital that engaged in the following transactions with each other, the company's board of directors shall be made accordance to the procedures for delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently</p>	<p>If this Company intends to acquire or dispose of real estate or right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets from or to a related party and the transaction amount reaches 20% of this Company's paid-in capital, 10% of this Company's total assets, or NT\$300 million in equivalent of US dollar, except for trading of domestic government bonds, bonds under repurchase and resale agreements and subscribing or redeeming domestic money market funds issued by securities investment trusts, this Company may not proceed to enter into a transaction contract or make a payment until the following matters(Article 4.15.1-Article 4.15.7) have been approved by more than half of all audit committee members and then submitted to the board of directors for a resolution: 4.15.1~4.15.7 Omitted.</p> <p><b><u>4.15.8 The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 4.7.8 herein, and "within one year" refers to one year preceding the date of event of the current transaction. Items that have been previously approved by the board of directors need not be counted toward the transaction amount.</u></b></p> <p><b>4.15.9</b> With respect to the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 % of the issued shares or authorized capital that engaged in the following transactions with each other, the company's board of directors shall be made accordance to the procedures for delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently</p>	<p>1. As reference to the amendments of the above regulation. 2. Article 4.15.8–4.15.9 were renumbered as 4.15.8 and 4.15.10.</p>

Article No.	Amended version	Original version	Explanations
	<p>submitted to and ratified at the next Board meeting:</p> <p><b><u>4.15.8.1</u></b> Acquisition or disposal of operation-purpose equipment or right-of-use assets .</p> <p><b><u>4.15.8.2</u></b> Acquisition or disposal of operation-purpose real estate or right-of-use assets.</p> <p><b><u>4.15.9 With respect to the transaction to be conducted between the Company and its subsidiaries and the transaction amount reaches 10 percent or more of the Company’s total assets, as listed under 4.15.1, the Company shall submit the associated information, as listed under 4.15.1, to the shareholders’ meeting before signing contracts and making payments. With the exception when such transactions are to be conducted between the Company, and its parent or subsidiaries, or between its subsidiaries.</u></b></p> <p><b><u>4.15.10 The calculation of the transaction amounts referred to in 4.15.1 and 4.15.9 shall be made in accordance with 4.7.8 herein. “Within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders’ meeting and the board of directors need not be counted toward the transaction amount.</u></b></p>	<p>submitted to and ratified at the next Board meeting:</p> <p><b><u>4.15.9.1</u></b> Acquisition or disposal of operation-purpose equipment or right-of-use assets .</p> <p><b><u>4.15.9.2</u></b> Acquisition or disposal of operation-purpose real estate or right-of-use assets.</p>	

## Attachment8

Comparison Table of Amendments to Operational Procedures for Loaning of Company Funds

Article No.	Amended version	Original version	Explanations
4.5	<p>Limit of Loan Amount:</p> <p>4.5.1 A subcontractor, satellite factory, or an invested company that directly or indirectly with over 50% voting rights held by the Company may apply to the Company for a loan, and the total loaning amount of fund on each borrower is limited to <b>40%</b> of the Company's net worth.</p> <p>4.5.2~4.5.5 Omitted.</p>	<p>Limit of Loan Amount:</p> <p>4.5.1 A subcontractor, satellite factory, or an invested company that directly or indirectly with over 50% voting rights held by the Company may apply to the Company for a loan, and the total loaning amount of fund on each borrower is limited to <b>20%</b> of the Company's net worth.</p> <p>4.5.2~4.5.5 Omitted.</p>	In accordance with the needs of operation.

## Attachment9

Comparison Table of Amendments to Regulation Governing Making of Endorsements/Guarantees

Article No.	Amended version	Original version	Explanations
4.3	<p>Total amount of endorsements/guarantees of the Company:</p> <p>4.3.1 Total amount of endorsements/guarantees of the Company shall not exceed <b>250%</b> of the net worth on the latest financial statement.</p> <p>4.3.2~4.3.5 Omitted.</p> <p>4.3.6 Total amount of endorsements/guarantees of the Company and Subsidiaries as a whole shall not exceed <b>250%</b> of the Company's net worth on the latest financial statement. If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and subsidiaries reaches 50% or more of the net worth of the company, an explanation of the necessity and reasonableness thereof shall be given at the shareholders meeting.</p>	<p>Total amount of endorsements/guarantees of the Company:</p> <p>4.3.1 Total amount of endorsements/guarantees of the Company shall not exceed <b>150%</b> of the net worth on the latest financial statement.</p> <p>4.3.2~4.3.5 Omitted.</p> <p>4.3.6 Total amount of endorsements/guarantees of the Company and Subsidiaries as a whole shall not exceed <b>150%</b> of the Company's net worth on the latest financial statement. If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and subsidiaries reaches 50% or more of the net worth of the company, an explanation of the necessity and reasonableness thereof shall be given at the shareholders meeting.</p>	In accordance with the needs of operation.

## Attachment10

### Comparison Table of Amendments to Rules and Procedures for Shareholders' Meeting

Article No.	Amended version	Original version	Explanations
4.2.1	<p>Convening shareholders' meetings and shareholders' meeting notices.</p> <p>4.2.1.1 Unless otherwise provided by law or regulation, the Shareholders' meeting of the Company shall be convened by the board of directors.</p> <p><b><u>4.2.1.2 Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of directors, and shall be made no later than the mailing of the shareholders' meeting notice.</u></b></p> <p><b><u>4.2.1.3~4.2.1.6</u></b> Omitted.</p>	<p>Convening shareholders' meetings and shareholders' meeting notices.</p> <p>4.2.1.1 Unless otherwise provided by law or regulation, the Shareholders' meeting of the Company shall be convened by the board of directors.</p> <p><b><u>4.2.1.2~4.2.1.5</u></b> Omitted.</p>	<p>1. As reference to the amendments to sample template for "XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" of Republic of China.</p> <p>2. Article 4.2.1.2-4.2.1.5 were renumbered as 4.2.1.3-4.2.1.6.</p>
4.2.5	<p>Shareholder registration</p> <p>4.2.5.1~4.2.5.4 Omitted.</p> <p><b><u>4.2.5.5 In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with this Company two days before the meeting date.</u></b></p> <p><b><u>4.2.5.6 In the event of a virtual shareholders' meeting, this Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></b></p>	<p>Shareholder registration</p> <p>4.2.5.1~4.2.5.4 Omitted.</p>	<p>As reference to the amendments of the above sample template.</p>
4.3	<p>Share Number Calculation for Attendance at Shareholders' Meetings</p> <p>4.3.1 Attendance at shareholders' meetings shall be calculated based on number of shares. The number of shares in attendance shall be</p>	<p>Share Number Calculation for Attendance at Shareholders' Meetings</p> <p>4.3.1 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be</p>	<p>As reference to the amendments of the above sample template.</p>

Article No.	Amended version	Original version	Explanations
	<p>calculated according to the shares indicated by the attendance book and sign-in cards handed in, <b><u>and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised electronically. However, the qualification and procedures for voting rights exercised electronically have to be in compliance with regulations in Cayman Island and the Company's Articles of Association.</u></b></p>	<p>calculated according to the shares indicated by the attendance book and sign-in cards handed in <b><u>plus the number of shares whose voting rights are exercised by electronically. The shareholder's may exercise their voting rights in writing or by way of electronic transmission, the application on other procedures shall meet the requirement subject to the Law of Cayman Islands and the Company's Articles of Association.</u></b></p>	
4.4	<p>Principles determining the time and place of a shareholders' meeting.  4.4.1 The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.  <b><u>4.4.2 The restrictions on the place of the meeting shall not apply 4.4.1 when the Company convenes a virtual-only shareholders' meeting.</u></b></p>	<p>Principles determining the time and place of a shareholders' meeting.  4.4.1 The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	As reference to the amendments of the above sample template.
4.7	<p>Documentation of a shareholders' meeting by audio or video  4.7.1 <b><u>The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. The recording</u></b></p>	<p>Documentation of a shareholders' meeting by audio or video  4.7.1 <b><u>The Company shall make an audio or video recording of the entire proceedings of the shareholders' meeting, and shall preserve the recording for at least one year. If, however, a shareholder initiates a lawsuit in accordance with Article 189 of the Company Act, such a recording shall be preserved</u></b></p>	As reference to the amendments of the above sample template.

Article No.	Amended version	Original version	Explanations
	<p><b><u>shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the “Company Act,” the recording shall be retained until the conclusion of the litigation.</u></b></p> <p><b><u>4.7.2 Where a shareholders’ meeting is held virtually, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></b></p> <p><b><u>4.7.3 The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></b></p>	<p><b><u>until the conclusion of the lawsuit.</u></b></p>	
4.8	<p>Convention of Shareholders’ Meeting</p> <p>4.8.1 The chairman shall call the meeting to order at the appointed meeting time, and announce the shares without voting rights and the attendance of the shareholders and the voting shares represented. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If</p>	<p>Convention of Shareholders’ Meeting</p> <p>4.8.1 The chairman shall call the meeting to order at the appointed meeting time, and announce the shares without voting rights and the attendance of the shareholders and the voting shares represented. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If</p>	<p>As reference to the amendments of the above sample template.</p>

Article No.	Amended version	Original version	Explanations
	<p>the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.<b><u>When a visual communication shareholders meeting is held, the company shall also announce the meeting adjourned on the e-Meeting platform of the shareholders' meeting.</u></b></p> <p>4.8.2 If the quorum is not met after two postponements as referred to in the 4.8.1, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. <b><u>In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register with the Company according to 4.2.5.5.</u></b></p> <p>4.8.3 Omitted.</p>	<p>the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>4.8.2 If the quorum is not met after two postponements as referred to in the 4.8.1, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.</p> <p>4.8.3 Omitted.</p>	
<b><u>4.13A</u></b>	<p><b><u>Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The paragraph above does not apply to the second half from 4.10–4.12.</u></b></p>	<b><u>New provisions.</u></b>	As reference to the amendments of the above sample template.
4.15	Monitor and count	monitor and count	As reference to the

Article No.	Amended version	Original version	Explanations
	<p>4.15.1 Omitted.</p> <p>4.15.2 Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting shall be announced on-site at the meeting, and a record made of the vote.</p> <p><b><u>4.15.3 When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed to abstain from voting.</u></b></p> <p><b><u>4.15.4 In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced.</u></b></p>	<p>4.15.1 Omitted.</p> <p>4.15.2 Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, <b><u>including the statistical tallies of the numbers of votes</u></b>, shall be announced on-site at the meeting, and a record made of the vote.</p>	<p>amendments of the above sample template and amended wording.</p>
4.19	<p>Meeting minutes.</p> <p>4.19.1~4.19.3 Omitted.</p> <p><b><u>4.19.4 Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in 4.19.3, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and</u></b></p>	<p>Meeting minutes.</p> <p>4.19.1~4.19.3 Omitted.</p>	<p>As reference to the amendments of the above sample template.</p>



Article No.	Amended version	Original version	Explanations
	<p><b><u>actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></b></p> <p><b><u>4.19.5 When convening a virtual-only shareholder meeting, other than compliance with the requirements in 4.19.4, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.</u></b></p>		
4.20	<p>Public disclosure</p> <p>4.20.1 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <b><u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u></b>, and shall make an express disclosure of the same at the place of the shareholders' meeting. <b><u>In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the</u></b></p>	<p>Public disclosure</p> <p>4.20.1 On the day of a shareholders' meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation <b>and</b> the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.</p>	As reference to the amendments of the above sample template.

Article No.	Amended version	Original version	Explanations
	<p><u>meeting.</u>  <b><u>4.20.2 During the Company’s virtual shareholders’ meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></b></p>		
<p><b><u>4.23</u></b></p>	<p><b><u>In the event of a virtual shareholders’ meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></b></p>	<p><b><u>New provisions.</u></b></p>	<p>As reference to the amendments of the above sample template.</p>
<p><b><u>4.24</u></b></p>	<p><b><u>When the Company convenes a virtual shareholders’ meeting, both the chair and secretary shall be in the same location within the boarder of Republic of China, and the chair shall declare the address of their location when the meeting is called to order.</u></b></p>	<p><b><u>New provisions.</u></b></p>	<p>As reference to the amendments of the above sample template.</p>
<p><b><u>4.25</u></b></p>	<p><b><u>Handling of disconnection during a virtual shareholders’ meeting.</u></b>  <b><u>4.25.1 In the event of a virtual shareholders’ meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the “Regulations Governing the Administration of Shareholder Services of</u></b></p>	<p><b><u>New provisions.</u></b></p>	<p>As reference to the amendments of the above sample template.</p>

Article No.	Amended version	Original version	Explanations
	<p><b><u>Public Companies” (or Regulations Governing the Administration of Shareholder Services hereafter), if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other <i>force majeure</i> events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></b></p> <p><b><u>4.25.2 For a meeting to be postponed or resumed as described in 4.25.1, shareholders who have not registered to participate in the affected shareholders’ meeting online shall not attend the postponed or resumed session.</u></b></p> <p><b><u>4.25.3 For a meeting to be postponed or resumed under 4.25.1, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders’ meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders’ meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed</u></b></p>		

Article No.	Amended version	Original version	Explanations
	<p><u>session.</u></p> <p><u>4.25.4 During a postponed or resumed session of a shareholders' meeting held under 4.25.1, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.</u></p> <p><u>4.25.5 When the Company convenes a hybrid shareholders' meeting (virtual platform is made available), and the meeting cannot continue as described in 4.25.1, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under 4.25.1 is required.</u></p> <p><u>4.25.6 Under the circumstances where a meeting should continue as in 4.25.5, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></p> <p><u>4.25.7 When postponing or resuming a meeting according to 4.25.1, the</u></p>		

Article No.	Amended version	Original version	Explanations
	<p><b><u>Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the "Regulations Governing the Administration of Shareholder Services."</u></b></p> <p><b><u>4.25.8 For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies," and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the "Regulations Governing the Administration of Shareholder Services," the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under 4.25.1.</u></b></p>		
<b><u>4.26</u></b>	<p><b><u>When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.</u></b></p>	<b><u>New provisions.</u></b>	As reference to the amendments of the above sample template.
<b><u>4.27</u></b>	These procedures shall be effective once approved by the Board of Directors, and after adoption by shareholders' meetings.	These procedures shall be effective once approved by the Board of Directors, and after adoption by shareholders' meetings.	Article 4.23 were renumbered as 4.27.
<b><u>6.1</u></b>	Implementation date: The formulation or revision of procedures shall be formally effective after the procedure of Article <b><u>4.27</u></b> .	Implementation date: The formulation or revision of procedures shall be formally effective after the procedure of Article <b><u>4.23</u></b> .	In order to cooperate with the new articles this time, the article was adjusted.

## Attachment11

### Contents of Candidates for New Directors (and their Representatives) as Non-Competition Restrictions

Title	Name	Currently holding the position of other companies
Director	Kuo-Ian Cheng	<ol style="list-style-type: none"> <li>1. Director of Hong Kong Antex Limited</li> <li>2. Chairman and General Manager of Thomas Dynamic Material (Jiangsu) Co., Ltd.</li> <li>3. Chairman and General Manager of Dongguan Paihong Industry Co., Ltd</li> <li>4. Chairman of Wuxi Paihong Real Estate Co., Ltd.</li> <li>5. Director of Shanghai Best Expectation Textile Trading Limited</li> <li>6. Director of Hong Kong Best Expectation International Trading Limited</li> <li>7. Director of Hon Shin Corp.</li> <li>8. Chairman of Vietnam Paihong Limited Company</li> <li>9. Chairman of Dongguan Paiho Business Service Co., Ltd</li> </ol>
Director	Representative of PAIHO INT'L LIMITED : Shih-Chao Huang	<ol style="list-style-type: none"> <li>1. Chairman of Bei Jing Jing Yua Mao Shang Mao Limited Company</li> <li>2. Chairman of Shan Dong Hua Hua Jing Mao Limited Company</li> </ol>
Director	Yong-Jen Tsao	Independent Director & member of Compensation Committee ,Zongtai Real Estate Development Co., Ltd.
Independent Director	Wen-Chang Chen	<ol style="list-style-type: none"> <li>1. Director of Lee Bou International Co., Ltd.</li> <li>2. Chairman of Dongguan Lee Fong Label Manufacture Ltd.</li> <li>3. Chairman of Greatco Development Limited.</li> <li>4. Chairman of Wuxi Lide Garment Accessory Manufacturing Company Limited.</li> <li>5. Director of Vietnam Lee Bou International Co., Ltd.</li> <li>6. Chairman of Lee Bou International Binh Duong Company Limited.</li> </ol>