

Stock Code : 6909



## **Tricorntech Corporation**

# **2023 1<sup>st</sup> Special Shareholders' Meeting**

## **Meeting Agenda**

(Translation)

**Time : 14:00PM, Thursday, September 28, 2023**

**Place : 11F., No.866-11, Zhongzheng Rd., Zhonghe Dist.,**

**New Taipei City 235, Taiwan (Ci-bao room)**

**Type of Meeting : Physical Meeting**

This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there is any inconsistency between the Chinese version and this translation, the Chinese version shall prevail.

Tricorntech Corporation  
2023 1<sup>st</sup> Special Shareholders' Meeting

Meeting Agenda

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Time : 14:00PM, Thursday, September 28, 2023

Place : 11F., No.866-11, Zhongzheng Rd., Zhonghe Dist., New Taipei City 235, Taiwan  
(Ci-bao room)

Type of Meeting : Physical Meeting

1. Call the Meeting to Order (Announce number of Shareholders present)
2. Chairman's Address
3. Elections
  - I. To Elect One Independent Director.
4. Other Matters :
  - I. To Release Directors from Non-Compete Restrictions.
5. Extemporaneous Motions
6. Meeting Adjourned

## **Elections**

Proposal 1 (Proposed by the Board of Directors)

Subject: To Elect One Independent Director.

Explanation:

1. The 6<sup>th</sup> Board of Directors of the Corporation consisted of 4 Independent Directors. Mr. James Chiyong YUAN, one of the Independent Directors, was dismissed on June 21, 2023. It is proposed to elect one Independent Director to fill the vacancy. And the term of office for the newly elected Independent Director shall be from the date of election until April 25, 2025.
2. The list of candidates of independent director has been reviewed and approved by the Board of Directors on August 10, 2023. please refer to Attachment 1 on page 3 of this Agenda.

Election Results:

## **Other Matters**

Proposal 1 (Proposed by the Board of Directors)

Subject: To Release Directors from Non-Compete Restrictions

Explanation:

1. In accordance with Article 209 of the Company Act “A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”
2. It is proposed that the shareholders meeting approval to release non-competition restrictions on the directors. The list of directors released from non-competition restrictions, please refer to Attachment 2 on page 4 of this Agenda.

Resolution:

## **Extemporary Motions**

## **Meeting Adjourned**

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List of Independent Director Candidates

Name	Education	Major Past Positions	Current Positions	Shareholdings (shares)
Hu-Shih CHING	Institute of Chemical Engineering, National Tsing Hua University	※President, Director, Lien Hwa Industrial Holdings Corporation ※Director, Baolong International Co., Ltd. ※Supervisor, MITAC INTERNATIONAL CORPORATION ※Supervisor, Getac Holdings Corporation ※Director, MiTAC INCORPORATED ※Supervisor, MiTAC Holdings Corporation ※Director, Synnex Technology International Corporation ※Associate, UPC Technology Corporation ※Engineer, Economic Planning and Development Council, Executive Yuan ※Adjunct Lecturer, Department of Chemical Engineering, Feng Chia University	※Chairman, China Grain Products Research & Development Institute ※Chairman, Y.S. Educational Foundation ※Chairman, Yi Feng Investment Co., Ltd. (Representative, Rich Cycle Ltd., B.V.I.) ※Director, Yih Yuan Investment Corp. (Representative, Overcome Holdings Limited, B.V.I.) ※Independent Director, UNITECH ELECTRONICS CO., LTD.	0

Tricorntech Corporation  
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List of Directors Released from Non-Compete Restrictions

Title	Name	Current Positions
Independent Director (newly elected)	Hu-Shih CHING	※ Chairman, China Grain Products Research & Development Institute ※ Chairman, Y.S. Educational Foundation ※ Chairman, Yi Feng Investment Co., Ltd. (Representative, Rich Cycle Ltd., B.V.I.) ※ Director, Yih Yuan Investment Corp. (Representative, Overcome Holdings Limited, B.V.I.) ※ Independent Director, UNITECH ELECTRONICS CO., LTD.
Independent Director	Li-Ju YEH	※ Financial and Accounting Officer, MYCENAX BIOTECH INC.
Representative of Taiwan Capital Buffalo Fund Co., Ltd.	Nan-Chang CHIU	※ Director, FlowVIEW Tek Inc. (Representative, Taiwan Capital Buffalo Fund V, L.P.)

**ARTICLES OF INCORPORATION  
OF  
TRICORNTECH CORPORATION**  
[Translation]

【Appendix I】

**Section I - General Provisions**

**Article 1**

The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 創控科技股份有限公司, and Tricorntech Corporation in the English language.

**Article 2**

The scope of business of the Corporation shall be as follows:

1. CB01030 Pollution Controlling Equipment Manufacturing.
2. CE01010 General Instrument Manufacturing.
3. F401010 International Trade.
4. IG01010 Biotechnology Service.
5. IG02010 Research and Development Service.
6. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

**Article 3**

The Corporation shall have its head office in New Taipei City, Taiwan, Republic of China, and shall be free to set up branch offices at various locations within and without the territory of the Republic of China upon approval of the Board of Directors.

**Article 4**

Public announcements of the Corporation shall be made in accordance with the Company Act and other relevant rules and the regulations of the competent securities authority.

**Article 4-1**

The Corporation shall not be a shareholder of unlimited liability in another company or a partner of a partnership enterprise. When the Corporation becomes a shareholder of limited liability in other companies, the total amount of its investments in such other companies is not subject to the restriction of Article 13 of the Company Act of the Republic of China (hereinafter referred to as the " Company Act") that it shall not exceed 40 percent of the amount of its paid-up capital.

**Article 4-2**

The Corporation for operational or business requirements, may, in accordance with relevant regulations, engage in external endorsements / guarantees.

**Section II - Shares**

**Article 5**

The total capital stock of the Corporation shall be in the amount of NT 1,200,000,000, New Taiwan Dollars divided into 120,000,000 shares, at ten New Taiwan Dollars each. The board of directors is authorized to issue such unissued shares in installments. A total of 180,000,000 New Taiwan Dollars of the above total capital will be reserved for employee stock options for a total of 18,000,000 shares of stocks, which may be offer stock warrants, preferred shares with warrants or corporate bonds with warrants, and the board of directors is authorized to issue such shares in installments.

In accordance with Article 56-1 of "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" , to issue employee stock warrants that are not subject to the exercise price restriction set out in Article 53 of "Regulations Governing the Offering and Issuance of Securities by Securities

Issuers” , an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing one half of the total issued shares.

After the Corporation 's stock is listed (over the counter), if it is transferred to employees at less than the average actual share repurchase price, the Corporation must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing one half of total issued shares, and must have listed the following matters in the notice of reasons for that shareholders meeting.

The corporation 's legally repurchased shares are transferred to the target, the target is issued to the employee's stock option certificate, the target to issue new shares to purchase shares, and the target to issue new shares with restricted employee rights, all of which include employees of controlling or subordinate companies who meet certain conditions. The conditions and the way of purchasing is authorized to the board of directors to decide in accordance with laws and regulations.

#### **Article 5-1**

Shares issued by the Corporation are exempt from the printing of stock certificates, but should be registered with a centralized securities depository in accordance with the regulations of that institution.

#### **Article 5-2**

The handling of the Corporation stock affairs, unless otherwise provided by laws and securities regulations, shall be conducted in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” .

#### **Article 6**

Ownership transfer of shares shall be suspended for 60 days prior to an annual general shareholders meeting, 30 days prior to an extraordinary general shareholders meeting, or 5 days prior to a record date when the Corporation is scheduled to pay dividends, bonuses or any other benefits.

### **Section III - Shareholders Meeting**

#### **Article 7**

Shareholders meeting shall be of two types, namely general and extraordinary shareholders meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with the Company Act whenever necessary.

The convening and notification of ordinary shareholders' meetings and extraordinary shareholders' meetings shall be handled in accordance with relevant regulations. The notifications and announcements shall specify the reason for the convening, and the notification may be done electronically if the counterparty agrees. However, for shareholders holding less than 1,000 shares, the convening notice referred to in the preceding Paragraph may be made in the form of an announcement.

#### **Article 7-1**

Shareholders meetings of the Corporation may be held by video conference or other means announced by the competent authorities, and the conditions, operating procedures, and other matters shall be handled in accordance with the Regulations of the competent securities authority.

#### **Article 8**

In the event a shareholder is unable to attend a shareholders' meeting due to any reason, he/she may issue a proxy with a Shareholder Proxy Form issued by the Corporation. The proxy shall specify the authorized scope and be duly executed by signature or affixation of a seal. Shareholder proxy representation procedures shall be conducted in accordance with the “Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” issued by the competent securities authority, unless otherwise stipulated by applicable laws and regulations.

#### **Article 8-1**

A shareholders meeting shall, unless otherwise provided for in the Company Act, be convened and chaired by the Board of Directors and shall be presided by the Chairman of the Board of Directors of the Corporation. In case the Chairman is on leave or otherwise cannot exercise his duty and authority for any reason, the Chairman shall appoint a director to act as his deputy; otherwise, the directors shall elect from among themselves a chairman to preside over the shareholders meeting. If a shareholders meeting is convened by a person other than the Board of Directors, the shareholders meeting shall be chaired by that convener. If there are two or more conveners for a shareholders meeting, one of them shall be elected to chair the meeting.

#### **Article 9**

Unless otherwise required by laws and regulations, each share holding by the shareholders shall have one vote.

When convening a shareholders' meeting, the Corporation shall include electronic means as one of the channels for exercising voting rights, and the procedures for its exercise shall be specified in the notice of the shareholders' meeting. Shareholder who exercise his/her voting rights electronically shall be regarded as being present in person. Electronic voting shall be conducted in compliance with the applicable laws and regulation.

#### **Article 10**

Unless otherwise provided in the Company Act shall be made at the meeting attended by shareholders holding and representing one half of the total number of issued and outstanding shares and at which meeting one half of the shareholders shall vote in favor of the resolution(s).

#### **Article 11**

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Corporation within 20 days after the meeting. The distribution of the minutes of shareholders meeting may be made by means of public announcement or electronic means.

The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Corporation. The attendance list bearing the signatures of shareholders present at the meeting and the proxies shall be kept by the Corporation for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the above documents shall be kept by the Corporation until the legal proceedings of the foregoing lawsuit have been concluded.

### **Section IV – Board of Directors and Audit Committee**

#### **Article 12**

The Corporation shall have five (5) to thirteen (13) directors and there shall be at least three(3) Independent Directors in the Board. A director shall hold office for a term of three (3) years and shall be eligible for reelection.

The directors of the Corporation shall be elected with a candidate nomination system by shareholders' meeting from among those listed in the slate of director candidates. Procedures for the acceptance of director candidate nominations and related matters, including notifications, shall be conducted in accordance with the relevant statutory provisions of the Company Act and the Securities and Exchange Act. The independent and non-Independent Directors shall be elected at the same time, and the number of elected directors shall be calculated separately. The relevant professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to Independent Directors shall be conducted in accordance with the relevant regulations of the competent securities authority.

The aggregate shareholding percentage of all directors of the Corporation shall be managed in accordance with the regulations of the competent securities authority.

#### **Article 12-1**

The Corporation may set up other functional committees under the Board of Directors, with the numbers of members and their tenures and duties and powers to be spelled out in their respective organizational regulations.

#### **Article 12-2**

The Corporation shall establish an audit committee. The audit committee shall be composed of the entire number of independent directors, and shall not be fewer than three (3) persons in number, one (1) of whom shall be convener, and at least one (1) of whom shall have accounting or financial expertise. The duties and other compliance matters of the audit committee shall be handled in accordance with the Company Act, the Securities and Exchange Act and the relevant laws and regulations or the regulations of the Corporation.

#### **Article 13**

The Board of Directors shall be organized by Directors. The Chairman of the Board shall be elected by one half of directors present at a meeting attended by more than two thirds of directors. The Chairman of the Board shall internally be the Chairman of the meeting of shareholders, Board of Directors and managing directors' meeting and externally represent the Corporation.

#### **Article 14**

The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. In his absence, any one of the Directors shall be acting for him according to Article 208 of the Company Act. Directors of the board shall attend board meetings in person. If for any reason a director cannot attend a meeting, that director may issue a proxy form authorizing another director to act on behalf of the absent director. However, a director may act as the proxy of only one other director.

The meeting of the Board of Directors may be conducted via video conference. All Directors present at the meeting via video conference will be deemed present at the meeting in person.

#### **Article 15**

Unless otherwise provided by relevant laws and regulations, resolutions of the Board of Directors shall require the presence of a majority of the directors and shall be decided with the approval of a majority of the attending directors. A meeting of the Board of Directors shall, unless otherwise provided for in relevant laws and regulations, be convened by the Chairman of the Board of Directors. Notice, along with the description of the meeting, will be given to every director seven days in advance. However, in the case of emergency, the meeting of the Board of Directors may be convened at any time.

The notice can be given in written form, fax, or e-mail.

#### **Article 16**

The compensation of the directors of the Corporation is authorized by the Board of Directors to be granted in accordance with the degree of contributions made by the directors and in alignment with prevailing industry standards.

#### **Article 16-1**

The Corporation shall procure liability insurance for all directors who are legally responsible for compensation within the scope of their business execution during their term of office.

The Corporation may purchase liability insurance for the representatives assigned by the Corporation to serve as representatives, directors and supervisors of the reinvested corporation during their term of office in respect of their legally borne compensation liabilities within the scope of their business.

### **Section V - Managers**

#### **Article 17**

The Corporation may have several managers, whose appointments, dismissal, and concurrent appointment as manager of another company, and remuneration shall be governed in accordance with Articles 29 and 32 of the Company Law.

## **Section VI – Accounting**

### **Article 18**

The Board of Directors shall after the end of each fiscal year (January 1st to December 31st) produce the following reports and statements and submit the same to the shareholders Meeting for ratification:

1. Business report.
2. Financial statement.
3. Proposed stock dividend of profit distribution or loss make-up plan.

### **Article 19**

The Corporation distribution of dividends and bonuses is based on the proportion of shares held by each shareholder. The Corporation shall not pay dividends or bonuses to shareholders when there are no earnings. After making the final settlement of account, the Corporation shall allocate the net profit ( “earnings” ), if any, according to the following sequence:

1. Payment of taxes.
2. Making up for loss in preceding years.
3. Setting aside 10% for legal reserve, except for when accumulated legal reserve has reached the Corporation’ s paid-in capital.
4. Appropriating or reversing special reserve by government officials or other regulations.
5. With the accumulated undistributed earnings of the previous year, allocate all or part of them as distributable earnings, and the board of directors shall prepare a surplus distribution plan based on the actual operating conditions. When issuing new shares, it shall be submitted to the shareholders' meeting for resolution and distribute it.

Since the Corporation is in an industry in a growth phase, the dividend policy shall consider various factors, including the current and future investment environment, capital requirements, domestic and international competitive conditions, capital budgeting, and other pertinent factors. This policy aims to strike a balance between shareholders' interests and the Corporation's long-term financial objectives. Following an evaluation of financial, business, and operational considerations, the Corporation may distribute the entire amount of distributable profits for the year. Dividends may be distributed to shareholders in the form of cash or stock, with cash dividends not being less than 10% of the total dividends payable to shareholders. When the Corporation distributes dividends and bonuses or allocates the whole or a portion of the statutory surplus and capital surplus, in the form of cash, the Board of Directors is authorized to do so with the presence of more than two-thirds of the directors, and approval from a majority of the attending directors, and to report such distribution to the shareholders' meeting.

### **Article 19-1**

If there is any profit for a specific fiscal year (i.e., profit before deduction of employee compensation and director remuneration), the Corporation shall allocate no less than 5% of the profit as employees’ compensation and shall allocate at a maximum of 3% of the profit as remuneration to Directors. However, if the Corporation still has accumulated losses, it should reserve the compensation amount in advance.

Remuneration for Directors shall be disbursed solely in cash.

Employee’ s and Director’ s compensation shall be decided by the board of directors with more than two-thirds of the directors present and a resolution approved by more than one half of the directors present, and reported to the shareholders' meeting.

### **Article 20**

In regard to all matters not provided for in these Articles of Incorporation, the Company Act and applicable statutory regulations shall govern.

### **Article 21**

These Articles of Incorporation was established on 16 December 2009 and subsequently amended as follows:

The first amendment on 27 June 2011; the second amendment on 14 May 2012; the third amendment on 27 November 2012; the fourth amendment on 29 March 2013; the fifth amendment on 29 March 2013; the sixth amendment on 25 June 2014; the seventh amendment on 25 June 2015; the eighth amendment on 20 June 2016; the ninth amendment on 20 June 2017; the tenth amendment on 28 June 2019; the eleventh amendment on 26 April 2022; the twelfth amendment on 12 September 2022, and the thirteenth amendment on 29 May 2023.

**RULES AND PROCEDURES OF SHAREHOLDERS MEETING**

[Translation]

**Article 1**

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

**Article 2**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

**Article 3**

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

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

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

#### **Article 4**

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

#### **Article 5** (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

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

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

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

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

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

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

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

**Article 6-1**(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

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

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
  - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
  - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

**Article 7** (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

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

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by more than half of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

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

#### **Article 8** (Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

#### **Article 9**

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

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

#### **Article 10**

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

#### **Article 11 (Shareholder speech)**

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

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

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

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

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

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

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

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

#### **Article 12 (Calculation of voting shares and recusal system)**

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

### **Article 13**

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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

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

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

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

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

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

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

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

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

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

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

#### **Article 14**

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### **Article 15**

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.

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

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

#### **Article 16 (Public disclosure)**

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

**Article 17** (Maintaining order at the meeting place)

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

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

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

**Article 18** (Recess and resumption of a shareholders meeting)

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

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

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

**Article 19** (Disclosure of information at virtual meetings)

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

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

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

**Article 21** (Handling of disconnection)

In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

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

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

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

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

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

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

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

#### **Article 22 (Handling of digital divide)**

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

#### **Article 23**

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

#### **Article 24**

These Rules of Procedure were adopted by the shareholders Meeting on 20 June, 2016, and subsequently amended as follows:

The first amended at the shareholders meeting on 20 June, 2017; the second amended was held at the shareholders meeting on 12 September, 2022.

**PROCEDURES FOR ELECTION OF DIRECTORS**

[Translation]

**Article 1**

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

**Article 2**

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

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

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

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

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

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

**Article 3**

The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

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

**Article 4**

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

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

## **Article 5**

The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

## **Article 6**

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

## **Article 7**

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

## **Article 8**

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

## **Article 9**

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words are entered in addition to the name or shareholder's account number.
6. The same ballot lists two or more candidates for election.

## **Article 10**

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

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

## **Article 11**

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

## **Article 12**

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

These Procedures was established on September 12, 2022.

**TRICORNTECH CORPORATION****Shareholdings of All Directors**

(As of the book closure date on August 30, 2023 of the 1<sup>st</sup> 2023 Special Shareholders Meeting, the shareholdings of directors recorded in the shareholder register)

<b>Title</b>	<b>Name</b>	<b>Current Shareholding (Shares)</b>
Chairman	Leo WANG	2,123,596
Director	Taiwania Capital Buffalo Fund Co., Ltd.	3,832,005
Director	Bill LIN	798,334
Director	Zhi-Cheng HONG	1,577,279
Director	Jui-Cheng LO	191,429
Director	Pehong CHEN	532,223
Independent Director	Yih-Cheng SHIH	0
Independent Director	Chuen-Yun LIAO	0
Independent Director	Liru YEH	0
<b>Total</b>		<b>9,054,866</b>

Note:

1. Total shares issued by the corporation is 60,234,700 shares.
2. In accordance with the Regulations on the Percentage of Shareholding by Directors and Supervisors of Publicly Traded Companies and the Implementation of Auditing, all directors are required to hold a minimum of 4,818,776 shares.
3. All directors hold shares meeting the statutory requirement.