



TRICORNTECH CORPORATION

2024 Annual Shareholders' Meeting

Meeting Agenda

(Translation)

Time : 14:00PM, May 27, 2024

**Place : B1., No. 351, Sec. 2, Zhongshan Rd., Zhonghe Dist.,
New Taipei City, Taiwan (conference hall of
AMAZING HALL)**

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
2024 Annual Shareholders’ Meeting
Meeting Agenda

Contents

1. Meeting Procedure	<i>P.1</i>
2. Meeting Agenda	<i>P.2</i>
I. Reported Matters	<i>P.3</i>
II. Acknowledged Matters	<i>P.4</i>
III. Matters for Discussion	<i>P.5</i>
IV. Extemporaneous Motions	<i>P.6</i>
V. Meeting Adjourned	<i>P.6</i>
3. Attachment	
I. 2023 Business Report	<i>P.7- 10</i>
II. 2023 Audit Committee Review Report	<i>P.11</i>
III. Comparison Table for the “Regulations of Procedure for Board of Directors Meetings” Before and After Amendment	<i>P.12- 13</i>
IV. Comparison Table for the ”Code of Practice for Sustainable Development” Before and After Amendment	<i>P.14</i>
V. Independent Auditors’ Report and 2023 Financial Statements	<i>P.15- 22</i>
VI. 2023 Earnings Distribution Table	<i>P.23</i>
VII. Comparison Table for the ” Rules and Procedures of Shareholders Meeting” Before and After Amendment	<i>P.24- 26</i>
4. Appendix	
I. Articles of Incorporation	<i>P.27- 32</i>
II. Regulations of Procedure for Board of Directors Meetings (Before Amendment)	<i>P.33- 38</i>
III. Code of Practice for Sustainable Development (Before Amendment)	<i>P.39- 44</i>
IV. Rules and Procedures of Shareholders Meeting (Before Amendment)	<i>P.45- 53</i>
V. Shareholdings of All Directors	<i>P.54</i>

TRICORNTech CORPORATION
2024 Annual Shareholders' Meeting
Meeting Procedure

Call the Meeting to Order

Chairman's Address

Reported Matters

Acknowledged Matters

Matters for Discussion

Extemporaneous Motions

Meeting Adjourned

TRICORNTECH CORPORATION

2024 Annual Shareholders' Meeting

Meeting Agenda

Time : 14:00PM, Monday, May 27, 2024

Place : B1., No. 351, Sec. 2, Zhongshan Rd., Zhonghe Dist., New Taipei City, Taiwan
(conference hall of AMAZING HALL)

Type of Meeting : Physical Meeting

1. Call the Meeting to Order (Announce number of Shareholders present)
2. Chairman's Address
3. Reported Matters:
 - (1) 2023 Business report
 - (2) 2023 Audit Committee review report
 - (3) 2023 Distributable Compensation for Employees And Directors
 - (4) 2023 Earnings Distribution and Cash Dividend Report
 - (5) To report the amendments of the "Regulations of Procedure for Board of Directors Meetings".
 - (6) To report the amendments of the "Code of Practice for Sustainable Development"
4. Acknowledged Matters:
 - (1) Acknowledgment of the 2023 Business Report and Financial Statements
 - (2) Acknowledgment of the 2023 Earnings Distribution
5. Matters for Discussion:
 - (1) Discussion of the amendments of the " Rules and Procedures of Shareholders Meeting"
 - (2) Discussion for application to the authority for stock listing on the TWSE/TPEX market
 - (3) Discussion for capital injection by raising new shares as the source shares of TWSE/TPEX before stock listing and all the original shareholders waiving new shares subscription right
6. Extemporaneous Motions
7. Meeting Adjourned

Reported matters

1. 2023 business report

Note: please refer to Attachment 1 on pages 7-10 of Agenda for 2023 Business report.

2. 2023 Audit Committee review report

Note: please refer to Attachment 2 on page 11 of Agenda for 2023 Audit Committee Review Report.

3. 2023 Distributable Compensation for Employees and Directors

Note: Tricorntech's Board of Directors approved the 2023 distributable compensation for employees and directors on March 08, 2024. An allocation of 8% of the 2023 employee compensation, totaling NT\$6,177,452, and 3% of the director's compensation, totaling NT\$2,316,545, will be distributed in cash.

4. 2023 Earnings Distribution and Cash Dividend Report

Note:

(1) Tricorntech's Board of Directors approved the allocation of NT\$48,187,760 from the distributable earnings of 2023 for cash dividends (equivalent to NT\$0.8 per share). Fractions of a unit will be rounded down to the nearest whole unit, with any fractional amounts being included in the Company's other income. The Chairman is authorized to establish the ex-dividend date, payment date, and other related matters.

(2) Subsequently, in the event of changes in Tricorntech's share capital affecting the outstanding shares, resulting in variations in the dividend distribution rate requiring adjustment, full authority is granted to the Chairman for handling such matters.

5. To report the amendments of the "Regulations of Procedure for Board of Directors Meetings"

Note: please refer to Attachment 3 on pages 12~13 of Agenda for the "Regulations of Procedure for Board of Directors Meetings" Before and After Amendment.

6. To report the amendments of the "Code of Practice for Sustainable Development"

Note: please refer to Attachment 4 on page 14 of Agenda for the "Code of Practice for Sustainable Development" Before and After Amendment.

Acknowledged Matters

Proposal 1 (Proposed by the Board of Directors)

Subject: Acknowledgment of the 2023 Business Report and Financial Statements

Note:

- (1) Tricorntech's 2023 Business Report and Financial Statements have been approved by the Board of Directors on March 08, 2024 and audited by CPAs Sheng-Wei TENG and Yu-Fang YEN of PwC Taiwan.
- (2) Please refer to Attachment 1 on pages 7-10 of Agenda for the 2023 Business Report and Attachment 5 on pages 15-22 of Agenda for the Independent Auditors' Report and 2023 Financial Statements.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Subject: Acknowledgment of the 2023 Earnings Distribution

Note:

- (1) Tricorntech's 2023 Earnings Distribution have been approved by the Board of Directors on March 08, 2024.
- (2) Please refer to Attachment 6 on page 23 of Agenda for 2023 Earnings Distribution Table.

Resolution:

Matters for Discussion

Proposal 1 (Proposed by the Board of Directors)

Subject: Discussion of the amendments of the " Rules and Procedures of Shareholders Meeting"

Note:

- (1) In accordance with the Financial Supervision and Administration Commission's letter No. 1120385664 dated December 8, 2012, and Financial Regulatory Commission's letter No. 1120334642 dated March 14, 2012, and the Taiwan Stock Exchange Co., Ltd. On March 17, Taiwan Securities Exchange Letter No. 1120004167 amended some provisions of the " Rules and Procedures of Shareholders Meeting ".
- (2) Please refer to Attachment 7 on pages 24-26 of agenda for the Comparison Table for the " Rules and Procedures of Shareholders Meeting" Before and After Amendment.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Subject: Discussion for application to the authority for stock listing on the TWSE/TPEX Market

Note: To meet future business development needs, recruit top talents, and diversify fundraising channels, Tricorntech plans to submit an application for listing on the TWSE/TPEX Market at an appropriate time. The Chairman is authorized to handle all relevant listing procedures with full authority.

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Subject: Discussion for capital injection by raising new shares as the source shares of TWSE/TPEX before stock listing and all the original shareholders waiving new shares subscription right

Note:

- (1) To prepare for the public offering process required after Tricorntech's stocks are approved for listing on the TWSE/TPEX Market by regulatory authorities in the future, it is proposed to conduct a cash capital increase and issue new shares as the source of shares for public offering prior to listing. In this cash capital increase, 10% to 15% of the total number of new shares to be issued will be reserved for

subscription by Tricorntech's employees in accordance with Article 267 of the Company Act. For shares not fully subscribed by employees, it is planned to authorize the chairman to approach specific individuals for subscription at the issuance price.

- (2) Apart from the employee subscriptions reserved in the previous section, the remaining shares are proposed to be presented to the shareholders' meeting for a resolution, whereby the original shareholders relinquish their preemptive subscription rights, and all such shares will be allocated for Tricorntech's future public offering before the stock is listed.
- (3) The key details of this issuance plan (including issuance price, actual issuance quantity, issuance conditions, planned projects, raised amount, expected progress, potential benefits, etc.), along with all other matters related to the issuance plan, or any future revisions deemed necessary by regulatory authorities or based on management evaluation or objective conditions, are intended to be submitted to the shareholders' meeting for authorization empowering the board of directors to manage such matters with full authority.

Resolution:

Extemporaneous Motions

Meeting Adjourned

TRICORNTECH CORPORATION
2023 Business Report

【Attachment I】

Dear shareholders,

I. Foreword

In 2023, the global semiconductor industry experienced an overall 8.8% decline in revenue. However, TRICORNTECH continued to demonstrate operational resilience as evidenced in the previous year, maintaining a focus on customer relationships and leveraging past brand management efforts. In FY2023, the Company successfully expanded its customer base and developed new product applications, resulting in a record-breaking total revenue of NT\$406 million, marking a significant increase compared to the 3% revenue growth achieved in FY2022.

TRICORNTECH debuted on TPEX in March 2023 with the stock symbol "6909". The rise in significance of Airborne Molecular Contamination (AMC) within the semiconductor sector, spurred by advancements in process nodes, has propelled the AMC domain into a phase of expansion. TRICORNTECH intends to utilize its presence in the capital market to widen avenues for talent acquisition, forge vital partnerships necessary for the industry's swift growth trajectory, and bolster the unity of its current team to collaboratively fuel the Company's upward trajectory.

II. Company Mission and Philosophy

At TRICORNTECH, our core value lies in our commitment to customer success, achieved through collaborative innovation and sharing fruitful outcomes with our clients. We are rooted in Taiwan but embrace a global outlook, embodying a spirit of mutual growth and advancement alongside our customers. Continually striving to deepen our international footprint, we are committed to enhancing shareholder value. This commitment encompasses:

- I. Offering customers efficient and tailored products and services.
- II. Fostering a culture of continuous technological and application innovation.
- III. Sustaining a high level of competitiveness in all endeavors.
- IV. Upholding environmentally sustainable practices in our operations.

III. Business Achievements in 2023

Key operational performance achievements in 2023 include:

I. Financial Performance

In the FY2023, the total revenue amounted to NT\$406,637 thousand, representing a 3% growth compared to NT\$394,697 thousand in 2022. The gross profit reached NT\$254,281 thousand, slightly lower than NT\$258,532 thousand in 2022, with a gross profit margin of 63% in FY2023 compared to 65% in FY2022, reflecting a 2-percentage-point decrease attributed to variations in the product sales mix.

Operating profit for FY2023 was NT\$56,962 thousand, with an operating profit margin of 14%, compared to 17% in FY2022, indicating a 3-percentage-point decrease primarily due to increased R&D expenditures in response to customer and market demands to strengthen product diversification and prepare for future growth momentum.

In 2023, TRICORNTECH achieved a net profit after tax of NT\$93,117 thousand, boasting a net profit margin of 23%, and basic EPS of NT\$1.55.

II. Semiconductor Business

TRICORNTECH remains focused on developing tailored monitoring systems utilizing its proprietary AMC/VOCs measurement technology for diverse applications across semiconductor plant facilities, production equipment environments, and wafer carrier environments. Throughout 2023, TRICORNTECH successfully introduced these solutions to key customers, resulting in a broadened revenue stream and increased profitability. Furthermore, TRICORNTECH is actively diversifying its product offerings to encompass both established semiconductor plants domestically and internationally,

as well as the broader AMC-related pollution prevention and control equipment supply chain. As semiconductor processes continue to advance, with ongoing linewidth reduction being a notable trend, the significance of AMC only grows. Major semiconductor plants are intensifying the density of AMC monitoring in critical processes, contributing to sustained revenue growth throughout 2023. By leveraging our robust research and development capabilities and seamlessly integrating software and hardware development, we adeptly meet the varied needs of major semiconductor manufacturers with customized and 24/7 automatic continuous monitoring systems. The TRICORNTECH product portfolio has evolved into an indispensable component of semiconductor processes.

III. Environmental Business

TRICORNTECH continues to provide atmospheric pollution data to global environmental protection agencies such as the Taiwan's Ministry of Environment, the South Coast Air Quality Management District in the United States, and the Ministry of Ecology and Environment in mainland China using on-site VOCs monitoring technology recommended and accredited by the United States Environmental Protection Agency. Building on the successful establishment of the world's pioneering real-time monitoring network for toxic and harmful VOCs in Southern California, TRICORNTECH achieved significant milestones in 2023. The Company secured orders from esteemed institutions such as the Bay Area Air Quality Management District and the California Department of Pesticide Regulation, expanding its application reach to diverse regions. Furthermore, receiving recognition from governmental bodies, TRICORNTECH developed an on-site continuous monitoring system for pesticide pollution, unlocking opportunities for diverse applications in environmental monitoring. With global focus intensifying on ESG (Environmental, Social, and Governance), and with increasing adoption by prominent international governmental agencies, TRICORNTECH aims to extend its product offerings and core competencies to various monitoring applications. This strategic move will facilitate the Company's engagement with ESG-focused enterprises and nations, continually exploring new environmental monitoring markets.

IV. Research and Development Status

(I). Semiconductor Process Control

In the field of semiconductor process control, TRICORNTECH's R&D team made significant strides in 2023. Through technological refinements and heightened customization capabilities, the team developed two pivotal application platforms for the semiconductor industry: the "Automated Guided Vehicle (AGV)" and "Smart FOUP." These platforms adeptly manage changes in process environments and optimize wafer movement paths, empowering semiconductor customers with enhanced competitiveness and value.

TRICORNTECH's MiTAP portable gas detection platform witnessed an expansion of its analysis capabilities, transitioning from measuring VOC organic species to analyzing AMC acid-base species. This enhancement elevated product technical specifications and refined AMC monitoring solutions. Moreover, TRICORNTECH's MiTAP platform expanded its application scope from monitoring semiconductor plant facilities to catering to specific monitoring requirements in individual process segments or semiconductor microenvironments.

(II). Environmental Air Monitoring

In the field of environmental air monitoring, TRICORNTECH's R&D endeavors were geared towards expanding customized monitoring technologies and integrated system services to address diverse environmental monitoring needs in 2023. The team actively supported customers in expanding "community real-time monitoring networks" and "monitoring of pesticide spray drift," empowering governmental and environmental protection agencies in establishing monitoring systems to safeguard public health. The resultant monitoring data serves as a valuable reference for future environmental regulations.

TRICORNTECH's MiTAP product series, renowned for mobility, real-time capabilities, and flexible deployment options, offer detection capabilities and application modes tailored to toxic pollutants posing health risks. With leading performance and detection capabilities akin to standard laboratories, these products ensure accurate monitoring of toxic pollutants, providing tailored monitoring solutions to meet specific needs.

IV. Summary of Business Plans for the Current Year

I. Business Strategy and Direction

In anticipation of future industry trends and economic shifts, TRICORNTECH has devised comprehensive long-term and short-term plans to steer the Company's trajectory. The outline of our short and long-term strategies is as follows:

(I) Short-term Business Development Plan:

1. Maintain strong relationships with existing client base while expanding horizontally.
2. Explore new applications for our current product offerings.
3. Forge strategic partnerships to enhance market presence.

(II) Long-term Business Development Plan:

1. Introduce new products to target markets
2. Enhance and diversify global supply channels.
3. CSR
Foster domestic talent through robust industry-academia partnerships to meet growing company needs.
4. New Product Development and Continuous Improvement
 - Respond to evolving product specifications and customer demands by deepening our understanding of applications and long-term business needs. Continuously innovate and leverage advanced technologies to maintain market leadership and provide cutting-edge solutions to customers.
 - Building upon our existing technical capabilities, we will expand our development efforts by incorporating and integrating various gas monitoring technologies and utilizing big data analytics of measurement results. This approach will enable us to develop more forward-looking integrated application products, ensuring that our future product portfolio can encompass a larger global market.

II. Key Production and Sales Policies:

- (I) Recruit professional talents to continuously strengthen new technology development and system integration capabilities.
- (II) Digitize product integration to enhance product yield and reliability while controlling costs.
- (III) Standardize installation and acceptance criteria to improve after-sales service and ensure customer satisfaction.
- (IV) Develop tailored data display and analysis platforms to meet customer needs and enhance product value.
- (V) Expand overseas sales channels to provide customers with real-time services and expand global customer base.

V. Future Company Development Strategies:

TRICORNTECH is dedicated to achieving customer success by collaborating closely with customers to provide compelling customized business solutions. Our focus is on delivering monitoring technologies and systems that offer the most cost-effective solutions tailored to their specific requirements.

(I) Research and Development:

Continuously innovate in new technologies and applications, hardware and software development, platform integration, and provide end-to-end services from monitoring to management across the entire supply chain.

(II) Business and Marketing:

Maintain a global outlook while rooted in Taiwan, fostering new products, partnerships, and channel deployments. Strengthen the international marketing team to enhance TRICORNTECH's global presence.

(III) Business Sustainability:

Promote a culture of continuous learning and pursue sustainable development goals through corporate process reengineering, digital transformation, and investments in energy efficiency, renewable energy, and green finance.

VI. Impact of External Competitive, Regulatory, and Macro-Operational Environments

Recent geopolitical shifts and semiconductor policies around the world have spurred regional development changes in the semiconductor industry, with increasing emphasis on the need for supply chain autonomy and control, presenting new challenges for semiconductor suppliers transitioning from globalization to regionalization.

However, crises can also be opportunities. TRICORNTECH adopts a cautious and optimistic approach, continuously improving product and service quality, strengthening its own advantages, and expanding the gap with potential competitors. TRICORNTECH actively expands regional partnerships with autonomous technological advantages, ensuring regional supply security through comprehensive technical support and gaining customer confidence and trust. In our forthcoming listing plan, TRICORNTECH aims not only to secure operational funds for future development but also to attract top-tier talent to join our ranks. This strategic move will accelerate our efficiency and performance across research and development, production and sales, and operational management.

Concurrently, we remain steadfast in our commitment to strengthening regulatory compliance, fostering a robust corporate governance culture, and striving for a balanced alignment of interests among shareholders, employees, customers, and stakeholders, thereby advancing towards sustainable operations.

We extend our heartfelt gratitude to all shareholders for their trust and support in TRICORNTECH. We eagerly anticipate collaborating closely with you as we journey together towards a prosperous and sustainable future.

Chairman: Leo WANG

President: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTECH CORPORATION
Audit Committee Review Report

【Attachment II】

The Board of Directors has compiled Tricorntech's 2023 Business Report, Financial Statements, and Earnings Distribution. PwC Taiwan conducted an audit of Tricorntech's Financial Statements and issued an audit report. The Business Report, Financial Statements, and Earnings Distribution have been reviewed and determined to be correct and accurate by the Audit Committee member of Tricorntech Corporation. According to relevant requirements of the Securities and Exchange Act and the Company Act, we hereby submit this report.

Tricorntech Corporation

Chairman of the Audit Committee: Liru YEH

Comparison Table for the “Regulations of Procedure for Board of Directors Meetings” Before and After Amendment

After Amendment	Before Amendment	Note
<p>Article 4 Attendance Register and Proxy Representation of Directors</p> <p>-</p> <p>Directors are required to attend Board meetings in person. In case of inability to attend in person, directors may appoint another director as a proxy in accordance with the Articles of Incorporation (“<u>the Articles</u>”). Attendance via tele- or video-conference is deemed as attendance in person.</p> <p>-</p>	<p>Article 4 Attendance Register and Proxy Representation of Directors</p> <p>-</p> <p>Directors are required to attend Board meetings in person. In case of inability to attend in person, directors may participate via video-conference or appoint another director as a proxy in accordance with the Articles of Incorporation. Attendance via tele- or video-conference is deemed as attendance in person.</p> <p>-</p>	<p>Amended in accordance with the provisions of Article 9 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".</p>
<p>Article 7 Reference Materials, Attendees, and Convening of the Board of Directors</p> <p>-</p> <p>If, at the scheduled meeting time, less than half of the directors are present, the Chairman may announce a postponement of the meeting <u>to the same day</u>. Such postponement may occur twice at most. If, after two postponements, the quorum is still not met, the Chairman may reconvene the meeting according to the procedures specified in this regulation.</p> <p>-</p>	<p>Article 7 Reference Materials, Attendees, and Convening of the Board of Directors</p> <p>-</p> <p>If, at the scheduled meeting time, less than half of the directors are present, the Chairman may announce a postponement of the meeting. Such postponement may occur twice at most. If, after two postponements, the quorum is still not met, the Chairman may reconvene the meeting according to the procedures specified in this regulation.</p> <p>-</p>	<p>Amended in accordance with the provisions of Article 12 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".</p>
<p>Article 10 Discussion of Agenda Matters</p> <p>-</p> <p><u>If, during the course of the Board meeting, the number of directors present does not reach the majority of directors required, and a motion to suspend the meeting is proposed by a director in attendance, the Chairman shall announce a temporary suspension of the meeting and apply the provisions of Article 6, Paragraph 3 accordingly.</u></p>	<p>Article 10 Discussion of Agenda Matters</p> <p>-</p>	<p>Amended in accordance with the provisions of Article 13 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".</p>

After Amendment	Before Amendment	Note
<p>Article 12 Voting (1)</p> <p>-</p> <p>During voting on Board resolutions, if the Chairman asks for objections and there are none from the attending <u>all</u> Directors, it shall be deemed as passed with the same effect as if the vote had been formally taken. If objections are raised upon inquiry by the Chairman, a formal vote shall be taken immediately.</p> <p>-</p> <p>The term "attending Directors in full" in the <u>sceond</u> paragraph does not include Directors who are prohibited from voting under the provisions of Article 14, paragraph 1.</p> <p>-</p>	<p>Article 12 Voting (1)-</p> <p>-</p> <p>During voting on Board resolutions, if the Chairman asks for objections and there are none from the attending Directors, it shall be deemed as passed with the same effect as if the vote had been formally taken. If objections are raised upon inquiry by the Chairman, a formal vote shall be taken immediately.</p> <p>-</p> <p>The term "attending Directors in full" in the <u>first</u> paragraph does not include Directors who are prohibited from voting under the provisions of Article 14, paragraph 1.</p> <p>-</p>	<p>Amended in accordance with the provisions of Article 14 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".</p>
<p>Article 17 Supplementary Provisions</p> <p>This regulation shall come into effect after being passed by the Board of Directors of the Company. The same applies to amendments. This regulation was established on December 14, 2015;</p> <p>First <u>amendment</u> on March 30, 2018;</p> <p>Second <u>amendment</u> on June 28, 2019;</p> <p>Third <u>amendment</u> on December 21, 2021;</p> <p>Fourth <u>amendment</u> on October 21, 2022.</p> <p><u>Fifth amendment on March 08, 2024.</u></p>	<p>Article 17 Supplementary Provisions</p> <p>This regulation shall come into effect after being passed by the Board of Directors of the Company and shall be reported to the shareholders' meeting. The same applies to amendments.</p> <p>This regulation was established on December 14, 2015;</p> <p>First <u>revision</u> on March 30, 2018;</p> <p>Second <u>revision</u> on June 28, 2019;</p> <p>Third <u>revision</u> on December 21, 2021;</p> <p>Fourth <u>revision</u> on October 21, 2022.</p>	<p>This is a matter of corporate autonomy, involving partial textual revisions and the addition of the amendment date.</p>

**Comparison Table for the "Code of Practice for Sustainable Development"
Before and After Amendment**

After Amendment	Before Amendment	Note
<p>Article 27-1 <u>The company is advised to dedicate resources to cultural and art activities or the cultural and creative industry constantly through donations, sponsorships, investments, procurements, strategic cooperation, corporate volunteering of technical support, or other supporting means, to promote cultural development.</u></p>	-	Newly Added in accordance with the provisions of Article 27 of the " Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies ".
<p>Article 31 This code was adopted by the board of directors and reported to the shareholders' meeting. The same procedure applies to amendments. This code was established on July 22, 2022. <u>First amendment on March 08, 2024.</u></p>	<p>Article 31 This code was adopted by the board of directors and reported to the shareholders' meeting. The same procedure applies to amendments. This code was established on July 22, 2022.</p>	Add the amendment date.

To the Board of Directors and Shareholders of TRICORNTECH CORPORATION:

Opinion

We have duly reviewed the accompanying Statement of Financial Position of TRICORNTECH CORPORATION for the years ended December 31, 2023 and 2022, and the related Statement of Comprehensive Income, of Statement of Changes in Equity and of Statement of Cash Flows for the period from January 1 to December 31, 2023 and 2022, and notes to the financial statements, including a summary of significant accounting policies.

Based on the review results of the attesting CPAs, all material aspects of the abovementioned Financial Statements were prepared according to the Regulations Governing the Preparation of Financial Reports by Securities Issuers, the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) as endorsed by the Financial Supervisory Commission (FSC). The accompanying financial statements present fairly, in all material respects, the financial position of TRICORNTECH CORPORATION as of December 31, 2023 and 2022, and the financial performance and cash flow for the period from January 1 to December 31, 2023 and 2022.

Basis for Opinion

We have duly conducted the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. The responsibilities of the attesting CPAs under these standards will be further explained in the auditor's responsibility section of the audit of the financial statements. We are independent of TRICORNTECH CORPORATION 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 audit opinion.

Key Audit Matters

Key audit matters are those matter that, in our professional judgement, were of most significance in our audit of the financial statements of TRICORNTECH CORPORATION for the year ended 2023. These matters were addressed in the context of our audit of the Company as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's financial statements for the year ended 2023 are stated as follows:

Key Audit Matter - Evaluating Inventory Valuation Impairment

Description

For details of the inventory valuation policy, please refer to Note IV (X) to the financial statements; for details of the accounting estimates and assumptions adopted in the valuation of inventories, please refer to Note V to the parent company only financial statements; and for details of the allowance for price decline in inventories, please refer to Note VI (IV) to the financial statements

TRICORNTECH CORPORATION primarily engages in the manufacturing and sale of gas detection equipment. The Company maintains inventory reserves based on projected sales plans and material safety stock levels. Deviations between projected and actual sales plans may result in slow inventory turnover and potential obsolescence.

Inventory valuation at TRICORNTECH CORPORATION is performed using the lower of cost or net realizable value method, supplemented by an assessment of inventory aging to determine its value. Identifying individual obsolete inventory items often involves subjective judgment, resulting in

estimation uncertainties. Therefore, our have identified the evaluation of inventory impairment as one of the most significant matters in this year's audit.

Corresponding Audit Procedures Undertaken

The principal audit procedures performed regarding the aforementioned key audit matters include:

1. Obtaining the Company's inventory impairment provisioning policy and assessing the reasonableness of the assumptions made by management regarding net realizable value and inventory turnover, ensuring consistency throughout the financial reporting period.
2. Assessing the appropriateness of the logic behind inventory net realizable value and aging reports, verifying the accuracy of information as of the reporting date and its consistency with the Company's policies.
3. Understanding warehouse management processes, reviewing the annual inventory count plan, and participating in inventory observations to evaluate the effectiveness of management's identification and handling of obsolete inventory.

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

Management is responsible for the preparation and fair presentation of the financial statements, in all material respects, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) as endorsed by the Financial Supervisory Commission (FSC), and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements in the financial statements can arise from either 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 financial statements.

As part of an audit in accordance with the Standards on Auditing of 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 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 Company'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 Company'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 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 Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements (including relevant notes and disclosures), and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of TRICORNTECH CORPORATION for the year ended 2023 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.

PwC Taiwan

Sheng-Wei TENG

Certified Public Accountant

Yu-Fang YEN

Financial Supervisory Commission

Approval No.: Jin-Guan-Zheng-Shen-Zi No.1020013788

Jin-Guan-Zheng-SHen-Zi No.1080323093

March 8, 2024

<p>The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.</p>
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TRICORNTECH CORPORATION
Statement of Financial Position
For the years ended December 31, 2023 and 2022

		December 31, 2023		Unit: NTD thousands December 31, 2022	
Assets	Notes	Amount	%	Amount	%
Current assets					
1100	Cash and cash equivalents	\$ 483,643	53	\$ 394,006	47
1136	Financial assets at amortized cost	2,500	-	2,500	-
1140	Contract assets	99,715	11	105,882	13
1150	Notes receivable, net	531	-	60	-
1170	Accounts receivable, net	69,263	8	99,273	12
1200	Other receivables	814	-	465	-
130X	Inventory	98,925	11	89,834	11
1410	Prepayments	4,430	-	18,286	2
11XX	Total current assets	<u>759,821</u>	<u>83</u>	<u>710,306</u>	<u>85</u>
Non-current assets					
1600	Property, plant and equipment	30,154	4	30,123	3
1755	Right-of-use assets	20,852	2	5,287	1
1780	Intangible assets	45,820	5	55,486	7
1840	Deferred income tax assets	48,047	5	22,937	3
1920	Refundable deposits	5,413	1	3,182	-
1930	Long-term notes and receivables	-	-	8,036	1
15XX	Total non-current assets	<u>150,286</u>	<u>17</u>	<u>125,051</u>	<u>15</u>
1XXX	Total assets	<u>\$ 910,107</u>	<u>100</u>	<u>\$ 835,357</u>	<u>100</u>

(continued on next page)

TRICORNTECH CORPORATION
Statement of Financial Position
For the years ended December 31, 2023 and 2022

Unit: NTD thousands

Liabilities and equity		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities						
2130	Contract liabilities	VI(XVI)	\$ 14,510	2	\$ 20,907	3
2170	Accounts payable		8,248	1	16,219	2
2200	Other payables	VI(VIII)	64,413	7	83,271	10
2250	Liability reserves	VI(XII)	6,837	1	7,373	1
2280	Lease liabilities		10,472	1	2,713	-
2320	Current portion of long-term liabilities	VI(IX)	1,667	-	10,000	1
2399	Other current liabilities		723	-	673	-
21XX	Total current liabilities		<u>106,870</u>	<u>12</u>	<u>141,156</u>	<u>17</u>
Non-current liabilities						
2540	Long-term borrowings	VI(IX)	-	-	1,667	-
2570	Deferred income tax liabilities	VI(XXI)	1,880	-	1,864	-
2580	Lease liabilities - non-current		10,681	1	2,495	1
25XX	Total non-current liabilities		<u>12,561</u>	<u>1</u>	<u>6,026</u>	<u>1</u>
2XXX	Total liabilities		<u>119,431</u>	<u>13</u>	<u>147,182</u>	<u>18</u>
Equity						
Share capital		VI(XIII)				
3110	Common stock		602,347	66	558,753	67
Additional paid-in capital		VI(XIV)				
3200	Additional paid-in capital		55,295	6	49,142	6
Retained earnings		VI(XV)				
3310	Legal reserve		8,028	1	-	-
3350	Undistributed earnings		125,006	14	80,280	9
3XXX	Total equity		<u>790,676</u>	<u>87</u>	<u>688,175</u>	<u>82</u>
3X2X	Total liabilities and equity		<u>\$ 910,107</u>	<u>100</u>	<u>\$ 835,357</u>	<u>100</u>

The accompanying notes to the financial statements are an integral part of this financial statement.

Chairman: Leo WANG

Manager: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTTECH CORPORATION
Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022

Unit: NTD thousands
(Except earnings per share in NTD)

Item	Notes	2023		2022		
		Amount	%	Amount	%	
4000	Operating revenue	VI(XVI) and VII	\$ 406,637	100	\$ 394,697	100
5000	Operating cost	VI(IV) and VII	(152,356)	(37)	(136,165)	(35)
5900	Gross operating profit		254,281	63	258,532	65
	Operating expenses	VI(XX) and VII				
6100	Promotional expenses		(65,226)	(16)	(73,570)	(19)
6200	Administrative expenses		(47,351)	(12)	(43,097)	(11)
6300	Research and development expenses		(86,788)	(21)	(75,673)	(19)
6450	Expected credit impairment gain	XII(II)	2,046	-	1,875	1
6000	Total operating expenses		(197,319)	(49)	(190,465)	(48)
6900	Operating profit		56,962	14	68,067	17
	Non-operating income and expenses					
7100	Interest income		8,503	2	1,155	1
7010	Other income		849	-	1,001	-
7020	Other gains and losses	VI(XVII)	2,947	1	23,968	6
7050	Financial cost	VI(XVIII)	(537)	-	(413)	-
7000	Total non-operating income and expenses		11,762	3	25,711	7
7900	Net profit before tax		68,724	17	93,778	24
7950	Income tax benefits	VI(XXI)	24,393	6	21,072	5
8200	Profit for the period		\$ 93,117	23	\$ 114,850	29
8500	Total comprehensive income for the period		\$ 93,117	23	\$ 114,850	29
	Earnings per share	VI(XXII)				
9750	Basic earnings per share		\$ 1.55		\$ 2.05	
9850	Diluted earnings per share		\$ 1.53		\$ 2.01	

The accompanying notes to the financial statements are an integral part of this financial statement.

Chairman: Leo WANG

Manager: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTECH CORPORATION
Statements of Changes in Equity
For the years ended December 31, 2023 and 2022

Unit: NTD thousands

	Notes	Common stock capital	Additional paid-in capital	Retained earnings		Total
				Legal reserve	Undistributed earnings (losses to be covered)	
<u>2022</u>						
Balance at January 1, 2022		\$ 499,663	\$ 471,358	\$ -	(\$ 482,199)	\$ 488,822
Profit for the period		-	-	-	114,850	114,850
Total comprehensive income for the period		-	-	-	114,850	114,850
Compensation cost for employee stock options	VI(XI)	-	2,601	-	-	2,601
Execution of employee stock options	VI(XIII)	59,090	22,812	-	-	81,902
Capital surplus to make up for deficits	VI(XV)	-	(447,629)	-	447,629	-
Balance at December 31, 2022		\$ 558,753	\$ 49,142	\$ -	\$ 80,280	\$ 688,175
<u>2023</u>						
Balance at January 1, 2023		\$ 558,753	\$ 49,142	\$ -	\$ 80,280	\$ 688,175
Profit for the period		-	-	-	93,117	93,117
Total comprehensive income for the period		-	-	-	93,117	93,117
Compensation cost for employee stock options	VI(XI)	-	2,149	-	-	2,149
Execution of employee stock options	VI(XIII)	7,267	4,004	-	-	11,271
Earning appropriation and distribution for 2022	VI(XV)					
Legal reserve		-	-	8,028	(8,028)	-
Cash dividends		-	-	-	(4,036)	(4,036)
Stock dividends		36,327	-	-	(36,327)	-
Balance at December 31, 2023		\$ 602,347	\$ 55,295	\$ 8,028	\$ 125,006	\$ 790,676

The accompanying notes to the financial statements are an integral part of this financial statement.

Chairman: Leo WANG

Manager: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTTECH CORPORATION
Statement of Cash Flows
For the years ended December 31, 2023 and 2022

Unit: NTD thousands

	Notes	For the year ended December 31, 2023	For the year ended December 31, 2022
<u>Cash flow from operating activities</u>			
Net income (loss) before tax for the period		\$ 68,724	\$ 93,778
Items for adjustment			
Income and expenses			
Expected credit impairment gain	XII(II)	(2,046)	(1,875)
Depreciation expense	VI(V)(VI) (XIX)	24,868	19,590
Amortization expense	VI(VII) (XIX)	11,478	11,197
Interest income		(8,503)	(1,155)
Interest expense	VI (XVIII)	537	413
Compensation cost for employee stock options	VI (XI)	2,149	2,601
Loss (gain) from disposal of property, plant and equipment	VI (XVII)	(388)	608
Changes in assets/liabilities related to operating activities			
Net changes in assets related to operating activities			
Contract assets		6,167	(31,390)
Notes receivable, net		(471)	82
Accounts receivable, net		32,056	66,886
Receivable - related parties		-	1,353
Inventory		(14,189)	(26,407)
Other receivables		(1,051)	1,551
Prepayments		13,856	(1,774)
Long-term notes and receivables		8,036	(8,036)
Net changes in liabilities related to operating activities			
Contract liabilities		(6,397)	13,655
Accounts payable		(7,971)	7,802
Payable to related parties		-	(273)
Other payables		(19,064)	45,636
Liability reserves		(536)	713
Other current liabilities		56	219
Cash inflow from operations		<u>107,311</u>	<u>195,174</u>
Interest collected		8,503	1,155
Interest paid		(542)	(408)
Net cash inflow from operating activities		<u>115,272</u>	<u>195,921</u>
<u>Cash flow from investing activities</u>			
Acquisition of property, plant and equipment	VI (XXIII)	(11,188)	(3,425)
Disposal of property, plant and equipment		1,874	-
Acquisition of intangible assets	VI (VII)	(1,812)	(2,554)
Increase in refundable deposits		(5,586)	(537)
Decrease in refundable deposits		3,355	77
Net cash outflow from investing activities		<u>(13,357)</u>	<u>(6,439)</u>
<u>Cash flow from financing activities</u>			
Lease principal repayment	VI (XXIV)	(9,513)	(8,550)
Repayment of long-term borrowings	VI (XXIV)	(10,000)	(10,000)
Execution of employee stock options	VI (XI)	11,271	81,902
Distribution of shareholders' cash dividends	VI (XV)	(4,036)	-
Net cash inflow (outflow) from financing activities		<u>(12,278)</u>	<u>63,352</u>
Increase in cash and cash equivalents for the period		89,637	252,834
Opening balance of cash and cash equivalents		394,006	141,172
Closing balance of cash and cash equivalents		<u>\$ 483,643</u>	<u>\$ 394,006</u>

The accompanying notes to the financial statements are an integral part of this financial statement.

Chairman: Leo WANG

Manager: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTECH CORPORATION
2023 Earnings Distribution Table

【Appendix VI】

Unit: NTD

Item	Amount
Beginning undistributed earnings	31,889,050
Add: 2023 Profit after tax	93,117,003
Minus: 10% Legal reserve	(9,311,700)
Distributable earnings	115,694,353
Distributable items:	
Shareholder's dividends - cash dividends (at NT\$0.8 per share)(notes)	(48,187,760)
Unappropriated retained earnings	67,506,593
(notes: This distribution prioritizes the allocation of 2023 earnings)	

Chairman: Leo WANG

Manager: Leo WANG

Accounting supervisor: Gisele LU

TRICORNTECH CORPORATION **【Attachment VII】**
Comparison Table for the ”
Rules and Procedures of Shareholders Meeting”
Before and After Amendment

After Amendment	Before Amendment	Note
<p>Article 3</p> <p>-</p> <p><u>Unless otherwise stipulated in the Regulations Governing the Administration of Shareholder Services of Public Companies, the corporation intending to convene a shareholders' meeting via video conferencing must explicitly include provisions for such meetings in its Articles of Incorporation and obtain a resolution from its board of directors. Additionally, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority of the directors present at a directors meeting attended by at least two-thirds of the total number of directors.</u></p> <p>-</p> <p>~~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\$2 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. ~~</p> <p>-</p>	<p>Article 3</p> <p>-</p> <p>-</p> <p>~~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. ~~</p> <p>-</p>	<p>Newly Added in accordance with the provisions of Article 44-9 of the " Regulations Governing the Administration of Shareholder Services of Public Companies".</p> <p>Amended in accordance with the provisions of Article 6 of the “Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies.</p>

After Amendment	Before Amendment	Note
<p>Article 6-1(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)</p> <p>-</p> <p>-</p> <p>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.</p> <p><u>Except in the circumstances set out in Article 44-9, paragraph 6 overning the Administration of Shareholder Services of Public Companies”, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>Article 6-1(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)</p> <p>-</p> <p>-</p> <p>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.</p>	<p>Newly Added in accordance with the provisions of Article 44-21 of the " Regulations Governing the Administration of Shareholder Services of Public Companies".</p>
<p>Article 14</p> <p>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.</p> <p>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.</p>	<p>Article 14</p> <p>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.</p>	<p>Modify the order of clauses</p>

After Amendment	Before Amendment	Note
<p>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. <u>Except in the circumstances set out in Article 44-9, paragraph 6 governing the Administration of Shareholder Services of Public Companies”, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>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.</p>	<p>Newly Added in accordance with the provisions of Article 44-21 of the " Regulations Governing the Administration of Shareholder Services of Public Companies".</p>
<p>Article 24 These Rules of Procedure were adopted by the shareholders Meeting on 20 June, 2016. The first <u>amended</u> at the shareholders meeting on 20 June, 2017; the second <u>amended</u> at the shareholders meeting on 12 September, 2022. <u>The third amended at the shareholders meeting on 27 May, 2024.</u></p>	<p>Article 24 These Rules of Procedure were adopted by the shareholders Meeting on 20 June, 2016. The first revised at the shareholders meeting on 20 June, 2017; the second revised at the shareholders meeting on 12 September, 2022.</p>	<p>Some text has been corrected and the amendment date has been added.</p>

**ARTICLES OF INCORPORATION
OF
TRICORNTECH CORPORATION**

【Appendix I】

[Translation]

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.

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.

**REGULATIONS OF PROCEDURE FOR
BOARD OF DIRECTORS MEETINGS
OF
TRICORNTECH CORPORATION
(Before Amendment)**

【Appendix II】

[Translation]

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.

Article 1 Purpose

In order to establish a robust corporate governance system, enhance oversight functions, and strengthen management capabilities, this regulation is formulated in accordance with the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" and relevant laws and regulations for compliance purposes.

Article 2 Scope

The regulations governing the proceedings of the Board of Directors, including the main agenda items, operating procedures, items to be recorded in the minutes, notifications, and other compliance matters, shall be handled in accordance with the provisions of this regulation.

Article 3 Meeting Notices and Meeting Materials

The Board of Directors shall convene at least once per quarter.

Notice of Board meetings shall specify the purpose of the meeting and be sent to each director at least seven days in advance. In case of emergency, the meeting may be convened at any time.

Meeting notices may be delivered electronically with the consent of the recipients.

Agenda items specified in Article 11, Paragraph 1 of this regulation shall be listed in the meeting notice and shall not be proposed as extemporary motions.

The corporate governance unit designated by the Board of Directors shall be responsible for handling meeting affairs.

The corporate governance unit shall prepare the agenda for Board meetings and provide sufficient meeting materials, which shall be sent together with the meeting notice.

Directors may request additional meeting materials if they deem the provided materials insufficient. If directors find the agenda materials inadequate, they may postpone the deliberation after approval by the Board of Directors.

Article 4 Attendance Register and Proxy Representation of Directors

When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

Directors are required to attend Board meetings in person. In case of inability to attend in person, directors may participate via video conference or appoint another director as a proxy in accordance with the Articles of Incorporation. Attendance via tele- or video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy of the preceding two paragraphs may accept a proxy from one person only.

Article 5 Principles of Board Meeting Location and Time

The location and time of Board meetings shall be determined based on the company's headquarters, office hours, or other locations and times convenient for directors' attendance and suitable for holding Board meetings.

Article 6 Chairman and Proxy

Unless otherwise specified in the Articles, the Board of Directors shall be convened by the Chairman, who shall also preside over the meetings. However, for the first meeting of each term, the convener shall be the director elected by the most votes represented at the shareholder meeting, and the chairman of the meeting shall be the convener. In the event of two or more convener candidates, they shall mutually nominate one person to serve as the convener.

In accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, if the Board of Directors is convened by a majority of directors themselves, they shall mutually nominate one person to serve as chairman.

When the Chairman is absent or unable to perform their duties due to reasons, one director designated by the Chairman shall act as proxy. If the Chairman has not designated a proxy, the directors shall mutually nominate one person to act as proxy.

Article 7 Reference Materials, Attendees, and Convening of the Board of Directors

When convening a Board meeting, the corporate governance unit shall prepare relevant materials for directors' reference at any time.

During Board meetings, personnel from relevant departments or subsidiaries may attend based on the agenda content. Additionally, when necessary, accountants, lawyers, or other professionals may be invited to attend the meeting and provide explanations, but they shall leave the meeting during discussions and voting.

Once the meeting time has arrived and the majority of directors are present, the Chairman shall announce the commencement of the meeting.

If, at the scheduled meeting time, less than half of the directors are present, the Chairman may announce a postponement of the meeting. Such postponement may occur twice at most. If, after two postponements, the quorum is still not met, the Chairman may reconvene the meeting according to the procedures specified in this regulation.

In the aforementioned provisions and in Article 15, Paragraph 2, Subparagraph 2, "all directors" refers to those currently in office.

Article 8 Recording or Videotaping of Board Meetings

The entire proceedings of Board meetings shall be recorded or videotaped for record-keeping purposes and shall be preserved for at least five years. Electronic storage methods are permissible for preservation. If any litigation arises concerning decisions made by the Board of Directors before the expiration of the preservation period specified in the preceding paragraph, the relevant recorded or videotaped materials shall continue to be preserved until the conclusion of the litigation.

For Board meetings conducted via video conference, the audiovisual recordings shall be considered part of the meeting minutes and shall be appropriately preserved for the duration required by the company.

Article 9 Agenda Matters

The agenda for regular Board meetings shall include, at minimum, the following items:

1. Report Matters:

- (1) Review of minutes from the previous meeting and progress updates.
- (2) Important financial business reports.
- (3) Internal audit reports.
- (4) Other significant report items.

2. Discussion Matters:

- (1) Follow-up on discussion items from the previous meeting.
- (2) Planned discussion items for the current meeting.

3. Extemporaneous Motions.

Article 10 Discussion of Agenda Matters

The Board of Directors shall follow the agenda as set forth in the meeting notice. However, changes may be made with the consent of the majority of directors present.

Unless approved by the majority of directors present, the Chairman shall not adjourn the meeting directly.

If, during the course of the Board meeting, the number of directors present does not reach the majority of directors required, and a motion to suspend the meeting is proposed by a director in attendance, the Chairman shall announce a temporary suspension of the meeting and apply the provisions of Article 7, Paragraph 4 accordingly.

Article 11 Matters Requiring Discussion by the Board of Directors

The following matters shall be brought to the attention of the Board of Directors for discussion:

1. The company's operational plan.
2. Annual financial reports and semi-annual financial reports. However, this does not apply to semi-annual financial reports that are not required to be certified by an accountant according to statutory regulations.
3. The establishment or amendment of internal control systems pursuant to Article 14-1 of the Securities Exchange Act (hereinafter referred to as "the Act"), and the assessment of the effectiveness of internal control systems.
4. Procedures for handling significant financial transactions, such as acquiring or disposing of assets, engaging in derivative transactions, lending funds to others, endorsing or guaranteeing obligations for others, as stipulated in Article 36-1 of the Act.
5. Fundraising, issuance, or private placement of equity securities.
6. The appointment or removal of the Chairman when no Executive Directors are appointed.
7. The appointment or removal of financial, accounting, or internal audit executives.
8. Donations to related parties or significant donations to non-related parties. However, in the case of charitable donations for emergency relief due to significant natural disasters, approval may be sought at the next Board meeting.
9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

If the company's stock has no par value or the par value per share is not NT\$10, the calculation of five percent of the paid-in capital in the second paragraph shall be based on two and a half percent of the shareholders' equity.

At least one independent director shall be present in person at Board meetings. For matters requiring resolutions by the Board, all independent directors shall be present, and if an independent director cannot attend in person, another independent director shall act as a proxy. If an independent director dissents or reserves opinions, it shall be recorded in the minutes of the Board meeting. If an independent director cannot attend in person to express dissenting or reserved opinions, unless for valid reasons, a written opinion shall be provided in advance and recorded in the minutes of the Board meeting.

Article 12 Voting (1)

When the Chairman considers that the discussion on a motion has reached a stage where it can be put to a vote, the Chairman may announce the end of discussion and proceed to the vote.

During voting on Board resolutions, if the Chairman asks for objections and there are none from the attending Directors, it shall be deemed as passed with the same effect as if the vote had been formally taken. If objections are raised upon inquiry by the Chairman, a formal vote shall be taken immediately. Voting shall be based on the matters stated in the agenda of the Board meeting.

The term "attending Directors in full" in the first paragraph does not include Directors who are prohibited from voting under the provisions of Article 14, paragraph 1.

The voting method shall be chosen by the Chairman from the following options, but if there are objections from attendees, the opinion of the majority shall be sought for the decision:

1. Voting by show of hands or electronic voting.
2. Roll-call voting.
3. Voting by ballot, with the Chairman appointing scrutineers and vote-counters, with scrutineers being Directors.
4. Any other voting method chosen by the Company.

Article 13 Voting (2) and Supervision and Vote Counting Methods

Resolutions of the Board of Directors shall require the presence of a majority of Directors and the approval of a majority of the attending Directors, unless otherwise provided by the Securities and Exchange Act and the Company Act.

When there are amendments or alternative proposals for the same motion, within the scope permitted by law, the Chairman shall determine the order of voting along with the original motion. However, if one of the proposals has already been approved, the others shall be deemed rejected and shall not require further voting.

The voting results shall be reported on the spot and recorded.

The term "attending Directors in full" in this article does not include Directors who are prohibited from voting under the provisions of Article 14, paragraph 1.

Article 14 Conflict of Interest Avoidance System for Directors

Directors shall disclose the essential details of their conflicts of interest, including but not limited to contracts, proposals, agreements, or transactions proposed or to be carried out by the Company, in which they or their representatives have a vested interest. If there is a risk of harming the interests of the Company, they shall refrain from participating in discussions and voting during the relevant board meeting. They shall also abstain from representing other directors in exercising their voting rights. The spouses, lineal blood relatives within the second degree, or companies in which directors have control or subordinate relationships shall be deemed to have personal interests in matters discussed in the preceding paragraph.

For resolutions of the board of directors, regarding directors who are prohibited from exercising their voting rights under the preceding two provisions, Article 180, paragraph 2 of the Company Act shall apply by analogy, in accordance with Article 206, paragraph 4 of the Company Act. However, such directors shall still be counted towards the statutory attendance at that meeting.

Article 15 Meeting Records and Signing Procedures

Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 11, paragraph 5.

8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.

9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and well preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 16 Authority of the Board of Directors

In accordance with laws and regulations, as well as the provisions of this charter, the Board of Directors authorizes the Chairman to exercise the following powers during the recess of board meetings, except for matters requiring a board resolution as per laws and regulations or this charter:

- (1) Representing the company externally within the scope of its business.
- (2) Authorizing matters specified in the division of responsibilities and decision-making authority among various departments, as well as in relevant management regulations.
- (3) Inspecting the company's accounting system, financial condition, and financial reporting procedures.
- (4) Reviewing the procedures for significant financial transactions such as acquiring or disposing of assets, engaging in derivative trading, lending funds, endorsing for others, or providing guarantees.
- (5) Communicating with the company's certifying accountants.
- (6) Assessing the performance of internal audit personnel and their work.
- (7) Evaluating the company's internal controls.
- (8) Assessing, examining, and supervising various existing or potential risks faced by the company.
- (9) Checking the company's compliance with legal regulations.
- (10) Reviewing transactions involving conflicts of interest as described in Article 14, especially significant related-party transactions, acquisition or disposal of assets, derivative trading, lending funds, endorsing for others, providing guarantees, and establishing investment companies.
- (11) Handling all matters related to loan quotas, conditions, and other relevant issues with financial institutions based on the company's funding needs, and reporting the execution status to the board.
- (12) Handling endorsement and guarantee matters within the quota specified in the operating procedures for endorsements and guarantees, and conducting transactions within the quota specified in the asset acquisition or disposal procedures based on the company's funding needs, and reporting the execution status to the board.
- (13) Appointment of directors, supervisors (if established), and representatives of subsidiaries (including overseas branches).
- (14) Organizational adjustments and amendments to organizational regulations of the company.
- (15) Assessing the qualifications of auditors and nominating suitable candidates.
- (16) Any other authority delegated by the Board of Directors to the Chairman.

Article 17 Supplementary Provisions

This regulation shall come into effect after being passed by the Board of Directors of the Company and shall be reported to the shareholders' meeting. The same applies to amendments.

This regulation was established on December 14, 2015;

First amendment on March 30, 2018;

Second amendment on June 28, 2019;

Third amendment on December 21, 2021;

Fourth amendment on October 21, 2022.

**CODE OF PRACTICE FOR
SUSTAINABLE DEVELOPMENT
OF
TRICORNTECH CORPORATION
(Before Amendment)**

【Appendix III】

[Translation]

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.

Chapter 1 General Principles

Article 1

To practice corporate social responsibility and promote progress in the economy, environment, and society towards sustainable development goals, this code of practice is formulated in accordance with the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies" for compliance purposes.

Article 2

This code apply to the company, including its entire operations and those of its business group. While engaging in business operations, the company actively practices sustainable development to align with international trends. Through corporate citizenship, it aims to enhance economic contributions to the nation, improve the quality of life for employees, communities, and society, and promote sustainable development as a competitive advantage.

Article 3

In promoting sustainable development initiatives, the company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The companies shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

Article 4

To implement sustainable development initiatives, the company is advised to follow the principles below:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate sustainable development information.

Article 5

The company shall take into consideration the correlation between the development of domestic and international sustainable development issues and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for sustainable development programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving sustainable development, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

Chapter 2 Exercising Corporate Governance

Article 6

The company is advised to follow the Corporate Governance Best Practice Principles for The company, the Ethical Corporate Management Best Practice Principles for The company, and the Code of Ethical Conduct for The company to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

Article 7

The directors of the company shall exercise the due care of good administrators to urge the company to perform its sustainable development initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.

The board of directors of the company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's furtherance of its sustainable development objectives:

1. Identifying the company's sustainable development mission or vision, and declaring its sustainable development policy, systems or relevant management guidelines;
2. Making sustainable development the guiding principle of the company's operations and development, and ratifying concrete promotional plans for sustainable development initiatives; and
3. Enhancing the timeliness and accuracy of the disclosure of sustainable development information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8

The company is advised to, on a regular basis, organize education and training on the promotion of sustainable development initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9

For the purpose of managing sustainable development initiatives, The company is advised to create a governance structure for promotion of sustainable development, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders. It is advised that the employee performance evaluation system be combined with sustainable development policies, and that a clear and effective incentive and discipline system be established.

Article 10

The company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important sustainable development issues which they are concerned about.

Chapter 3 Fostering a Sustainable Environment

Article 11

The company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

Article 12

The company is advised to endeavor to utilize energy more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

Article 13

The company is advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

Article 14

The company is advised to establish a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

Article 15

The company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

Article 16

To improve water use efficiency, The company shall properly and sustainably use water resources and establish relevant management measures.

The company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

Article 17

The company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures.

The company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.
2. Indirect greenhouse gas emissions: emissions resulting from the utilization of energy such as imported electricity, heating, or steam.
3. Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by other company.

The company is advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes. The companies' carbon reduction strategies should include obtaining carbon credits and be promoted accordingly to minimize the impact of their business operations on climate change.

Chapter 4 Preserving Public Welfare

Article 18

The company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

The company, to fulfill its responsibility to protect human rights, shall adopt relevant management policies and processes, including:

1. Presenting a corporate policy or statement on human rights.
2. Evaluating the impact of the company's business operations and internal management on human rights, and adopting corresponding handling processes.
3. Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.
4. In the event of any infringement of human rights, the company shall disclose the processes for handling of the matter with respect to the stakeholders involved.

The company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The company shall respond to any employee's grievance in an appropriate manner.

Article 19

The company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the companies have business operations.

Article 20

The company is advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The company is advised to organize training on safety and health for their employees on a regular basis.

Article 21

The company is advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

Article 22

The company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives. The company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article 22-1

The company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. Said company shall also develop the relevant strategies and specific measures for implementation.

Article 23

The company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

Article 24

The company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

Article 25

The company is advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

Article 26

The company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

The company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When The company enters into a contract with any of their major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

Article 27

The company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

The company is advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

Chapter 5 Enhancing Disclosure of Sustainable Development Information

Article 28

The company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for The company and shall fully disclose relevant and reliable information relating to their sustainable development initiatives to improve information transparency. Relevant information relating to sustainable development which the company shall disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for sustainable development initiatives, as resolved by the board of directors.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for promoting the sustainable development initiatives established by the companies, and performance in implementation.
4. Major stakeholders and their concerns.
5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
6. Other information relating to sustainable development initiatives.

Article 29

The company shall adopt internationally widely recognized standards or guidelines when producing sustainability reports, to disclose the status of their implementation of the sustainable development policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The report is advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing sustainable development initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

Chapter 6 Supplementary Provisions

Article 30

The company shall at all times monitor the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve their established sustainable development framework and to obtain better results from the promotion of the sustainable development policy.

Article 31

This code was adopted by the board of directors and reported to the shareholders' meeting. The same procedure applies to amendments.

This code was established on July 22, 2022.

RULES AND PROCEDURES OF SHAREHOLDERS MEETING (Before Amendment)

[Translation]

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.

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/TPEX 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 Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

When convening a virtual-only shareholders meeting, 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.

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

Shareholdings of All Directors

(As of the book closure dated March 29, 2024 of the 2024 Annual Shareholders' Meeting, the shareholdings of directors recorded in the shareholder register)

Title	Name	Current Shareholding (Shares)
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	292,275
Independent Director	Yih-Cheng SHIH	0
Independent Director	Chuen-Yun LIAO	0
Independent Director	Liru YEH	0
Independent Director	Hu-Shih CHING	0
Total		8,623,489

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.