



**Zhen Ding Technology Holding Limited**  
**臻鼎科技股份有限公司**  
**2022 Annual Shareholders' Meeting Minutes**

**Date and Time:** 9:00AM, May 31, 2022

**Venue:** No.6, Lane 28, Sanho Road, Sanshi Village, Dayuan District, Taoyuan City, Taiwan, R.O.C.  
(conference room on the 1st floor)

**Attendance:** The attendance and attendance by proxy in the shareholders' meeting totaled 759,477,231 shares (including 699,718,314 votes exercised electronically) which accounted for 80.37% of total shares outstanding (947,049,161 shares).

**Acting Chairperson:** Che-Hung Yu 

**Recorder:** Wei-Ping Chen 

**Attending Directors:** Che-Hung Yu (Representative of Foxconn (Far East) Limited), John-See Lee, Ting-Chuan Lee, Chih-Chen Chou (Independent Director), Chen-Fu Chien (Independent Director), Chi-Hsien Lee (Independent Director)

**1. Meeting Commencement:** The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

**2. Chairperson's Remarks:** (omitted)

**3. Reports on Company Affairs**

(1) **2021 Business Report.** (please refer to Attachment 1)

(2) **2021 Audit Committee's Review Report.** (please refer to Attachment 2)

(3) **Distribution of Employee's Profit Sharing Bonus and Directors' Remuneration for 2021 Acknowledged.**

(4) **Distribution of Cash Dividends for 2021. Acknowledged.**

(5) **Issuance and Execution of Overseas Unsecured Convertible Bonds Acknowledged.**

(6) **Proposals Submitted by Shareholders with Shareholdings of More Than 1% Acknowledged.**

**4. Ratifications**

**Proposal 1** (Proposed by the Board of Directors)

**Proposal:** Ratification of 110 business report and consolidated financial statements

**Description:** (1) The Company's consolidated financial statements for 2021 were audited by independent auditors, CPA Yung-Chien Hsu, and CPA Min-Chuan, Feng of the CPA firm, PricewaterhouseCoopers (PwC) Taiwan.

(2) **For the 2021 Business Report, Independent Auditors' Report and consolidated financial statements, please refer to Attachment 1 and Attachment 3.**

**(3) Ratification is respectfully requested.**

**Voting Results:** The total number of votes at the time of voting was 758,556,231 (including a deduction of restricted votes of 921,000). Based on the results of the vote, the number of votes in favor of ratification totaled 654,116,929 votes (including 595,544,662 votes exercised electronically) which accounted for 86.23% of the votes in attendance. The number of votes against totaled 83,116 votes (including 83,116 votes exercised electronically) which accounted for 0.01% of the votes in attendance. 0 votes were invalid; the number of uncast votes/abstentions totaled 104,356,186 votes (including 104,090,536 votes exercised electronically) which accounted for 13.75% of the votes in attendance. The number of votes in favor of the proposal exceeded the statutory requirement and the proposal was passed.

**Proposal 2** **(Proposed by the Board of Directors)**

**Proposal: Ratification of 110 earnings distribution**

**Description:** (1) The net profit after tax of the Company's parent company for 2021 was NT\$9,651,296,713 and the retained earnings available to distribute for the year was NT\$31,214,933,038.

(2) For the Company's 2021 earnings distribution table, please refer to Attachment 4.

(3) Ratification is respectfully requested.

**Voting Results:** The total number of votes at the time of voting was 758,556,231 (including a deduction of restricted votes of 921,000). Based on the results of the vote, the number of votes in favor of ratification totaled 654,857,979 votes (including 596,285,712 votes exercised electronically) which accounted for 86.32% of the votes in attendance. The number of votes against totaled 117,918 votes (including 117,918 votes exercised electronically) which accounted for 0.01% of the votes in attendance. 0 votes were invalid; the number of uncast votes/abstentions totaled 103,580,334 votes (including 103,314,684 votes exercised electronically) which accounted for 13.65% of the votes in attendance. The number of votes in favor of the proposal exceeded the statutory requirement and the proposal was passed.

**5. Matters for Discussion**

**Proposal 1** **(Proposed by the Board of Directors)**

**Proposal: Amendments to the "Articles of Incorporation".**

**Description:** (1) The Company's "Articles of Association" have been partially amended in

accordance with the Letters Tai-Zheng-Shang-II-Zi No. 1101701488 dated May 14, 2021 and No. 1111700674 dated March 11, 2022 issued by Taiwan Stock Exchange regarding the amendments to the regulations of the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country".

- (2) For the comparison table before and after the amendment, please refer to Attachment 5.
- (3) The registered agent is authorized to make a necessary declaration to the Cayman Islands company registration office after the shareholders meeting approves this proposal
- (4) Discussion is respectfully requested.

**Voting Results:** The total number of votes at the time of voting was 758,556,231 (including a deduction of restricted votes of 921,000). Based on the results of the vote, the number of votes in favor of ratification totaled 653,832,397 votes (including 595,260,130 votes exercised electronically) which accounted for 86.19% of the votes in attendance. The number of votes against totaled 183,687 votes (including 183,687 votes exercised electronically) which accounted for 0.02% of the votes in attendance. 0 votes were invalid; the number of uncast votes/abstentions totaled 104,540,147 votes (including 104,274,497 votes exercised electronically) which accounted for 13.78% of the votes in attendance. The number of votes in favor of the proposal exceeded the statutory requirement and the proposal was passed.

## **Proposal 2 (Proposed by the Board of Directors)**

**Proposal:** It is proposed to approve the amendments to the "Procedures for Acquisition and Disposal of Assets".

**Description:** (1) In order to strengthen the management of related party transactions and improve the quality of opinions issued by external experts, the "Procedures for Acquisition and Disposal of Assets" of the Company were partially amended according to Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 dated January 28, 2022 issued by the Financial Supervisory Commission.

- (2) For the comparison table before and after the amendment, please refer to Attachment 6.
- (3) Discussion is respectfully requested.

**Voting Results:** The total number of votes at the time of voting was 758,556,231 (including a deduction of restricted votes of 921,000). Based on the results of the vote, the number of votes in favor of ratification totaled 653,796,454 votes (including 595,224,187 votes exercised electronically) which accounted for 86.18% of the votes in attendance. The number of votes against totaled 220,562 votes (including 220,562 votes exercised electronically) which accounted for 0.02% of the votes in attendance. 0 votes were invalid; the number of uncast votes/abstentions totaled 104,539,215 votes (including 104,273,565 votes exercised electronically) which accounted for 13.78% of the votes in attendance. The number of votes in favor of the proposal exceeded the statutory requirement and the proposal was passed.

**6. Extraordinary Motions:** None.

**7. Meeting Adjournment:** Meeting adjourned at 9:19AM.

## **Zhen Ding Technology Holding Limited Business Report**

2021 was a challenging and unstable year. With the effects of the Covid-19 pandemic, the global supply chain was in disarray. Various expenses soared and the price of raw materials skyrocketed. However, even with these difficult conditions, the Group's revenue reached new heights. This was the result of the dedication of all employees and the continuous support from shareholders, suppliers, customers, and the government.

Last year, we began the construction of new plants in 4 sites, including the Shenzhen ABF plant, Qinhuangdao BT plant, Kaohsiung FPC plant, and the MSAP and advanced HDI plant in Huailan Third Park. After two years of developing the India plant, it began mass production on December 24 last year. Although we faced setbacks during the process, the deployment of the India site is extremely necessary for long-term sustainable developments. Although there are still many restrictions for investment and development from an objective standpoint in India, it will become a great market in the future. Therefore, the Company is undeterred in its development and continues to move forward.

Because of the successful advancement of our long-term deployment and various strategies, several of our products achieved good results. We continue to lead the world in flexible printed circuits, accounting for 30% of the global market. Our MSAP is also leading the world, with the best yield rate globally. The production capacity for Mini LED ultra-thin HDI also rapidly increased early last year due to the efforts of all our employees, achieving world-leading results. IC substrates grew by 100% last year.

In terms of R&D investments, we have increased the amount from NT\$5.545 billion in 2020 to NT\$7.302 billion in 2021. Discounts and amortization increased from NT\$8.405 billion to NT\$11.875 billion, an increase of NT\$3.470 billion. The total amount increased was NT\$5.227 billion, which fully represents Zhen Ding Group's focus on long-term developments.

The Company's 2021 business overview and future outlook are as follows:

### **I. Large increases in revenue and profit**

The Company's consolidated revenue for 2021 was NT\$155.022 billion, representing an increase of 18.09% compared to the previous year. Consolidated net profit after tax was NT\$13.694 billion (net profit after tax attributable to the parent company was NT\$9.651 billion), representing an increase of 19.00% compared to the previous year. The consolidated earnings per share (EPS) was NT\$14.49 (consolidated EPS attributable to the parent company was NT\$10.21). The driving forces behind the Company's growth include FPCs, CCLs, ICs, HDI, and MSAP, which all produced strong growth momentum. Several new products were also added, such as battery boards, Mini LED ultra-thin HDIs, etc. Benefiting from the promotion of the one

ZDT strategy, 4 major product lines exploded in 2021. The increase in revenue far exceeded previous standards.

## II. Active investments to expand production capacity

Last year, the Company launched a new wave of large-scale investment projects. We began construction of 4 new sites, including the FPC and advanced module assembly lines in Kaohsiung Science Park, Taiwan, IC (ABF) products in Shenzhen Leading Park, advanced HDI/MSAP in Huai'an Third Park, and ICs (BT) in Qinhuangdao Leading Park. Additionally, through active interactions with customers and the continuous adoption of circular quality management improvements in each plant, the product lines showed varying degrees of improvement in customer ratings. In the evaluations of major US customers, 4 business units of the Group had an overall score higher than the average score of all suppliers of the customer. Among the scores, FPC was the leader out of all suppliers.

## III. Expanding the future of product deployment

Looking towards the future, apart from the continued cultivation of the FPC business in recent years, the Company is also entering the advanced HDI, AnyLayer, MSAP, CSP, and BGA markets. The products range from traditional PCs and network communication to servers and automobiles. We will also enter the niche areas of aerospace and healthcare in the future. According to the current customer orders, inventory, and needs, the Company's business performance will continue to grow. Moreover, the transition to 5G devices, the need for remote working, and the deployment of various applications, such as new customer products, automobiles, industrial computers, data centers, etc., will inject new energy into the Group's operations.

## IV. Digital transformation increased performance

The global pandemic has strengthen the Group's resolve to implement digital transformations. In 2016, the Company's revenue was around NT\$82.4. Compared to revenue now, the Company has grown by 88%. However, the number of employees has only increased by 11%. This shows that automation has improved the Company's performance. We hope that, in the next few years, digital transformations will continue to increase revenue, even without increases in manpower. To this end, the Company has established the Smart Manufacturing Committee and Digital Transformation Center. Apart from smart manufacturing, we will implement digital transformations for people, finance, and business step by step, allowing us to further improve our efficiency.

These have been turbulent times. We are facing more and more challenges. Therefore, the Company must adapt to the changes in the environment and seize new opportunities, thereby providing ourselves with the best positions for development. The circuit board industry was first established more than 140 years ago, and it will continue to exist in the future. Therefore, we must continue to seek innovations and excellence. We uphold the ideals of "respect and love for all" in our active implementation of ESG guidelines. We are realizing our corporate mission of

"developing technologies for the betterment of human beings" by bringing the digital world to every person, every home, and every organization. The creation of an interconnected world is the direction of our developments.

Chairman:

Chang-Fang Shen

General Manager:

Ting-Chuan Lee

Accounting Manager:

Jin-Ten Chang

## **Zhen Ding Technology Holding Limited**

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

The Board of Directors has prepared and submitted the 2021 business report, consolidated financial statements, and earnings distribution proposal, of which the consolidated financial statements have been audited by the CPAs Yung-Chien Hsu and Min-Chuan Feng of PricewaterhouseCoopers, Taiwan and an Audit Report is submitted. The Audit Committee has reviewed the business report, consolidated financial statements, and the earnings distribution proposal and did not find any incompliance. According to the regulations in the Articles of Association, it is hereby submitted for your examination.

To:

2022 Shareholders' Annual General Meeting

**Zhen Ding Technology Holding Limited**  
**Audit Committee Convener: Chih-Chen Chou**

**March 16, 2022**

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Zhen Ding Technology Holding Limited

### **Opinion**

We have audited the accompanying consolidated balance sheets of Zhen Ding Technology Holding Limited and its subsidiaries (the 'Group') as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### **Basis for opinion**

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

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2021 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the Group's 2021 consolidated financial statements were as follows:

### Cut-off of hub warehouse sales revenue

#### Description

Refer to Note 4(28) for accounting policies on revenue recognition.

The Group recognises revenue when the goods are directly shipped from factories and when customers accept the goods (the transfer of control) if picked up from hub warehouses. For pick-ups from hub warehouses, the Group recognises sales revenue based on movements of inventory records contained in the statements or other information provided by the warehouse custodians. The hub warehouses are located around the world with numerous warehouse custodians, the frequency and contents of statements provided by custodians are different, and the process of revenue recognition may involve manual procedures. These factors may potentially result in inaccurate timing of sales revenue recognition.

As there are numerous daily sales transactions from hub warehouses and the transaction amounts prior to and after the balance sheet date are significant to the financial statements, we considered the cut-off of hub warehouse sales revenue a key audit matter.

#### How our audit addressed the matter

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

- A. Assessed and tested internal controls over regular record verification between the Group and customers.
- B. Assessed and checked the appropriateness of cut-off of sales revenue prior to or after the balance sheet date, and verified the statements provided by the hub warehouse custodians.
- C. Performed confirmation of the storage quantities or observed physical counts in warehouse, compared against inventory records, and determined whether differences, if any, are properly adjusted.

## **Estimation of allowance for inventory valuation losses**

### Description

Refer to Note 4(14) for accounting policies on inventory valuation, Note 5 for the uncertainty of accounting estimates and assumptions applied on inventory valuation, and Note 6(6) for details of inventory. As of December 31, 2021, the Group's inventory cost and allowance for valuation losses were NT\$18,838,639 thousand and NT\$1,163,474 thousand, respectively.

The Group is primarily engaged in the manufacture and sales of printed circuit board. Due to rapid technological innovations, short lifespan of electronic products and fluctuations in market prices, there is a higher risk of inventory losses due to market value decline or obsolescence. The Group measures inventories at the lower of cost and net realisable value and recognises the allowance for inventory valuation losses based on the inventories over normal age and those individually identified as obsolete or damaged.

As the amounts of inventories are material, the types of inventories are numerous, and the estimation of net realisable value for individually obsolete or damaged inventories is subject to significant judgement, we considered the estimation of allowance for inventory valuation losses a key audit matter.

### How our audit addressed the matter

We performed the following audit procedures in relation to the estimation of allowance for inventory valuation losses:

- A. Assessed the reasonableness of accounting policy on allowance for inventory valuation losses and checked whether it has been consistently applied.
- B. Checked whether the logic in calculating inventory aging report was appropriate and confirmed whether the inventory over normal age has been included in the aging report.
- C. Assessed the reasonableness of individually obsolete or damaged inventory identified by the Group against related supporting documents, reviewed scrap inventory before and after the balance sheet date, and verified the information obtained from physical count.
- D. For the net realisable value of inventories over normal age and those individually identified as obsolete and damaged inventory, discussed with the Group, obtained supporting documents and reviewed calculation of inventory loss.

## **Responsibilities of management and those charged with governance for the consolidated financial statements**

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

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

Those charged with governance (including the audit committee) are responsible for overseeing the Group’s financial reporting process.

## **Auditors’ responsibilities for the audit of the consolidated financial statements**

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

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

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

- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers, Taiwan

March 16, 2022

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

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2021 AND 2020  
 (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Assets	Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1) and 8	\$ 33,789,530	17	\$ 44,222,887	24
1136	Current financial assets at amortised cost	6(3) and 8	1,389,177	1	2,552,215	1
1170	Accounts receivable, net	6(4)	35,002,337	18	31,048,067	17
1180	Accounts receivable due from related parties, net	6(4) and 7	2,531,004	1	2,693,088	2
1200	Other receivables	6(5)	1,135,584	1	1,002,641	1
130X	Inventories	6(6)	17,675,165	9	12,998,784	7
1410	Prepayments	6(5)	4,297,594	2	4,780,208	3
1470	Other current assets	8	114,643	-	14,115	-
11XX	<b>Total current assets</b>		<b>95,935,034</b>	<b>49</b>	<b>99,312,005</b>	<b>55</b>
<b>Non-current assets</b>						
1510	Non-current financial assets at fair value through profit or loss	6(2)	1,114,588	1	753,522	-
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	476,619	-	431,266	-
1535	Non-current financial assets at amortised cost	6(3) and 8	78,408	-	-	-
1550	Investments accounted for using equity method		23,430	-	-	-
1600	Property, plant and equipment	6(8) and 8	86,072,884	44	68,177,175	38
1755	Right-of-use assets	6(9)	8,545,293	4	8,609,465	5
1780	Intangible assets	6(10)	2,079,308	1	2,165,029	1
1840	Deferred income tax assets	6(30)	1,199,753	1	1,285,039	1
1990	Other non-current assets	6(11) and 8	229,977	-	386,986	-
15XX	<b>Total non-current assets</b>		<b>99,820,260</b>	<b>51</b>	<b>81,808,482</b>	<b>45</b>
1XXX	<b>Total assets</b>		<b>\$ 195,755,294</b>	<b>100</b>	<b>\$ 181,120,487</b>	<b>100</b>

(Continued)

ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2021 AND 2020  
 (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Liabilities and Equity	Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>						
2100	Short-term borrowings	6(12)	\$ 19,636,568	10	\$ 12,838,545	7
2110	Short-term notes and bills payable	6(13)	-	-	949,666	-
2170	Accounts payable		19,030,051	10	22,863,017	13
2180	Accounts payable to related parties	7	1,066,691	-	986,556	1
2200	Other payables	6(14)	14,820,927	8	15,831,329	9
2230	Current income tax liabilities		1,029,989	-	777,204	-
2280	Current lease liabilities		133,689	-	132,310	-
2320	Long-term liabilities, current portion	6(16)	-	-	8,888,537	5
2399	Other current liabilities		1,161,811	1	156,634	-
21XX	<b>Total current liabilities</b>		<u>56,879,726</u>	<u>29</u>	<u>63,423,798</u>	<u>35</u>
<b>Non-current liabilities</b>						
2530	Bonds payable	6(15)	10,383,152	5	10,480,741	6
2540	Long-term borrowings	6(16)	7,599,023	4	39,986	-
2570	Deferred income tax liabilities	6(30)	2,750,027	2	2,022,315	1
2580	Non-current lease liabilities		383,627	-	523,511	-
2600	Other non-current liabilities		4,239,800	2	592,260	1
25XX	<b>Total non-current liabilities</b>		<u>25,355,629</u>	<u>13</u>	<u>13,658,813</u>	<u>8</u>
2XXX	<b>Total liabilities</b>		<u>82,235,355</u>	<u>42</u>	<u>77,082,611</u>	<u>43</u>
<b>Equity</b>						
<b>Equity attributable to owners of parent</b>						
	Share capital	6(19)				
3110	Ordinary share		9,470,492	5	9,470,492	5
	Capital surplus	6(20)				
3200	Capital surplus		36,937,742	19	35,671,212	19
	Retained earnings	6(21)				
3310	Legal reserve		6,029,763	3	5,219,158	3
3320	Special reserve		4,130,316	2	5,014,697	3
3350	Unappropriated retained earnings		32,898,629	17	27,429,476	15
	Other equity interest	6(22)				
3400	Other equity interest		( 4,848,301 )	( 3 )	( 4,130,316 )	( 2 )
3500	Treasury shares		( 257,489 )	-	( 257,489 )	-
31XX	<b>Equity attributable to owners of parent</b>		<u>84,361,152</u>	<u>43</u>	<u>78,417,230</u>	<u>43</u>
36XX	Non-controlling interest	6(32)	<u>29,158,787</u>	<u>15</u>	<u>25,620,646</u>	<u>14</u>
3XXX	<b>Total equity</b>		<u>113,519,939</u>	<u>58</u>	<u>104,037,876</u>	<u>57</u>
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	<b>Total liabilities and equity</b>		<u>\$ 195,755,294</u>	<u>100</u>	<u>\$ 181,120,487</u>	<u>100</u>

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

**ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(EXRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

	Items	Notes	Years ended December 31,				
			2021	2020	AMOUNT	%	AMOUNT
4000	Operating revenue	6(23), 7 and 14	\$ 155,022,197	100	\$ 131,278,537	100	
5000	Operating costs	6(6) and 7	( 124,484,711)	( 80)	( 104,694,389)	( 80)	
5950	Gross profit from operations		30,537,486	20	26,584,148	20	
	Operating expenses	6(24)					
6100	Selling expenses		( 1,646,890)	( 1)	( 1,929,601)	( 1)	
6200	Administrative expenses		( 5,822,470)	( 4)	( 4,945,998)	( 4)	
6300	Research and development expenses		( 7,302,208)	( 5)	( 5,545,496)	( 4)	
6450	Reversal of (expected credit loss) 12 in accordance with IFRS 9		15,538	-	( 22,837)	-	
6000	Total operating expenses		( 14,756,030)	( 10)	( 12,443,932)	( 9)	
6900	Net operating income		15,781,456	10	14,140,216	11	
	Non-operating income and expenses						
7100	Interest income	6(26)	298,959	-	686,800	-	
7010	Other income	6(27)	961,883	1	892,194	1	
7020	Other gains and losses	6(28)	( 288,355)	-	( 1,461,852)	( 1)	
7050	Finance costs	6(29)	( 525,209)	-	( 463,368)	-	
7060	Share of loss of associates and joint ventures accounted for using equity method		( 9,927)	-	-	-	
7000	Total non-operating income and expenses		437,351	1	( 346,226)	-	
7900	<b>Profit before income tax</b>		16,218,807	11	13,793,990	11	
7950	Income tax expense	6(30)	( 2,524,439)	( 2)	( 2,285,700)	( 2)	
8200	<b>Profit</b>		\$ 13,694,368	9	\$ 11,508,290	9	

(Continued)

**ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**YEARS ENDED DECEMBER 31, 2021 AND 2020**

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT FOR EARNINGS PER SHARE AMOUNTS)

Items	Notes	Years ended December 31,				
		2021	2020	AMOUNT	%	
<b>Other comprehensive income</b>						
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>						
8311	Other comprehensive income, before tax, actuarial gains on defined benefit plans	6(17)		\$ 7,252	-	
8316	Unrealised gains from investments in equity instruments measured at fair value through other comprehensive income	6(7)(22)		\$ 47,630	-	
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(30)		\$ (10,589)	-	
8310	Other comprehensive income that will not be reclassified to profit or loss			\$ 44,293	-	
				\$ 84,349	-	
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>						
8361	Exchange differences on translation of foreign financial statements	6(22)		\$ (1,157,715)	1	
8300	<b>Other comprehensive (loss) income</b>			\$ (1,113,422)	1	
8500	<b>Total comprehensive income</b>			\$ 12,580,946	10	
Profit attributable to:						
8610	Owners of the parent			\$ 9,651,297	6	
8620	Non-controlling interests			\$ 4,043,071	3	
				\$ 13,694,368	9	
Comprehensive income attributable to:						
8710	Owners of the parent			\$ 8,939,113	7	
8720	Non-controlling interests			\$ 3,641,833	3	
				\$ 12,580,946	10	
Earnings per share						
9750	Basic earnings per share	6(31)		\$ 10.21	8.90	
9850	Diluted earnings per share	6(31)		\$ 9.58	8.64	

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

**ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**  
**(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)**

	Notes	Equity attributable to owners of the parent										
		Retained Earnings				Other Equity Interest						
		Ordinary shares	Capital surplus-additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total	Non-controlling interest	Total equity
<b>Year ended December 31, 2020</b>												
Balance at January 1, 2020		\$ 9,022,299	\$ 29,534,781	\$ 4,350,638	\$ 2,948,306	\$ 26,318,375	(\$ 4,960,710 )	(\$ 53,987 )	\$ -	\$ 67,159,702	\$ 23,184,399	\$ 90,344,101
Profit for the year		-	-	-	-	8,094,547	-	-	-	8,094,547	3,413,743	11,508,290
Other comprehensive income for the year	6(22)	-	-	-	-	11,499	823,765	60,616	-	895,880	298,221	1,194,101
Total comprehensive income		-	-	-	-	8,106,046	823,765	60,616	-	8,990,427	3,711,964	12,702,391
Appropriations of 2019 earnings												
Legal reserve		-	-	868,520	-	( 868,520 )	-	-	-	-	-	-
Special reserve		-	-	-	2,066,391	( 2,066,391 )	-	-	-	-	-	-
Cash dividends		-	-	-	-	( 4,060,034 )	-	-	-	( 4,060,034 )	-	( 4,060,034 )
Recognition of equity component	6(15)(20)	-	996,753	-	-	-	-	-	-	996,753	-	996,753
Compensation cost of employee restricted stock	6(20)	-	75,100	-	-	-	-	-	-	75,100	28,030	103,130
Changes in non-controlling interests - acquisition of shares of the subsidiary		-	-	-	-	-	-	-	-	-	11,819	11,819
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	-	-	( 1,315,566 )
Due to business combination		448,193	5,064,578	-	-	-	-	-	( 257,489 )	5,255,282	-	( 1,315,566 )
Balance at December 31, 2020		\$ 9,470,492	\$ 35,671,212	\$ 5,219,158	\$ 5,014,697	\$ 27,429,476	(\$ 4,136,945 )	\$ 6,629	(\$ 257,489 )	\$ 78,417,230	\$ 25,620,646	\$ 104,037,876
<b>Year ended December 31, 2021</b>												
Balance at January 1, 2021		\$ 9,470,492	\$ 35,671,212	\$ 5,219,158	\$ 5,014,697	\$ 27,429,476	(\$ 4,136,945 )	\$ 6,629	(\$ 257,489 )	\$ 78,417,230	\$ 25,620,646	\$ 104,037,876
Profit for the year		-	-	-	-	9,651,297	-	-	-	9,651,297	4,043,071	13,694,368
Other comprehensive income (loss) for the year	6(22)	-	-	-	-	5,801	( 749,427 )	31,442	-	( 712,184 )	( 401,238 )	( 1,113,422 )
Total comprehensive income		-	-	-	-	9,657,098	( 749,427 )	31,442	-	8,939,113	3,641,833	12,580,946
Appropriations of 2020 earnings	6(21)											
Legal reserve		-	-	810,605	-	( 810,605 )	-	-	-	-	-	-
Special reserve		-	-	-	( 884,381 )	884,381	-	-	-	-	-	-
Cash dividends		-	-	-	-	( 4,261,721 )	-	-	-	( 4,261,721 )	-	( 4,261,721 )
Compensation cost of employee restricted stock	6(20)	-	150,821	-	-	-	-	-	-	150,821	56,294	207,115
Adjustments of capital surplus for company's cash dividends received by subsidiaries	6(20)	-	9,420	-	-	-	-	-	-	9,420	-	9,420
Difference between consideration and carrying amount of subsidiaries disposed	6(32)	-	1,103,156	-	-	-	-	-	-	1,103,156	-	1,103,156
Changes in non-controlling interests - acquisition of shares of the subsidiary	6(32)	-	3,133	-	-	-	-	-	-	3,133	598,027	601,160
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		-	-	-	-	-	-	-	-	-	( 1,343,549 )	( 1,343,549 )
Changes in non-controlling interests - disposal of the subsidiary		-	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2021		\$ 9,470,492	\$ 36,937,742	\$ 6,029,763	\$ 4,130,316	\$ 32,898,629	(\$ 4,886,372 )	\$ 38,071	(\$ 257,489 )	\$ 84,361,152	\$ 29,158,787	\$ 113,519,939

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

**ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31,	
		2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 16,218,807	\$ 13,793,990
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(24)	11,492,846	8,127,620
Amortisation	6(24)	382,067	277,397
Gain on financial assets or liabilities at fair value through profit or loss, net	6(2)	( 228,392 )	( 67,484 )
Share of loss of associates and joint ventures accounted for using equity method		9,927	-
Impairment losses	6(8)	91,499	114,410
Expected credit (gain) loss	12	( 15,538 )	22,837
(Gains) losses on disposals of property, plant and equipment	6(28)	( 8,437 )	150,871
Interest income	6(26)	( 298,959 )	( 686,800 )
Interest expense	6(29)	525,209	463,368
Share-based payment	6(18)	207,115	103,130
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		25,239	31,507
Accounts receivable		( 4,694,991 )	( 5,883,750 )
Accounts receivable due from related parties		21,209	5,491
Other receivables		( 16,070 )	120,050
Inventories		( 4,844,859 )	( 3,504,744 )
Prepayments		428,433	( 1,595,082 )
Other current assets		536	( 268 )
Changes in operating liabilities			
Accounts payable		( 3,549,162 )	7,446,421
Accounts payable to related parties		91,174	385,819
Other payables		( 202,076 )	( 177,360 )
Other current liabilities		33,359	( 8,001 )
Cash inflow generated from operations		15,668,936	19,119,422
Income tax paid		( 1,610,746 )	( 2,171,394 )
Net cash flows from operating activities		<u>14,058,190</u>	<u>16,948,028</u>

(Continued)

**ZHEN DING TECHNOLOGY HOLDING LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**  
 (EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	Years ended December 31,	
		2021	2020
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Net cash inflows from business combination	6(33)	\$ -	\$ 944,497
Acquisition of financial assets at fair value through profit or loss		( 138,066 )	( 666,775 )
Decrease in current financial assets at amortised cost		1,028,690	2,065,133
Acquisition of financial assets at fair value through other comprehensive income		- ( 130,800 )	
Acquisition of property, plant and equipment	6(34)	( 30,745,042 )	( 21,356,238 )
Proceeds from disposals of property, plant and equipment		396,775	475,086
Acquisition of right-of-use assets		( 403,532 )	( 288,300 )
Increase in restricted assets		( 101,026 )	( 43,252 )
Increase in other non-current assets		( 194,754 )	( 294,665 )
Increase in other non-current liabilities		209,145	242,374
Interest received		349,609	785,077
Net cash flows used in investing activities		( 29,598,201 )	( 18,267,863 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase in short-term borrowings	6(34)	6,929,472	552,015
Decrease in short-term notes and bills payable	6(34)	( 950,000 )	-
Proceeds from long-term borrowings		7,813,020	-
Repayments of long-term borrowings		( 8,694,000 )	( 39,952 )
Increase in guarantee deposits received	6(34)	4,459,036	2,095
Cash dividends paid	6(21)	( 4,261,721 )	( 4,060,034 )
Proceeds from issuance of convertible bonds		-	11,795,359
Payments of lease liabilities		( 134,439 )	( 122,525 )
Interest paid		( 296,515 )	( 375,655 )
Changes in non-controlling interests - distribution of retained earnings by subsidiaries		( 1,343,549 )	( 1,315,566 )
Change in non-controlling interests - acquisition of shares of the subsidiary	6(32)	601,160	11,819
Change in non-controlling interest - disposal of the subsidiary	6(5)(32)	1,531,891	-
Net cash flows from financing activities		5,654,355	6,447,556
Effect of exchange rate changes on cash and cash equivalents		( 547,701 )	703,186
Net (decrease) increase in cash and cash equivalents		( 10,433,357 )	5,830,907
Cash and cash equivalents at beginning of year		44,222,887	38,391,980
Cash and cash equivalents at end of year		\$ 33,789,530	\$ 44,222,887

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

**Zhen Ding Technology Holding Limited**  
**ZHEN DING TECHNOLOGY HOLDING LIMITED**  
**Earnings Distribution for 2021**

Units: NT\$

<b>Items</b>	<b>Amount</b>
Net income after tax	\$ 9,651,296,713
Add: Unappropriated earnings adjustments for the current year (Note 2)	5,801,781
Adjusted net profit after tax (Note 3)	\$ 9,657,098,494
Less: 10% general reserve (Note 3)	965,709,849
Less: Allocation to special reserve (Note 4)	717,986,511
Add: Undistributed earnings in previous years	23,241,530,904
Retained earnings available for distribution for this year	\$ 31,214,933,038
Distribution Project: Cash dividends (NT\$5.00 per share)	4,735,245,805
Accumulated undistributed earnings at the end of the period	\$ 26,479,687,233

Note:

1. As of December 31, 2021, the Company's outstanding shares were 947,049,161 shares.
2. The actuarial gains and losses of defined benefit plans are recognized in other comprehensive income (net), and is an adjustment for distributable earnings for the current year.
3. Using the "total amount of after-tax net income for the period and other profit items adjusted to the current year's undistributed earnings other than after-tax net income for the period" as the basis for allocating statutory surplus reserve, and the statutory surplus reserve in previous years does not need to be adjusted retrospectively. (Reference to Letter No. 10802432410 dated January 9, 2020 issued by the Ministry of Economic Affairs)
4. Pursuant to the Order No. Financial-Supervisory-Securities-Corporate-1090150022 of the Financial Supervisory Commission's Securities and Futures Commission, a special surplus reserve of the same amount should be included for the net amount of other shareholders' equity deducted for the current year. Later when the other shareholders' equity deductions have been reversed, the reversal in surplus will be distributed.
5. The amount of NT\$ is converted according to the balance of US\$, the functional currency.
6. The cash dividends shall be calculated in NT\$ (allocated to the nearest NT\$1) in accordance with distribution ratio, and below NT\$1 will be rounded down.

Chairman:

Chang-Fang Shen

General Manager:

Ting-Chuan Lee

Accounting Manager:

Jin-Ten Chang

**Zhen Ding Technology Holding Limited**  
**Amendment and restated the outline of Memorandum of Association**

Article	After Amendment	Before Amendment	Reason for Amendments
4	<p>Except as prohibited or limited by the Companies Act (Revised), the Company shall have full power and authority to carry out any object of the Company and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Articles of Association and Memorandum of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay for all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any</p>	<p>Except as prohibited or limited by the Companies Act (2020 Revision), the Company shall have full power and authority to carry out any object of the Company and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Articles of Association and Memorandum of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay for all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any</p>	<p>Amended in line with the changes in the version of the Cayman Islands Companies Act.</p>

Article	After Amendment	Before Amendment	Reason for Amendments
	<p>other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company (including uncalled capital) or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to categories of the shareholders of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be fittingly or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the aforesaid business activities.</p>	<p>other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company (including uncalled capital) or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to categories of the shareholders of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be fittingly or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the aforesaid business activities.</p>	

Article	After Amendment	Before Amendment	Reason for Amendments
6	<p>The share capital of the Company is NT\$16,000,000,000 divided into 1,600,000,000 ordinary shares of a par value of NT\$10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (<u>Revised</u>) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issuance shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained, PROVIDED ALWAYS that notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.</p>	<p>The share capital of the Company is NT\$16,000,000,000 divided into 1,600,000,000 ordinary shares of a par value of NT\$10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (<u>2020 Revision</u>) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issuance shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained; PROVIDED ALWAYS that notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.</p>	<p>Amended in line with the changes in the version of the Cayman Islands Companies Act.</p>

<b>Article</b>	<b>After Amendment</b>	<b>Before Amendment</b>	<b>Reason for Amendments</b>
7	<p>If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (<u>Revised</u>) and, subject to the provisions of the Companies Act (<u>Revised</u>) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p>	<p>If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (<u>2020 Revision</u>) and, subject to the provisions of the Companies Law (<u>2020 Revision</u>) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p>	<p>Amended in line with the changes in the version of the Cayman Islands Companies Act.</p>

**Zhen Ding Technology Holding Limited**  
**Comparison Table of Amendments to the Articles of Incorporation**

<b>Article</b>	<b>After Amendment</b>	<b>Before Amendment</b>	<b>Reason for Amendments</b>
1.1	<p>In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p style="padding-left: 40px;">(Omitted)</p> <p><b>"Electronic Transactions Law"</b> Refers to the "Electronic Transactions Law" (Revised Version) of the Cayman Islands.</p> <p><b>"Cayman Islands Companies Act"</b> The Companies Act (Revised) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force.</p>	<p>In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p style="padding-left: 40px;">(Omitted)</p> <p><b>"Electronic Transactions Law"</b> "Electronic Transactions Law" (2003 Revision) of the Cayman Islands.</p> <p><b>"Cayman Islands Companies Act"</b> The Cayman Islands Companies Act (2020 Revision) and every modification, reenactment or revision thereof for the time being in force.</p>	Amended in line with the changes in the version of the Cayman Islands Companies Act and the change in the name of the "Electronic Transactions Law".
3.8	<p>A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due inquiry, estimate to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.</p>	<p>A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due inquiry, estimate to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (2020 Revision) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.</p>	Amended in line with the name change of the "Banks and Trust Companies Law".

Article	After Amendment	Before Amendment	Reason for Amendments
17.2	<p>The shareholders meetings (including annual shareholders meetings and extraordinary shareholders meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that unless otherwise provided by the Law, the <u>physical</u> shareholders meetings shall be held in the ROC. If the Board resolves to hold a <u>physical</u> shareholders meeting outside the ROC, the Company shall apply for the approval of the TSE thereof within two days after the Board adopts such resolution. Where a shareholders meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such shareholders meeting (including but not limited to the handling of the voting of proxies submitted by shareholders).</p>	<p>The shareholders meetings (including annual shareholders meetings and extraordinary shareholders meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that unless otherwise provided by the Law, the shareholders meetings shall be held in the ROC. If the Board resolves to hold a shareholders meeting outside the ROC, the Company shall apply for the approval of the TSE thereof within two days after the Board adopts such resolution. Where a shareholders meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such shareholders meeting (including but not limited to the handling of the voting of proxies submitted by shareholders).</p>	<p>This Article was amended pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.</p>
17.3	<p>Shareholders meeting may be held by means of video conference. The conditions, operating procedures and other matters to be observed when holding a shareholders' meeting by video conference during the period when the shares are listed in the emerging stock market or listed on the TPEx or TWSE of the Republic of China shall abide by the Public Company Rules.</p>	<p>(Newly added article)</p>	<p>This Article was added pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.</p>
17.4	<p>Shareholders may participate in the shareholders meeting by means of video conference or other communication facilities, as permitted by the applicable Law, where all persons participating in the meeting may communicate with each other</p>	<p>(Newly added article)</p>	<p>This Article was added pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.</p>

Article	After Amendment	Before Amendment	Reason for Amendments
	simultaneously and instantaneously, and participation in such way shall constitute presence in person at such meeting.		Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.
18.7	<u>Deleted</u>	<u>If the Board does not or is unable to convene a shareholders meeting (including the general shareholders meeting) or it is for the Company's benefit, the Independent Director may convene a shareholders meeting when he/she in his/her absolute discretion deems necessary.</u>	This Article is amended pursuant to Letter Tai-Zheng-Shang-II-Zi No. 1101701488 dated May 14, 2021 issued by Taiwan Stock Exchange regarding the amendments to the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country".
19.5	For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a shareholders meeting, the proxy instrument, agendas and materials relating to the matters to be approved and discussed in the shareholders meetings, including but not limited to, election or dismissal of Directors, in accordance with Articles 19.1 and 19.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with the Public Company Rules; If the voting power of a shareholder at a shareholders meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the shareholder to exercise the voting power together with the above mentioned materials to the shareholder. The Directors shall prepare a meeting handbook of the relevant shareholders meeting and	For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a shareholders meeting, the proxy instrument, agendas and materials relating to the matters to be approved and discussed in the shareholders meetings, including but not limited to, election or dismissal of Directors, in accordance with Articles 19.1 and 19.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with the Public Company Rules; If the voting power of a shareholder at a shareholders meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the shareholder to exercise the voting power together with the above mentioned materials to the shareholder. The Directors shall prepare a meeting handbook of the relevant shareholders meeting and	This Article was amended pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.

Article	After Amendment	Before Amendment	Reason for Amendments
	<p>supplemental materials, which will be sent to or made available to all shareholders and shall be transmitted to the Market Observation Post System in a manner consistent with the Public Company Rules twenty-one (21) days prior to the general shareholders meetings or, in the case of extraordinary shareholders meetings, fifteen (15) days prior to such meeting. <u>However, when the Company's paid-in capital at the end of the most recent fiscal year is NT\$10 billion or more, or the Company holds a shareholders meeting in the most recent fiscal year, and the total shareholding ratio of foreign and China capital recorded in the shareholder register is more than 30%, the transmission of the aforementioned electronic files shall be completed 30 days before the shareholders meeting.</u></p>	<p>supplemental materials, which will be sent to or made available to all shareholders and shall be transmitted to the Market Observation Post System in a manner consistent with the Public Company Rules twenty-one (21) days prior to the general shareholders meetings or, in the case of extraordinary shareholders meetings, fifteen (15) days prior to such meeting.</p>	
24.4	<p><u>The Company shall allow the shareholders to exercise voting rights by electronic means. The method for exercising such voting power shall be described in the shareholders meeting notice to be given to the shareholders if the voting power may be exercised by way of a written ballot or electronic transmission. Any shareholder who intends to exercise the voting power by way of a written ballot or by way of electronic transmission shall serve the Company with the voting decision at least two (2) days prior to the date of such shareholders meeting. Where more than one voting decision are received from the same shareholder by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant</u></p>	<p><u>The Board may determine that the voting power of a shareholder at a shareholders meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a shareholders meeting is to be held outside the ROC or pursuant to the Public Company Rules, the Company is obligated to provide the shareholders with a method for exercising their voting power by way of a written ballot or electronic transmission.</u> The method for exercising such voting power shall be described in the shareholders meeting notice to be given to the shareholders if the voting power may be exercised by way of a written ballot or electronic transmission. Any shareholder who</p>	<p>This Article was amended pursuant to the revised "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" published by the Taiwan Stock Exchange on March 11, 2022.</p>

Article	After Amendment	Before Amendment	Reason for Amendments
	<p>shareholder to revoke the previous voting decision in the later-received voting decision. A shareholder who exercises the voting power at a shareholders meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the shareholders meeting as proxy to vote such shareholders' shares at the shareholders meeting only in the manner directed in the written instrument or electronic document. The chairman of the shareholders meeting as proxy shall not have the power to exercise the voting rights of such shareholder with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said shareholders meeting. For the purpose of clarification, shareholders voting in such manner shall be deemed to have waived their voting rights with respect to any extempore motions or amendments to resolution(s) proposed at such shareholders meeting.</p>	<p>intends to exercise the voting power by way of a written ballot or by way of electronic transmission shall serve the Company with the voting decision at least two (2) days prior to the date of such shareholders meeting. Where more than one voting decision are received from the same shareholder by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant shareholder to revoke the previous voting decision in the later-received voting decision. A shareholder who exercises the voting power at a shareholders meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the shareholders meeting as proxy to vote such shareholders' shares at the shareholders meeting only in the manner directed in the written instrument or electronic document. The chairman of the shareholders meeting as proxy shall not have the power to exercise the voting rights of such shareholder with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said shareholders meeting. For the purpose of clarification, shareholders voting in such manner shall be deemed to have waived their voting rights with respect to any extempore motions or amendments to resolution(s) proposed at such shareholders meeting.</p>	
33.1	<p>There shall be a Board consisting of no less than five (5) and no more than nine (9) persons, <u>and more than half of them shall have household registration</u></p>	<p>There shall be a Board consisting of no less than five (5) and no more than nine (9) persons. The term of office for each Director shall not exceed a</p>	<p>Amended in line with the Taiwan Stock Exchange Corporation Rules Governing</p>

Article	After Amendment	Before Amendment	Reason for Amendments
	<p><u>in the Republic of China</u>. The term of office for each Director shall not exceed a period of three (3) years. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the applicable laws and the foregoing range of number of directors.</p>	<p>period of three (3) years. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the applicable laws and the foregoing range of number of directors.</p>	<p>Review of Securities Listings in Letter Tai-Zheng-Shang-II-Zi No. 1100005986 dated 7 April, 2021 issued by the Taiwan Stock Exchange.</p>
33.4	<p>Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>two (2)</u> of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.</p>	<p>Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>one</u> of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.</p>	<p>Amended in line with the Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings in Letter Tai-Zheng-Shang-II-Zi No. 1100005986 dated 7 April, 2021 issued by the Taiwan Stock Exchange.</p>
36.1	<p>The office of Director shall be vacated if the Director:</p> <p>The above has been omitted.</p> <p>(i) has committed an offense as specified in the Organized Crime Prevention Act of ROC and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;</p> <p>Omitted.</p>	<p>The office of Director shall be vacated if the Director:</p> <p>The above has been omitted.</p> <p>(i) has committed an offense as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;</p> <p>Omitted.</p>	<p>Amended pursuant to the "Check List for the Protection of Shareholders of Issuer Registered in Foreign Country" of Taiwan Stock Exchange.</p>

**Zhen Ding Technology Holding Limited**  
**Comparison table before and after the amendment of the Procedures for**  
**Acquisition and Disposal of Assets**

After amendment	Before amendment	Reason for amendment
<p>Article 5</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>(The above has been omitted). When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-discipline regulations of their respective trade associations and the following:</u></p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>working on</u> a case, they shall appropriately plan and execute adequate working procedures, in order to form a conclusion and use the conclusion as the basis for issuing the report or opinion; the related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, and use them as the</p>	<p>Article 5</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>(The above has been omitted). When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to form a conclusion and use the conclusion as the basis for issuing the report or opinion; the related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy</u>, and reasonableness of the sources of data used, the parameters, and the information, and use them as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement</p>	<p>Amended in order to improve the quality of opinions issued by external experts and to be in line with the Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465</p>

After amendment	Before amendment	Reason for amendment
<p>basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to matters including the professional competence and independence of the relevant personnel, and that they have evaluated and found that the information used is <u>appropriate</u> and <u>reasonable</u>, and that they have complied with applicable laws and regulations.</p>	<p>attesting to matters including the professional competence and independence of the relevant personnel, and that they have evaluated and found that the information used is reasonable <u>and accurate</u>, and that they have complied with applicable laws and regulations.</p>	
<p>Article 7: Procedures for acquisition or disposal of property, equipment, or right-of-use assets thereof</p> <p>(The above has been omitted).</p> <p>IV. Appraisal report for property, equipment, or right-of-use assets. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency of the place of listing, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a</p>	<p>Article 7: Procedures for acquisition or disposal of property, equipment, or right-of-use assets thereof</p> <p>(The above has been omitted).</p> <p>IV. Appraisal report for property, equipment, or right-of-use assets. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency of the place of listing, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a</p>	<p>1. Contents of the Article have been amended in order to improve the quality of opinions issued by external experts and to be in line with the Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465</p> <p>2. Alterations to the text</p>

After amendment	Before amendment	Reason for amendment
<p>reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(II) For the transaction amount reaching NT\$1 billion, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III) Where any one of the following circumstances occurs with regard to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <ol style="list-style-type: none"> <li>1. The discrepancy between the appraisal result and the transaction amount reaches 20 percent or more of the transaction amount.</li> <li>2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</li> </ol> <p>(IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract conclusion date.</p>	<p>reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(II) For the transaction amount reaching NT\$1 billion, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III) Where any one of the following circumstances occurs with regard to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant <u>shall be engaged to perform the appraisal in accordance with the provisions of Statement on Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (hereinafter referred to as the "ARDF") of the place of listing</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <ol style="list-style-type: none"> <li>1. The discrepancy between the appraisal result and the transaction amount reaches 20 percent or more of the transaction amount.</li> <li>2. The discrepancy between the appraisal results of two or</li> </ol>	

After amendment	Before amendment	Reason for amendment
<p>Provided, where the publicly announced current value for the same period is applicable and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(V) Where the Company acquires or disposes of assets through court auction procedures, the supporting documentation issued by the court may be used to substitute for the appraisal report or CPA opinion.</p>	<p>more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(IV) Where the professional appraiser <u>make an appraisal before the contract conclusion date</u>, no more than 3 months may elapse between the issuance date of the appraisal report and the contract conclusion date. Provided, where the publicly announced current value for the same period is applicable and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(V) Where the Company acquires or disposes of assets through court auction procedures, the supporting documentation issued by the court may be used to substitute for the appraisal report or CPA opinion.</p>	
<p>Article 8: Procedures for acquisition or disposal of securities</p> <p>(The above has been omitted).</p> <p>IV. Obtaining of expert opinions</p> <p>(I) If the Company has one of the following circumstances and if the amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the</p>	<p>Article 8: Procedures for acquisition or disposal of securities</p> <p>(The above has been omitted).</p> <p>IV. Obtaining of expert opinions</p> <p>(I) If the Company has one of the following circumstances and if the amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement on Auditing Standards No. 20</u></p>	<p>Amended in order to improve the quality of opinions issued by external experts and to be in line with the Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465</p>

<b>After amendment</b>	<b>Before amendment</b>	<b>Reason for amendment</b>
<p>Financial Supervisory Commission (hereinafter referred to as the "FSC") of the place of listing.</p> <p>(The following has been omitted).</p>	<p><u>published by the ARDF</u>. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (hereinafter referred to as the "FSC") of the place of listing.</p> <p>(The following has been omitted).</p>	
<p>Article 9: Procedures for acquisition or disposal of intangible assets or the right-of-use assets or memberships thereof</p> <p>(The above has been omitted).</p> <p>IV. Obtaining of expert opinions</p> <p>(I) When the transaction price of the Company's acquisition or disposal of its memberships reaches NT\$5 million, the Company shall consult an expert to issue an appraisal report.</p> <p>(II) Where the Company acquires or disposes its intangible asset or right-of-use assets thereof, the Company shall consult an expert to issue an appraisal report when the transaction price reaches NT\$100 million.</p> <p>(III) Where the Company acquires or disposes of its intangible assets, the right-of-use assets thereof, or memberships, and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, except for transactions with the government agency of the place of listing, the Company shall engage a certified public accountant prior to the date of</p>	<p>Article 9: Procedures for acquisition or disposal of intangible assets or the right-of-use assets or memberships thereof</p> <p>(The above has been omitted).</p> <p>IV. Obtaining of expert opinions</p> <p>(I) When the transaction price of the Company's acquisition or disposal of its memberships reaches NT\$5 million, the Company shall consult an expert to issue an appraisal report.</p> <p>(II) Where the Company acquires or disposes its intangible asset or right-of-use assets thereof, the Company shall consult an expert to issue an appraisal report when the transaction price reaches NT\$100 million.</p> <p>(III) Where the Company acquires or disposes of its intangible assets, the right-of-use assets thereof, or memberships, and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, except for transactions with the government agency of the place of listing, the Company shall engage a certified public accountant prior to the date of</p>	<p>Amended in order to improve the quality of opinions issued by external experts and to be in line with the Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465</p>

After amendment	Before amendment	Reason for amendment
occurrence of the event to render an opinion on the reasonableness of the transaction price.	occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement on Auditing Standards No. 20 published by the ARDF of the place of listing.</u>	
<p><b>Article 11: Related Party Transactions</b></p> <p>I. When the Company intends to acquire assets from or dispose of assets to its related parties, the Company shall proceed with the relevant resolution procedures and assessment for the reasonableness of the transaction terms according to the regulations; and it shall also acquire professional appraiser's appraisal report or opinion of the CPA in accordance with the provisions of Articles 7 to 9 of these Procedures when the transaction amount reaches 10% or more of the Company's total assets; the calculation of the aforementioned transaction amount shall be calculated in accordance with the provisions of Article 9-1. When judging whether the counterparty of the transaction is a related person, in addition to paying attention to its legal form, the substantive relationship shall be considered.</p>	<p><b>Article 11: Related Party Transactions</b></p> <p>I. When the Company intends to acquire assets from or dispose of assets to its related parties, the Company shall proceed with the relevant resolution procedures and assessment for the reasonableness of the transaction terms according to the regulations; and it shall also acquire professional appraiser's appraisal report or opinion of the CPA in accordance with the provisions of Articles 7 to 9 of these Procedures when the transaction amount reaches 10% or more of the Company's total assets; the calculation of the aforementioned transaction amount shall be calculated in accordance with the provisions of Article 9-1. When judging whether the counterparty of the transaction is a related person, in addition to paying attention to its legal form, the substantive relationship shall be considered.</p>	<p>Amended in order to improve the quality of opinions issued by external experts and to be in line with the Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465</p>
<p>(The above has been omitted).</p> <p><u>If the Company or a subsidiary of the Company that is not a public company in the place where the Company is listed has the transaction mentioned in the preceding subparagraph of this paragraph, and the transaction amount is more than 10% of the Company's total assets, the information listed in</u></p>	<p>(The above has been omitted).</p> <p>The aforementioned calculation of the transaction amounts shall be made in accordance with the information disclosure provisions in Article 13 of these Procedures, and the within one year as used herein refers to the one year preceding the date of occurrence of the current transaction. Items that</p>	

<b>After amendment</b>	<b>Before amendment</b>	<b>Reason for amendment</b>
<p><u>the preceding subparagraph shall be submitted to the Company's shareholders meeting for approval.</u>  <u>Only after that can the transaction contract be executed and the payment be made. However, the transaction between the Company and its subsidiary, or between the Company's subsidiaries, is not subject to this limitation.</u></p> <p>The calculation of the transaction amounts referred to in the Subparagraphs 1 and 2 of this Paragraph shall be made in accordance with the information disclosure provisions in Article 13 of these <u>Procedures</u>, and the within one year as used herein refers to the one year preceding the date of occurrence of the current transaction. Items that have been submitted to the <u>shareholders meeting after being approved by the board of directors</u> and recognized by the supervisors according to these Procedures need not be counted toward the transaction amount.</p> <p>(The following has been omitted).</p>	<p>have been approved by the board of directors and recognized by the supervisors according to these Procedures need not be counted toward the transaction amount.</p> <p>(The following has been omitted).</p>	
<p>Article 11-1: Handling of objections expressed by directors</p> <p>(III) The terms all Audit Committee members and all directors as stated in these <u>Procedures</u> shall be counted based on the actual number of persons currently holding those positions.</p> <p>(The following has been omitted).</p>	<p>Article 11-1: Handling of objections expressed by directors</p> <p>(III) The terms all Audit Committee members and all directors as stated herein shall be counted as the actual number of persons currently holding those positions.</p> <p>(The following has been omitted).</p>	<p>Alterations to the text</p>
<p>Article 13: Disclosure of information</p> <p>(The above has been omitted).</p> <p>(VI) In addition to the previous Subparagraphs 1 to 5, assets transactions, obligations disposed of by financial institutions, or</p>	<p>Article 13: Disclosure of information</p> <p>(The above has been omitted).</p> <p>(VI) In addition to the previous Subparagraphs 1 to 5, assets transactions, obligations disposed of by financial institutions, or</p>	<p>Information disclosure relaxing of some transactions and amendment in</p>

<b>After amendment</b>	<b>Before amendment</b>	<b>Reason for amendment</b>
<p>investment in China, where the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million. However, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> <li>1. Trading of domestic government bonds in the country of the listing <u>or foreign government bonds with a credit rating not lower than the sovereign rating of the country of the listing.</u></li> <li>2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises of the country of the listing.</li> </ol> <p>(The following has been omitted).</p>	<p>investment in China, where the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million. However, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> <li>1. Trading of domestic government bonds in the country of the listing.</li> <li>2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises of the country of the listing.</li> </ol> <p>(The following has been omitted).</p>	accordance with Letter Jin-Guan-Zheng-Fa-Zi No. 1110380465