

Stock Code: 6415



Silergy Corp.

2019 Annual Shareholders' Meeting

Meeting Agenda (Translation)

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This is a translation of the agenda for 2019 Annual General Shareholders' Meeting of Silergy Corp. The translation is for reference only. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

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I. Meeting Procedure

Silergy Corp. 2019 Annual Shareholders' Meeting Procedure

1. Call the Meeting to Order
2. Chairman's Address
3. Report Items
4. Election Items
5. Recognition and Discussion Items
6. Extempore Motions
7. Adjournment

II. Meeting Agenda

Silergy Corp. 2019 Annual Shareholders' Meeting Agenda

Time: 9:00 a.m., June 13, 2019

Place: No. 631 Zhongzheng Road, Zhonghe District, New Taipei City
(RSL Hotel Taipei Zhonghe, 3F conference room)

Attendants: All shareholders or their proxy holders

Chairman: WEI CHEN, Chairman of the Board of Directors

1. Call the Meeting to Order
2. Chairman's Address
3. Report Items
 - (1) To report the business of 2018
 - (2) Audit committee's review report
 - (3) To report 2018 employees' and directors' remunerations
4. Election Items
 - (1) To elect seven directors (including three independent directors) being the third term of directors
5. Recognition and Discussion Items
 - (1) To accept 2018 Business Report and Consolidated Financial Statements
 - (2) To accept the proposal for the distribution of 2018 Earnings
 - (3) To revise the "Articles of Association"
 - (4) To revise the "Handling Procedures for Acquisition or Disposal of Assets", "Procedures for Loaning of Funds", and "Procedures for Endorsements and Guarantees"
 - (5) To approve the Issuance of New Employee Restricted Shares
 - (6) To lift non-competition restrictions on board members and their representatives
6. Extempore Motions
7. Adjournment

Report Items

1. To report the business of 2018

Explanation: Please refer to Attachment 1 (pages 9-10).

2. Audit Committee's Review Report

Explanation: Please refer to Attachment 2 (page 11).

3. To report 2018 employees' and directors' remunerations

Explanation: Distribution of NT\$176,371,650 and NT\$4,900,000 in cash as remunerations to employees and directors, respectively, have been approved by the meeting of the Board of directors held on March 19, 2019.

Election Items

Proposal 1 (Proposed by the Board of Directors)

Purpose: To elect seven directors (including three independent directors) being the third term of directors.

Explanation:

1. Upon the expiration of the second term of Directors, it is proposed to elect seven directors (including three independent directors) at the 2019 Annual General Shareholders' Meeting. The term of the new directors (including independent directors) is three years from the date on which they are elected at the 2019 Annual General Shareholders' Meeting, commencing on June 13, 2019 and expiring on June 12, 2022. The second term of directors will leave office on the date the new directors are elected.
2. Directors shall be elected by adopting candidate nomination system and nomination. Shareholders shall elect the directors from the nominated candidates. The academic background, experience and relevant information of the nominated candidates are attached hereto as Attachment 3 (pages 12).

Results of the election:

Recognition and Discussion Items

Proposal 1 (Proposed by the Board of Directors)

Purpose: To accept 2018 Business Report and Consolidated Financial Statements.

Explanation:

1. The 2018 Consolidated Financial Statements were audited by the independent auditors, Tzu-Jung Kuo and Cheng-Chun Chiu of Deloitte & Touche.
2. For the 2018 Business Report, Independent Auditors' Report, and the 2018 consolidated Financial Statements, please refer to Attachments 1 (pages 9-10) and 4 (pages 14-24).

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Purpose: To accept the proposal for the distribution of 2018 Earnings.

Explanation:

1. The proposed distribution is allocated from the 2018 earnings available for distribution. The cash dividends for common shares will be distributed a total of NT\$586,667,692, in which each common share holder will be entitled to receive a cash dividend of NT\$6.5 per share. (Actual amount of cash dividends distributed in USD to shareholders will be based on the average USD spot foreign exchange closing price of Bank of Taiwan on the record date for the common share dividends.) If the dividend distribution ratio is adjusted due to change of the Company's total number of outstanding common shares it is proposed that the Chairman of Board of Directors is authorized to adjust the ratio of dividend to be distributed to each common share based on the total amount approved by the 2019 Annual General Shareholders' Meeting to be distributed and the number of actual common shares outstanding on the record date for distribution.
2. For the Proposal for 2018 Earnings Distribution, please refer to Attachment 5 (page 25).

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Purpose: To revise the "Articles of Association".

Explanation:

1. To comply with the amendments to the Checklist for the Protection of Shareholders' Rights/Interests provided by a Foreign Issuer's Country of Registration) by the Taiwan Stock Exchange Corporation (TWSE) and to meet the Company's operation needs, it is proposed to revise the Articles of Association.
2. Please refer to Attachment 6 (pages 26-39) for the comparison table of amendments to "Articles of Association".

Resolution:

Proposal 4 (Proposed by the Board of Directors)

Purpose: To revise the "Handling Procedures for Acquisition or Disposal of Assets", "Procedures for Loaning of Funds", and "Procedures for Endorsements and Guarantees".

Explanation:

1. To comply with the amendments to "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" and to meet the Company's operation needs, it is proposed to revise the "Handling Procedures for Acquisition or Disposal of Assets", "Procedures for Loaning of Funds", and "Procedures for Endorsements and Guarantees"
2. Please refer to Attachment 7 to 9 (pages 40-74) for the comparison table of the amendments.

Resolution:

Proposal 5 (Proposed by the Board of Directors)

Purpose: To approve the Issuance of New Employee Restricted Shares.

Explanation:

1. To attract and retain professionals needed by the Company, incentive employees and augment the employees' loyalty to jointly create the interest of the Company and its shareholders, it is hereby proposed that the shareholders' meeting to resolve 2019 New Employee Restricted Shares Plan and to issue the new employee restricted shares accordingly.
2. Below are the total amounts to be issued and the conditions for their issuance:
 - (1) The total amount to be issued is NT\$3,500,000, with the face value of NT\$10 for each share. A total of 350,000 shares will be issued. The restricted shares shall be issued at NT\$ 0 per share in common shares.
 - (2) The employees who qualify for the employee restricted shares will be full-time employees of the Company and its domestic and foreign subsidiaries are eligible participants of this Plan. The actual number of distributable restricted shares to employees will take the following factors into consideration: work performance, overall contribution, special contribution, pay grade and/or years of experience. The Chairman will approve of the restricted shares and submit to the Board for approval. The number of restricted shares that each individual employee can be awarded with will follow the regulations from Article 60-9 in the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
 - (3) Vesting conditions shall be divided into Category A and Category B:

Category A: 280,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 1 year since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

Category B: 70,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 3 years since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

The company business objectives shall be that both the gross margin and operating margin of this Company for the year before the vesting date do not fall below the average of those of MediaTek Inc., Novatek Microelectronics Corp., and Realtek Semiconductor Corp. for the same year.
 - (4) The employees holding unvested Restricted Shares are entitled to the rights to participate in stock dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for new shares issued for capital increase and the rights to vote.

3. Amounts that can be monetized, dilution to the Company's EPS and other possible impacts on shareholders' interests:

(1) The total of 350,000 new employee restricted shares to be issued are calculated on the basis of the market value of NT\$505 per share as of March 18, 2019. The Company estimates that possible monetization value is approximately NT\$176,750K.

(2) The dilution effect on the Company's annual EPS from the first to the third year after issuance are NT\$1.70, NT\$0.13, and NT\$0.13 respectively (calculated on the basis of the 90,257K issued shares of this Company by March 18, 2019). However, as the Company predicts continuing growth to profitability in the future, this round of issuance will exert only limited EPS dilution.

4. Please refer to Attachment 10 (pages 75-78) for 2019 Employee Restricted Shares Plan. It is proposed for the shareholders meeting to authorize the Board full rights to handle relevant matters and to apply to the governing institution for all shares at one time or in batches. If relevant legal regulations shall change or the governing institution's directives shall change in the future, it is also proposed for the Board to receive all rights to handle accordingly.

Resolution:

Proposal 6 (Proposed by the Board of Directors)

Purpose: To lift non-competition restrictions on board members and their representatives.

Explanation:

It is proposed for the shareholders meeting to lift non-competition restrictions on new board members and their representatives. The list of competition restrictions on Directors Candidates proposed to be released is attached hereto as Attachment 11 (page 79).

Resolution:

Extempore Motions

Adjournment

Attachment 1

Business Report

In 2018, the world's industrial situation and political economy faced many uncertainties. The change in direction of industrial development, production capacity of passive components and supply chain structure, as well as price increase in silicon wafer price, China-US trade friction, etc. have posed challenges to the world's industrial market and economic development. It is a direct impact on the semi-conductor industry, which is on the upstream of the supply chain. Despite the year of high uncertainties, Silergy Corp. still maintains a steady pace in the rapidly changing environment. Its revenue, gross profit and net profit have maintained a stable growth, and it has continued to invest in the research and development of various products.

2018 consolidated operating revenue was NT\$9,414,159,000, a 9.48% growth compared to NT\$8,599,237,000 in the previous year. Net operating profit amounted to NT\$1,913,422,000, an increase of NT\$42,181,000 (2.25%) compared to NT\$1,871,241,000 in 2017. Each product line still maintained stable growth, while new products continue to launch.

In 2018, the total operating expenses amounted to NT\$2,501,927,000, which is NT\$251,260,000 more (about 11.16%) than NT\$2,250,667,000 of 2017. With long-term development direction remaining unchanged, and to maintain continued growth, the Company continues to actively invest in product R&D and market development, develop more advanced processes in production to meet the growing demand of high-end products, and maintain a proportional increase in manpower, R&D, and marketing expenses.

Net income after taxes (NIAT) amounted to NT\$1,829,851,000, with a net profit margin of 20%, and basic earnings per share (EPS) of NT\$20.78.

The 4 major categories of terminal applications and products, as well as the existing product markets have maintained stable growth, and active measures were also taken to develop new product lines to drive revenue growth. The Company's main products include DCDC, ACDC, PMU, LED lighting, LED backlight drivers, solid state drive protection switch, and smart meter IC, etc. Products with sensor and smart functions are also widely used in terminal applications, bringing our product items to more than 2,000. Our major markets include China, Taiwan, and Korea, and we are gradually expanding to the US, Europe, and other Asian regions, such as India and Japan. In 2018, consumer, industrial, computer, and communication products contributed to about 45%, 39%, 12%, and 4%, respectively, of the total revenue.

In line with the long-term development targets and R&D plans, our product lines for terminal applications continue to increase. At present, there are more than thirty product lines from the four main product categories. The newly developed markets such as India, Japan, Europe and US are gradually seeing a stable growth. Our staff strength, product lines and organizational size have also increased with the business expansion. In terms of R&D technologies, we implemented G3 platform in our product design and processes, as well as continued to actively invest in research and development. As at end of 2018, we have obtained more than 949 patents from China, US, Taiwan, Japan and India, comprising 182 new patents in 2018. In line with future operational development, adjustment has been made to the

management organizational structure in 2018. The chairman will focus on long-term new product lines, emerging market development and strategic alliances, while the co-CEOs will focus on mid and short-term operational strategies and business development respectively, in preparation for a stable and sustainable growth in the long run.

Looking ahead to 2019, with the uncertainties in the overall environment, we remain committed in building a strong foundation in product design and manufacturing technologies, and will continue to invest in research and development, recruit talents, innovate and improve our design and technologies, so as to maintain a leading technological position in the industry. In terms of terminal applications in consumer, industry, information and network communication equipment, we will provide wider range of efficient power supply management solutions. Facing the future 5G era, and the development trend of automation and intelligence, we will focus on new technologies and its development direction in technological and R&D layouts. We will continue to invest in research and development in electric car applications, IoT applications and artificial intelligence. Silergy Corp. will maintain its long-term goal and business philosophies, which are to continuously pursue the highest standards in analog IC, reduce energy consumption, and maintain a clean earth through innovative technologies. Adhering to the philosophies of integrity, innovation and sustainability, we will continue to create Company values and give back to the shareholders, establishing long-term growth together with our customers, employees and shareholders.

Chairman: Wei Chen

General Manager: Budong You

Accounting Manager: Kuan Cheng Pan

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Consolidated Financial Statements, and Earnings Distribution Proposal for the year of 2018. Tzu-Jung Kuo and Cheng-Chun Chiu, Certified Public Accountants of Deloitte & Touche, have audited the Financial Statements. The 2018 Business Report, Consolidated Financial Statements, and Earnings Distribution Proposal have been reviewed and determined to be correct and accurate by the Audit Committee of Silergy Corp. We hereby submit this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Silergy Corp.

Chair of the Audit Committee: Shun-Hsiung Ko

March 19, 2019

Attachment 3

List of Director Candidates

Position / name	Shares held (Note)	Academic background and experience	Current position
Director Wei Chen	7,168,140 shares	PhD, Department of Electrical Engineering, Virginia Polytechnic Institute and State University, USA Technical Manager, Linear Technology Deputy Chief System and Applications Technology Officer, Monolithic Power Systems, Inc.	Chairman, Silergy Corp. Director, Calterah Semiconductor Technology (Shanghai) Co., Ltd.
Director Budong You	3,687,089 shares	PhD, Department of Electrical Engineering, Virginia Polytechnic Institute and State University, USA Deputy Technology Manager, Volterra Semiconductor	Co-CEO and General Manager, Silergy Corp. Director, Hefei SMAT Microtech
Director Jiun-huei Shih	-	J.D., Stanford University Director, CMC Medical Group Director and General Manager, J.P. Morgan Private Equity Group Vice President, Investment Department, Merrill Lynch Attorney, International Finance, Global Law Office, US	Partner, Cinaport Capital, Inc. Senior Board Consultant, Sim2Travel, Inc. Instructor, International Private Funds, Taiwan Academic of Banking and Finance
Director Lai-Juh Chen	-	EMBA, Thunderbird School of Global Management Ph.D., Chemical Engineering, National Tsing Hua University President and CEO, AU Optronics Corp.	Independent Director, UNIMICRON TECHNOLOGY CORP. Independent Director, Ardentec Corporation
Independent director Shun-hsiung Ko	-	Masters, Finance, National Taiwan University (NTU) CPA, Jianda Lianhe Accounting Firm	CPA, Jianda Lianhe Accounting Firm Independent director, Nishoku Technology Inc. Independent director, Ruentex Development Co. Ltd

Position / name	Shares held (Note)	Academic background and experience	Current position
Independent director Yong-Song Tsai	-	Masters, International Business, National Taiwan University (NTU) Partner, APP Capital Limited Deputy General Manager, Walden International Taiwan Co., Ltd.	Independent director, WAFER WORKS Corporation
Independent director Henry King	-	EMBA Enterprise Class, National Cheng-Chi University, TAIWAN MBA in Finance, Loyola University of Chicago, USA BS in Electrical Engineering (minor in BA), National Central University, TAIWAN Managing Director, Co-head of Asia Technology team, Head of Taiwan research, Goldman Sachs Asia Senior analyst, Credit Suisse	Chairman, Kashman Investment Co., Ltd Director, GOLDEN BRIDGE ELECTECH INC. Independent Director, CHIP HOPE CO., LTD Independent Director, PANRAM INTERNATIONAL CORP.

Note: Number of shares held as of book closure date for the current annual shareholders' meeting.

Attachment 4

**Independent Auditors' Report and 2018 Consolidated Financial
Statements**

Attachment 5

Silergy Corp.

2018 Earnings Distribution Proposal

Unit: NT\$

Unappropriated retained earnings of previous years	3,503,153,957
IFRS 9 Retrospective adjustment	5,168,509
Unappropriated retained earnings at the beginning after retrospective adjustment	3,508,322,466
Current period net income	1,829,851,305
10% provisioned as legal reserve	(182,985,131)
Statutory reversal of special reserve	126,133,900
Retained Earnings Available for Distribution as of	
December 31, 2018	5,281,322,540
Actuarial gains and losses	(240,186)
Adjustment of equity component in convertible corporate bonds redemption	(404,727)
Distributable Items	
Cash Dividend	(586,667,692)
Unappropriated retained earnings	4,694,009,935

Attachment 6

Comparison Table of Amendments to Articles of Association of Silergy Corp.

Original Article	Proposal for the Amendment	Reason for Amendments
<p>1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:</p> <p>"Ordinary Resolution" means a resolution passed by a simple majority of votes cast by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of the Company;</p>	<p>1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:</p> <p>"Ordinary Resolution" means a resolution passed by a simple majority of votes cast by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of the Company;</p>	<p>Wording is slightly amended.</p>
	<p>47A. <u>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, any one or more member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold more than fifty per cent. (50%) of the total issued and outstanding Shares of the Company for a continuous period of no less than three (3) months. The number of the Shares held by a Member and the period of which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the period that the Register of Members shall be closed for transfers.</u></p>	<p>This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>
	<p>47B. <u>If the Board does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, the Independent Director may convene a general meeting when he/she in his/her absolute discretion deems necessary.</u></p>	<p>This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock</p>

Original Article	Proposal for the Amendment	Reason for Amendments
		Exchange on November 30, 2018.
	<p><u>47C. If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any applicable law, the Board and such person may request the Company or the Company's Shareholders' Service Agent to provide the Register of Members. Upon the request, the Company shall (and shall order its Shareholders' Service Agent to) provide the Register of Members.</u></p>	This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.
<p>50. In the event any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a explanatory summary of the matter to be discussed, and such matters shall not be proposed as ad hoc motions:</p> <ul style="list-style-type: none"> (a) election or discharge of Directors or supervisors (if any); (b) amendments to the Memorandum of Association and/or these Articles; (c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company; (d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others; (e) the transfer of the whole or any material part of its business or assets; (f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company; (g) the private placement of equity-linked securities; 	<p>50. In the event any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a explanatory summary of the matter to be discussed, and such matters shall not be proposed as ad hoc motions:</p> <ul style="list-style-type: none"> (a) election or discharge of Directors or supervisors (if any); (b) amendments to the Memorandum of Association and/or these Articles; (c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company; (d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others; (e) the transfer of the whole or any material part of its business or assets; (f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company; (g) the private placement of equity-linked securities; 	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.

Original Article	Proposal for the Amendment	Reason for Amendments
<p>(h) granting waiver to the Director’s engaging in any business within the scope of business of the Company;</p> <p>(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(l) the transfer of Treasury Shares to its employees by the Company; and</p> <p>(m) the Delisting.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.</p>	<p>(h) granting waiver to the Director’s engaging in any business within the scope of business of the Company;</p> <p>(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(l) the transfer of Treasury Shares to its employees by the Company;</p> <p>(m) the Delisting.</p> <p><u>(n) capital deduction; and</u></p> <p><u>(o) application to terminate the public offering of the Shares.</u></p> <p><u>The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.</u></p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.</p>	
<p>52. Shareholder(s) holding one percent (1%) or more of the total number of issued Shares as at the record date determined by the Board or upon</p>	<p>52. Shareholder(s) holding one percent (1%) or more of the total number of issued Shares as at the record date determined by the Board or upon</p>	<p>This Article was amended pursuant to the revised</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>commencement of the period for which the Register shall be closed before the general meeting may propose in writing to the Company a proposal for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board <u>may exclude</u> a proposal submitted by a Shareholder(s) <u>if</u> (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (iv) the proposal is submitted after the expiration of the specified period determined by the Board, in which case, the rejected proposal shall not be discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of</p>	<p>commencement of the period for which the Register shall be closed before the general meeting may propose in writing <u>or any electronic means designated by the Company</u> to the Company a proposal for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board <u>shall include</u> a proposal submitted by a Shareholder(s) <u>unless</u> (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter <u>or the proposal exceeds 300 Chinese words</u>; or (iv) the proposal is submitted after the expiration of the specified period determined by the Board, in which case, the rejected proposal shall not be discussed at the annual general meeting. <u>If the</u></p>	<p>Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p>	<p><u>proposal urges the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.</u> The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p>	
<p>82A. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "Approval Time"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the</p>	<p>82A. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director (<u>other than an Independent Director</u>) or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "Approval Time"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the</p>	<p>This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.</p>	<p>Approval Time to the commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director (<u>other than an Independent Director</u>) or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.</p>	
<p>102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an <u>organized crime and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;</u></p> <p>(b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and <u>the time elapsed after he has served the full term of such sentence is less than two (2) years;</u></p> <p>(c) has been adjudicated guilty by a final judgment for <u>misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;</u></p> <p>(d) <u>becomes bankrupt and has not been discharged from bankruptcy;</u></p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p>	<p>102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an <u>offence as specified in the Taiwan 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 (5) years, or (D) was pardoned for less than five (5) years;</u></p> <p>(b) has been sentenced to imprisonment for a term of more than one (1) year <u>by a final judgement</u> for commitment of fraud, breach of trust or misappropriation, and <u>(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 two (2) years, or (D) was pardoned for less than two (2) years;</u></p> <p>(c) has been adjudicated guilty by a</p>	<p>This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>(f) has no or only limited capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) resigns his office by notice in writing to the Company; or</p> <p>(i) is removed from office and ceases to be a Director pursuant to these Articles;</p> <p>(j) if an order of court is obtained pursuant to application made under Article 103 of these Articles; or</p> <p>(k) If he ceases to meet the Threshold (as defined in Article 76 of these Articles).</p>	<p>final judgment for <u>committing offenses under the Taiwan Anti-Corruption Act</u> during the time of his public service, and <u>(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 two (2) years, or (D) was pardoned for less than two (2) years;</u></p> <p>(d) <u>has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges;</u></p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(f) has no or only limited capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) <u>has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;</u></p> <p>(i) resigns his office by notice in writing to the Company; or</p> <p>(j) is removed from office and ceases to be a Director pursuant to these Articles;</p> <p>(k) if an order of court is obtained pursuant to application made under Article 103 of these Articles; or</p> <p>(l) If he ceases to meet the Threshold (as defined in Article 76 of these Articles).</p>	

Original Article	Proposal for the Amendment	Reason for Amendments
<p>107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him; shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director shall not vote for himself or on behalf of other Director for whom he acts as proxy in respect to any matter, including but not limited to any contract or</p>	<p>107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him; shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director shall not vote for himself or on behalf of other Director for whom he acts as proxy in respect to any matter, including but not limited to any contract or</p>	<p>This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>proposed contract or arrangement or contemplated transaction of the Company, in which such Director has a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted, but such Director shall be counted in the quorum for purposes of convening the Board meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has a personal interest (whether directly or indirectly) in any matter or business tabled or considered at the Board meeting, such Director shall disclose and explain his interest, the nature and extent thereof, all material information or contents on such personal interest at the same Board meeting.</p>	<p>proposed contract or arrangement or contemplated transaction of the Company, in which such Director has a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted, but such Director shall be counted in the quorum for purposes of convening the Board meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has a personal interest (whether directly or indirectly) in any matter or business tabled or considered at the Board meeting, such Director shall disclose and explain his interest, the nature and extent thereof, all material information or contents on such personal interest at the same Board meeting.</p> <p><u>Where the spouse of a Director, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Listing Rules.</u></p>	
<p>123. Subject to the Cayman Islands law, any Shareholder(s) holding <u>three</u> percent (<u>3</u>%) or more of the total number of the issued Shares of the Company for <u>one (1)</u> consecutive <u>year</u> or longer may request in writing any Independent Director of the</p>	<p>123. Subject to the Cayman Islands law, any Shareholder(s) holding <u>one</u> percent (<u>1</u>%) or more of the total number of the issued Shares of the Company for <u>six (6)</u> consecutive <u>months</u> or longer may request in writing any Independent Director of</p>	<p>This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to the Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p>	<p>the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to the Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p>	<p>published by the Taiwan Stock Exchange on November 30, 2018.</p>
<p>125. Subject to the Law, these Articles and to any rights and restrictions for the time being attached to any Shares, the Company <u>by Ordinary Resolution</u> may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.</p>	<p>125. Subject to the Law, these Articles and to any rights and restrictions for the time being attached to any Shares, the Company may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.</p>	<p>This Article is amended due to the company need.</p>
	<p><u>125A. Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each financial year in accordance with a proposal for profits distribution approved by, in the case of dividend to be paid in cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors or, in the case of Article 32(g), Supermajority Resolution in the annual meeting. After the Board approves the distribution of dividend in cash, the Board shall</u></p>	<p>This Article is added due to the company need.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
	<u>report such distribution in the recent annual general meeting.</u>	
<p>129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or shares in lieu of the cash amount of any dividend according to the Company's future expenditure budgets and funding needs. Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of twenty percent (20%) and a minimum of eight percent (8%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees' Remunerations"); and (2) a maximum of two percent (2%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations</p>	<p>129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or shares in lieu of the cash amount of any dividend according to the Company's future expenditure budgets and funding needs. Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of twenty percent (20%) and a minimum of eight percent (8%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees' Remunerations"); and (2) a maximum of two percent (2%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations</p>	<p>This Article is revised due to the newly-added Article 125A.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
<p>may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Law, and unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order <u>and proposed by the Board of Directors to the Shareholders in the general meeting for approval:</u></p> <p>(a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;</p> <p>(b) to set off accumulated losses of previous years (if any);</p> <p>(c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;</p> <p>(d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and</p> <p>(e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of</p>	<p>may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Law, and unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order:</p> <p>(a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;</p> <p>(b) to set off accumulated losses of previous years (if any);</p> <p>(c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;</p> <p>(d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and</p> <p>(e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings),</p>	

Original Article	Proposal for the Amendment	Reason for Amendments
<p>the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the <u>Board of Directors</u> may <u>present a proposal</u> to distribute to the Shareholders by way of dividends <u>at the annual general meeting</u> pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to the Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) of the total dividends allocated to Shareholders.</p>	<p>the <u>Company</u> may distribute to the Shareholders by way of dividends pursuant to the Applicable Listing Rules <u>and these Articles</u>. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to the Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) of the total dividends allocated to Shareholders.</p>	
<p>148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of share certificates and corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the share certificates and corporate bonds issued by the Company.</p>	<p>148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of share certificates and corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect, <u>review</u> and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the share certificates and corporate bonds issued by the Company. <u>Upon the</u></p>	<p>This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Original Article	Proposal for the Amendment	Reason for Amendments
	<u>request of any Member, the Company shall order its Shareholders' Service Agent to provide such Member with the requested documents.</u>	
	<p><u>SOCIAL RESPONSIBILITIES</u> <u>160. When the Company conducts the business, the Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.</u></p>	<p>This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on November 30, 2018.</p>

Attachment 7

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

Article	Articles before amendment	Articles after amendment	Description
2. Scope	<p>The term "assets" as used in these Procedures includes the following:</p> <p>(I) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</p> <p>(II) Real property (including land, houses and buildings, investment property, land-use right, and construction enterprise inventory) and equipment.</p> <p>(III) Memberships.</p> <p>(IV) Patents, copyrights, trademarks, franchise rights, and other intangible assets.</p> <p>(V) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>(VI) Derivatives.</p> <p>(VII) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.</p> <p>(VIII) Other major assets.</p>	<p>The term "assets" as used in these Procedures includes the following:</p> <p>(I) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</p> <p>(II) Real property (including land, houses and buildings, investment property, land-use right and construction enterprise inventory) and equipment.</p> <p>(III) Memberships.</p> <p>(IV) Patents, copyrights, trademarks, franchise rights, and other intangible assets.</p> <p>(V) <u>Right-of-use assets.</u></p> <p>(VI) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>(VII) Derivatives.</p> <p>(VIII) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.</p> <p>(IX) Other major assets.</p>	Amended in accordance with Article 3 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.
4. Operation Content	<p>(I) Terms used in these Procedures are defined as follows:</p> <p>1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from asset, interest rate, index, or other benefit; or hybrid contracts combining the above</p>	<p>(II) Terms used in these Procedures are defined as follows:</p> <p>1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from asset, <u>specified</u> interest rate, <u>financial instrument price</u>, <u>commodity price</u>, foreign</p>	Amended in accordance with Article 4 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of

Article	Articles before amendment	Articles after amendment	Description
	<p>products. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p> <p>2.to 6. omit</p>	<p>exchange rate, index of <u>prices or rates, credit rating or credit index</u>, or other <u>variable</u>; or hybrid contracts combining the above contracts; or hybrid contracts <u>or structured products containing embedded derivatives</u>. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p> <p>2.to 6. omit</p> <p><u>7.Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.</u></p> <p><u>8.Securities exchange: "Domestic securities exchange" refers to Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</u></p> <p><u>9.Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the</u></p>	Taiwan.

Article	Articles before amendment	Articles after amendment	Description
		<u>Regulations Governing Securities Trading on the Taipei Exchange: "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</u>	
4. Operation Content	(III) 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 not be a related party of any party to the transaction.	(I) 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, <u>shall meet the following requirements:</u> <u>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u> <u>2. May not be a related party or de facto related party of any party to the transaction.</u> <u>3. If a company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related</u>	Amended in accordance with Article 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.

Article	Articles before amendment	Articles after amendment	Description
		<p><u>parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p><u>1.Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></p> <p><u>2.When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u></p> <p><u>3.They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></p> <p><u>4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, the reasonableness and correctness of the information used and the compliance with relevant laws and regulations.</u></p>	
4. Content	<p>(IV) Investment limit for non-business use real property and securities</p> <p>1.The limits for the Company's non-business use property and securities are as follows:</p> <p>(1)Total amount of real property acquired for non-business use</p>	<p>(V) Investment limit for real property and <u>right-of-use assets</u> thereof and securities for non-business use</p> <p>1.The limits for the Company's non-business use real property and <u>right-of-use assets</u> thereof, and securities are as follows:</p> <p>(1)Total amount of real property and <u>right-of-use assets</u> acquired</p>	Amended in accordance with Article 7 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of

Article	Articles before amendment	Articles after amendment	Description
	<p>shall not exceed 30% of capital or shareholder equity (whichever is higher) as stated in its latest financial statement.</p> <p>(2) Total amount of securities acquired shall not exceed 100% of capital or shareholder equity (whichever is higher) as stated in its latest financial statement.</p> <p>(3) Amount for acquiring individual securities shall not exceed 100% of capital or shareholder equity (whichever is higher) as stated in its latest financial statement.</p> <p>2. The investment limit for each subsidiary shall comply with the following:</p> <p>(1) For subsidiaries who are non-professional investors, the total amount for acquiring real property for non-business use shall not exceed 30% of the company's capital or shareholder equity (whichever is higher); total amount for acquiring securities shall not exceed 100% of the company's capital or shareholder equity (whichever is higher); purchase of individual securities is limited to 100% of the company's capital or shareholder equity (whichever is higher).</p> <p>(2) For subsidiaries who are professional investors, the total amount for</p>	<p>for non-business use shall not exceed 30% of capital or shareholder equity (whichever is higher) as stated in the latest financial statement.</p> <p>(2) Total amount of securities acquired shall not exceed 100% of capital or shareholder equity (whichever is higher) as stated in its latest financial statement.</p> <p>(3) Amount for acquiring individual securities shall not exceed 100% of capital or shareholder equity (whichever is higher) as stated in its latest financial statement.</p> <p>2. The investment limit for each subsidiary shall comply with the following:</p> <p>(1) For subsidiaries who are non-professional investors, the total amount for acquiring real property and <u>right-of-use assets</u> thereof for non-business use shall not exceed 30% of the company's capital or shareholder equity (whichever is higher); the total amount for acquiring securities shall not exceed 100% of the company's capital or shareholder equity (whichever is higher); the purchase of individual securities is limited to 100% of the company's capital or shareholder equity (whichever is higher).</p> <p>(2) For subsidiaries who are professional investors, the total amount for acquiring real</p>	Taiwan.

Article	Articles before amendment	Articles after amendment	Description
	<p>acquiring real property for non-business use shall not exceed 30% of the company's total assets; the total amount for acquiring securities shall not exceed 100% of the company's total assets; the purchase of individual securities is limited to 100% of the company's total assets.</p> <p>(3)If the subsidiary's investment amount exceeds the limit, the restriction does not apply with approval by the Company's board of directors, and ratification from the Company's audit committee and board of directors.</p>	<p>property <u>and right-of-use assets</u> thereof for non-business use shall not exceed 30% of the company's total assets; the total amount for acquiring securities shall not exceed 100% of the company's total assets; the purchase of individual securities is limited to 100% of the company's total assets.</p> <p>(3)If the subsidiary's investment amount exceeds the limit, the restriction does not apply with approval by the Company's board of directors, and ratification from the Company's audit committee and board of directors.</p>	
4. Content	<p>(VII) Procedures for acquisition or disposal of real property or equipment</p> <p>1.Appraisal procedures</p> <p>(1)In investing in real property and equipment, the Company's finance department or relevant units shall carefully evaluate the expected investment benefits and risks based on the current operating and financial status, and future development plan.</p> <p>(2)When acquiring or disposing of real property, the Company shall refer to the publicly announced current value, appraised value, actual transaction price of neighboring real property,</p>	<p>(VII) Procedures for acquiring or disposing real property, equipment <u>or right-of-use assets</u></p> <p>1.Appraisal procedures</p> <p>(1)When investing in real property, equipment, <u>or right-of-use assets</u> therefor, the Company's finance department or relevant units shall carefully evaluate the expected investment benefits and risks based on the current operating and financial status, and future development plan.</p> <p>(2)When acquiring or disposing real property and <u>right-of-use asset</u> thereof, the Company shall reference the publicly announced current value, appraised value, actual transaction price of</p>	Amended in accordance with Article 9 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.

Article	Articles before amendment	Articles after amendment	Description
	<p>etc., and prepare an analysis report containing the proposed transaction terms and transaction price.</p> <p>(3)Acquisition or disposal of equipment shall be conducted either by price inquiry, price comparison, price negotiation or tender.</p> <p>2.Appraisal reports for real property or equipment In acquiring or disposing of real property or equipment, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment 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>(1)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the audit committee and board of directors; the same procedure shall also be</p>	<p>neighboring real property, etc., and prepare an analysis report containing the proposed transaction terms and transaction price.</p> <p>(3)Acquisition or disposal of equipment <u>and right-of-use asset</u> thereof shall be conducted either by price inquiry, price comparison, price negotiation or tender.</p> <p>2.Appraisal reports for real property, equipment <u>or right-of-use assets</u> In acquiring or disposing of real property, equipment, <u>or right-of-use assets</u> thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with <u>Taiwan's</u> government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment <u>or right-of-use assets</u> 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>(1)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the audit committee and board of directors; <u>the same applies for subsequent</u></p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(2)to (5) omit</p> <p>3.Procedures for deciding degree of authority, and units responsible for implementation Before acquiring or disposing real property or equipment, the user department or administrative department shall submit the relevant information to the general manager. For amount less than 10% of the Company's paid-in capital, approval shall be obtained from the general manager; for amount more than 10% of the Company's paid-in capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting; transaction amount that reaches the requirement for public announcement and filling shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p>	<p><u>change to the terms and conditions of the transaction.</u></p> <p>(2)to (5) omit</p> <p>3.Procedures for deciding degree of authority, and units responsible for implementation Before acquiring or disposing of real property, equipment <u>or right-of-use asset</u> thereof, the user department or administrative department of the Company shall submit the relevant information to the general manager. For amount less than 10% of the Company's paid-in capital, approval shall be obtained from the general manager; for amount more than 10% of the Company's paid-in capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting; transaction amount that reaches the requirement for public announcement and filling shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p>	
4. Content	<p>(VIII) Procedures for acquiring or disposing of memberships or intangible assets</p> <p>1.Appraisal and operating procedures</p> <p>(1)When acquiring or disposing of memberships, the company shall refer to</p>	<p>(VIII) Procedures for acquiring or disposing of intangible assets <u>or right-of-use assets thereof or memberships</u></p> <p>1.Appraisal and operating procedures</p> <p>(1)When acquiring or disposing memberships, the company shall refer to the</p>	1. Amended in accordance with Article 11 of the Regulations Governing the Acquisition and Disposal of Assets by

Article	Articles before amendment	Articles after amendment	Description
	<p>the fair market value in deciding the transaction terms and transaction price, and prepare an analysis report to be submitted to the general manager. For amount less than 10% of the company's paid-in capital, approval shall be obtained from the general manager; for amount more than 10% of the company's paid-in capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting; transaction amount that reaches the requirement for public announcement and filling shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p> <p>(2)When acquiring or disposing of intangible assets, the company shall refer to an expert's appraisal report or fair market value in deciding the transaction terms and transaction price, and prepare an analysis report to be submitted to the board of directors. For amount less than 10% of the company's paid-in capital, approval shall be obtained from the general manager; for amount more than 10% of the company's paid-in</p>	<p>fair market value in deciding the transaction terms and transaction price, and prepare an analysis report to be submitted to the general manager. For amount less than 10% of the company's paid-in capital, approval shall be obtained from the general manager; for amount more than 10% of the company's paid-in capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting; transaction amount that reaches the requirement for public announcement and filling shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p> <p>(2)When acquiring or disposing of intangible assets and <u>rights-of-use assets</u> thereof, the company shall refer to an expert's appraisal report or fair market value in deciding the transaction terms and transaction price, and prepare an analysis report to be submitted to the board of directors. For amount less than 10% of the company's paid-in capital, approval shall be obtained from the general manager;</p>	<p>Public Companies of Taiwan.</p> <p>2. Amendment of text.</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting;</p> <p>transaction amount that reaches the requirement for public announcement and filling, it shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p> <p>2.Expert evaluation and opinion report for memberships or intangible assets</p> <p>(1)Where the Company acquires or disposes of memberships, intangible assets, and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with the government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	<p>for amount more than 10% of the company's paid-in capital but has not reached the requirement for public announcement and filing, approval shall be obtained from the chairman and subsequently submitted to and ratified by the next audit committee meeting and board meeting;</p> <p>transaction amount that reaches the requirement for public announcement and filling shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.</p> <p>2.Expert evaluation and opinion report for intangible assets <u>or right-of-use asset thereof or membership`</u></p> <p>(1)Where the Company acquires or disposes of intangible assets <u>or right-of-use assets thereof or memberships</u> and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with <u>Taiwan's</u> government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>(2)Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA's opinion.</p> <p>3.Execution unit When acquiring or disposing of memberships or intangible assets, the Company's finance department shall first obtain approval from the delegated authority in accordance with Paragraph 1.</p>	<p>(2)Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA's opinion.</p> <p>3.Execution unit When acquiring or disposing of intangible assets <u>or right-of-use assets thereof or memberships</u>, the Company's finance department shall first evaluate in accordance with <u>the preceding Paragraph 1 and obtain approval from the delegated authority in the procedures.</u></p>	
4. Operation Content	<p>(X) Procedures for related party transactions</p> <p>1.When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of Article 7 and this Article.</p> <p>The calculation of the transaction amount shall be made in accordance with Article 14, Paragraph 1, Subparagraph 8 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be</p>	<p>(X) Procedures for related party transactions</p> <p>1.When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of Article 7 and this Article.</p> <p>The calculation of the transaction amount shall be made in accordance with Article 14, Paragraph 1, Subparagraph 8 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be</p>	Amended in accordance with Article 15 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.

Article	Articles before amendment	Articles after amendment	Description
	<p>considered.</p> <p>2.Appraisal and operating procedures</p> <p>When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except for trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises, the Company shall submit the following information for approval by more than half of all audit committee members, subject to mutatis mutandis application of provisions Paragraph 4 and 5 of Article 3 of this Procedure, and submit to the board of directors before signing the transaction contract and make payment:</p> <p>(1)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2)The reason for choosing the related party as a transaction counterparty.</p> <p>(3)With respect to the acquisition</p>	<p>considered.</p> <p>2.Appraisal and operating procedures</p> <p>For acquisition or disposal of real property <u>or right-of-use assets</u> thereof from or to a related party, or acquisition or disposal of assets other than real property <u>right-of-use assets</u> thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except for trading of <u>Taiwan</u> government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises, the Company shall submit the following information for approval by more than half of all audit committee members, subject to mutatis mutandis application of Paragraph 4 and 5 of Article 3 of this Procedure, and submit to the board of directors before signing the transaction contract and make payment:</p> <p>(1)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2)The reason for choosing the related party as a transaction counterparty.</p> <p>(3)With respect to the acquisition</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>of real property thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with provisions Article 10, Paragraph 4, Subparagraph 1 to 5 of this Procedure.</p> <p>(4)to (7) omit</p> <p>3.Restrictive covenants and other important stipulations associated with the transaction.</p> <p>(1)The calculation of the transaction amounts referred to in the preceding Paragraph 2 shall be made in accordance with Article 14, Paragraph 1(8) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the audit committee and approved by the board of directors need not be counted toward the transaction amount.</p> <p>(2)For acquisition or disposing of equipment between the Company and its subsidiaries for business use, the Company's audit committee and board of directors may pursuant to Article 7, Paragraph 3, delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p>	<p>of real property <u>or right-of-use assets</u> thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms shall be in accordance with Article 10, Paragraph 4, Subparagraph 1 to 5.</p> <p>(4)to (7) omit</p> <p>3.Restrictive covenants and other important stipulations associated with the transaction.</p> <p>(1)The calculation of the transaction amounts referred to in the preceding Paragraph 2 shall be made in accordance with Article 14, Paragraph 1(8) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the audit committee and approved by the board of directors need not be counted toward the transaction amount.</p> <p>(2)For the following <u>transactions conducted between the Company and its subsidiaries, or between subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital</u>, the audit committee and board of directors may pursuant to Article 7-3, delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>(3)When a matter is submitted for discussion by the board of directors pursuant to the preceding paragraph, the Company shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p><u>A.Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> <u>B.Acquisition or disposal of real property right-of-use assets held for business use.</u></p> <p>(3)When a matter is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	
4. Operation Content	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(1)The Company, when acquiring real property from a related party, shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A.to B. omit</p> <p>(2)Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding Subparagraph 1.</p> <p>(3)The Company, when acquiring real property from a related party, besides appraising the</p>	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(1)The Company, when acquiring real property <u>or right-of-use asset</u> thereof from a related party, shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A.to B. omit</p> <p>(2)Where land and structures thereupon are combined as a single property purchased <u>or leased</u> in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding Subparagraph 1.</p> <p>(3)The Company, when acquiring real property <u>or right-of-use assets</u> thereof from a related</p>	<p>1. Amended in accordance with Article 16 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.</p> <p>2. Amendment of text.</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>cost of the real property in accordance with Paragraphs 1 and 2, shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4)Where the Company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Paragraphs 1 and 2, and the preceding Subparagraphs 1 to 3 regarding appraisal of the reasonableness transaction cost do not apply:</p> <p>A.The related party acquired the real property through inheritance or as a gift.</p> <p>B.More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction.</p> <p>C.The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.</p>	<p>party, shall appraise the cost of the real property <u>or right-of-use assets</u> thereof in accordance with Subparagraphs 1 and 2, as well as engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4)Where the Company acquires real property <u>or right-of-use assets</u> from a related party and one of the following circumstances exists, the acquisition <u>shall</u> be conducted in accordance with the preceding Paragraphs 1 and 2, and the preceding Subparagraphs 1 to 3 do not apply:</p> <p>A.The related party acquired the real property <u>or right-of-use assets</u> thereof through inheritance or as a gift.</p> <p>B.More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.</p> <p>C.The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.</p> <p>D.<u>Acquisition of real property's right-of-use for business use between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds</u></p>	

Article	Articles before amendment	Articles after amendment	Description
		<u>100% of the issued shares or authorized capital.</u>	
4. Operation Content	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(5)When the results of the Company's appraisal conducted in accordance with Paragraphs 4(1) and (2) of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Paragraph (6) of the following Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:</p> <p>A.Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(A)Where undeveloped land is appraised in accordance with the means in Paragraphs 4(1) to (4) of the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable</p>	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(5)When the results of the Company's appraisal conducted in accordance with Paragraphs 4(1) and (2) of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Paragraph (6) of the following Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:</p> <p>A.Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(A)Where undeveloped land is appraised in accordance with the means in Paragraphs 4(1) to (4) in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable</p>	Amended in accordance with Article 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.

Article	Articles before amendment	Articles after amendment	Description
	<p>construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(B) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale.</p> <p>(C) Lease transactions by unrelated parties within the preceding year involving other floors of the same property, where</p>	<p>construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(B) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices. Lease transactions by unrelated parties within the preceding year involving other floors of the same property, where transaction terms are similar after calculation of reasonable price discrepancies in floor in accordance with standard property market sale.</p> <p>(C) Lease transactions by unrelated parties within the preceding year involving other floors of the same property, where</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>transaction terms are similar after calculation of reasonable price discrepancies in floor in accordance with standard property market sale.</p> <p>B. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.</p>	<p>transaction terms are similar after calculation of reasonable price discrepancies in floor in accordance with standard property market sale.</p> <p>B. Where the Company acquiring real property, <u>or obtaining real property right-of-use assets through leasing</u>, from a related party provides evidence that the terms of the transaction are similar to the terms of transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. <u>Transactions</u> involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of <u>the right-of-use assets</u> thereof.</p>	

Article	Articles before amendment	Articles after amendment	Description
4. Operation Content	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(6)Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with the preceding Subparagraphs (1) to (5) are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A.A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for pursuant to law shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.</p> <p>B.Supervisors shall comply with Article 218 of the Company Act.</p>	<p>(X) Procedures for related party transactions</p> <p>4.Appraisal of the reasonableness of transaction cost</p> <p>(6)Where the Company acquires real property <u>or right-of-use assets</u> thereof from a related party and the results of appraisals conducted in accordance with the preceding Subparagraphs (1) to (5) are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A.A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property <u>or right-of-use assets</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for pursuant to law shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.</p> <p>B.Supervisors shall comply with Article 218 of the Company Act. Where an audit committee has been established <u>in accordance with the provisions, the preceding part of this subparagraph shall apply mutatis mutandis to the</u></p>	<p>Amended in accordance with Article 18 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>C.Actions taken pursuant to the preceding two Subparagraphs (A) and (B) shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>(7)The Company, having set aside a special reserve under the preceding Paragraph (6), may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <p>(8)When the Company obtains real property from a related party, it shall also comply with Paragraphs (6) and (7) if there is other evidence indicating that the acquisition was not an arm's length transaction.</p>	<p><u>independent director members of the audit committee.</u></p> <p>C.Actions taken pursuant to Subparagraph A and B shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>(7)The Company, having set aside a special reserve under the preceding Subparagraph (6), may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>or leased</u> at a premium, or they have been disposed of, <u>or the leasing contract has been terminated,</u> or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <p>(8)When the Company obtains real property <u>or right-of-use assets</u> thereof from a related party, it shall also comply with the preceding Subparagraph (6) and (7) if there is other evidence indicating that the acquisition was not an arm's length transaction.</p>	
4. Operation Content	(XII) Procedures for the acquisition or disposal of derivatives 2.Risk management measures (1)to (4) omit (5)Operational risk management	(XII) Procedures for the acquisition or disposal of derivatives 2.Risk management measures (1)to (4) omit (5)Operational risk management	Amended in accordance with Article 20 of the Regulations Governing the

Article	Articles before amendment	Articles after amendment	Description
	<p>A.to C. omit</p> <p>D.Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the board of directors.</p>	<p>A.to C. omit</p> <p>D.Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the board of directors.</p>	<p>Acquisition and Disposal of Assets by Public Companies of Taiwan.</p>
<p>4. Operation Content</p>	<p>(XII) Procedures for the acquisition or disposal of derivatives</p> <p>4.Regular evaluation methods and the handling of irregular circumstances</p> <p>(1)to (2) omit</p> <p>(3)The head of the audit department shall periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures in Article 12. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the audit committee and board of directors; where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.</p> <p>(4)Omit</p>	<p>(XII) Procedures for the acquisition or disposal of derivatives</p> <p>4.Regular evaluation methods and the handling of irregular circumstances</p> <p>(1)to (2) omit</p> <p>(3)The head of the audit department shall periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures in Article 12. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the audit committee and board of directors; where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.</p> <p>(4)Omit</p>	<p>Amended in accordance with Article 21 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.</p>
<p>4. Operation Content</p>	<p>(XIV) Procedures for public disclosure</p> <p>1.Matters to be publicly announced and filed and</p>	<p>(XIV) Procedures for public disclosure</p> <p>1.Matters to be publicly announced and filed and</p>	<p>Amended in accordance with Article 31 of the</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>standards for public announcement and filing</p> <p>(1)Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more. However, this does not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises.</p> <p>(2)Merger, demerger, acquisition, or transfer of shares.</p> <p>(3)Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in Article 12, Paragraph 1(6).</p> <p>(4)Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>A.For a public company whose paid-in capital is less than NT\$10 billion,</p>	<p>standards for public announcement and filing</p> <p>(1)For acquisition or disposal of real property <u>or right-of-use asset</u> thereof from or to a related party, or acquisition or disposal of assets other than real property <u>or right-of-use asset</u> from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more. However, this does not apply for trading of <u>Taiwan</u> government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises.</p> <p>(2)Merger, demerger, acquisition, or transfer of shares.</p> <p>(3)Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in Article 12, Paragraph 1(6).</p> <p>(4)Where the type of asset acquired or disposed is equipment for business use <u>or right-of-use assets</u>, the trading counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>A.For a public company whose paid-in capital is less than NT\$10 billion,</p>	<p>Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>the transaction amount reaches NT\$500 million or more.</p> <p>B.For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5)Acquisition or disposal by a public company in the construction business of real property for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</p> <p>(6)Where real estate is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the</p>	<p>the transaction amount reaches NT\$500 million or more.</p> <p>B.For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5)Acquisition or disposal by a public company in the construction business of real property <u>or right-of-use assets</u> thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, <u>if the company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.</u></p> <p>(6)Where real estate is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, <u>and</u></p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(7)Where an asset transaction other than any of those referred to in the preceding Subparagraphs (1) to (6), a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million. However, this shall not apply to the following circumstances:</p> <p>A.Trading of government bonds.</p> <p>B.Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics that are offered and issued in domestic primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p>	<p><u>furthermore the transaction counterparty is not a related party.</u> and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(7)Where an asset transaction other than any of those referred to in the preceding (1) to (6), a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million. However, this shall not apply to the following circumstances:</p> <p>A.Trading of <u>Taiwan</u> government bonds.</p> <p>B.Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (<u>excluding subordinated debt</u>) <u>that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds,</u> or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises.</p> <p>(8)The calculation of the above transaction amounts shall be as follows, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount.</p> <p>A.The amount of any individual transaction.</p> <p>B.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>C.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property within the same development project within the preceding year.</p> <p>D.The cumulative transaction amount of</p>	<p>accordance with the rules of the Taipei Exchange.</p> <p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by Taiwan securities investment trust enterprises.</p> <p>(8)The calculation of the above transaction amounts shall be as follows, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount.</p> <p>A.The amount of any individual transaction.</p> <p>B.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>C.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property <u>or right-of-use assets</u> thereof within the same development project within the preceding year.</p> <p>D.The cumulative transaction amount of</p>	

Article	Articles before amendment	Articles after amendment	Description
	<p>acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p>	<p>acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p>	
<p>4. Operation Content</p>	<p>(XVI) The Company's subsidiaries shall be handled in accordance with the following regulations:</p> <ol style="list-style-type: none"> 1. The subsidiaries shall establish its Procedures for Acquisition or Disposition of Assets in accordance with the provisions of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. After the procedures have been approved by the audit committee and board of directors, they shall be submitted to the Company's Finance Department. 2. Total amount of real property or securities acquired by each subsidiary for non-business use, and limits on individual securities, shall comply with the amount set by the board of directors of the respective company. 3. Information required to be publicly announced and reported in accordance with the provisions of Regulations Governing the Acquisition and Disposal of Assets by Public Companies on acquisitions and disposals of assets by a subsidiary that is not itself a public company in Taiwan shall be reported by the Company. 4. The paid-in capital or total assets of the Company shall be the standard applicable to a 	<p>(XVI) The Company's subsidiaries shall be handled in accordance with the following regulations:</p> <ol style="list-style-type: none"> 1. The subsidiaries shall establish its Procedures for Acquisition or Disposition of Assets in accordance with the provisions of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. After the procedures have been approved by the audit committee and board of directors, they shall be submitted to the Company's Finance Department. 2. Total amount of real property <u>and right-of-use assets</u> thereof or securities acquired by each subsidiary for non-business use, and limits on individual securities, shall comply with the amount set by the board of directors of the respective company. 3. Information required to be publicly announced and reported in accordance with the provisions of Regulations Governing the Acquisition and Disposal of Assets by Public Companies on acquisitions and disposals of assets by a subsidiary that is not itself a public company in Taiwan shall be reported by the Company. 4. The paid-in capital or total assets of the Company shall be the standard applicable to a 	<p>Amended in accordance with Article 34 and Article 35 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies of Taiwan.</p>

Article	Articles before amendment	Articles after amendment	Description
	<p>subsidiary in determining whether it reaches "reaches 20% or more of the Company's paid-in capital or 10% or more of the Company's total assets" requiring public announcement and regulatory filing.</p> <p>5.For the calculation of 10% of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the Company's shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under these Procedures, 10% of equity attributable to owners of the parent shall be substituted.</p>	<p>subsidiary in determining the "Company's paid-in capital or total assets" requiring public announcement and regulatory filing.</p> <p>5.For the calculation of 10% of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the Company's shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under these Procedures, 10% of equity attributable to owners of the parent shall be substituted; <u>for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</u></p>	

Attachment 8

Comparison Table f of Amendments to Loaning of Funds

Article	Articles before Amendment	Articles after Amendment	Description
IV. Operating Procedures	<p>(I) Objects to which the Company loans funds: Pursuant to the Company Act, the Company shall not loan funds to any of its shareholders or any other parties unless the following circumstances apply:</p> <ol style="list-style-type: none"> 1. Other companies or firms with which the Company does business. For loans granted on the basis of business dealings, they shall be defined on the principle that transactions to have already occurred. 2. Where short-term financing is necessary between companies or firms, such financing amount shall not exceed 40% of the lender's net worth. "Short-term" as used in the Procedures refers to one year or one operating cycle (whichever is longer). "Financing amount" as used in the Procedures refers to the cumulative balance of short-term capital loaned by the Company. Where loaning of funds is necessary due to short-term financing, they shall be limited to the following circumstances: 3. Where an invested company, evaluated by the equity method, is required to repay bank loans, purchase equipment, or for business turnover. 4. Where a company in which the Company holds, directly or indirectly, 50% of shares is required to repay bank loans, purchase equipment, or for business turnover. 5. Where a company in which the Company, directly or indirectly, 	<p>(I) Objects to which the Company loans funds: <u>1.</u> Pursuant to the Company Act, the Company shall not loan funds to any of its shareholders or any other parties unless the following circumstances apply: 1.(1) Companies or firms with which the Company does business. For loans granted on the basis of business dealings, they shall be defined on the principle that transactions to have already occurred. 2.(2) Companies or firms with which the short-term financing is necessary, such financing amount shall not exceed 40% of the lender's net worth. "Short-term" as used in the Procedures refers to one year or one operating cycle (whichever is longer). "Financing amount" as used in the Procedures refers to the cumulative balance of short-term capital loaned by the Company. Where loaning of funds is necessary due to short-term financing, they shall be limited to the following circumstances: (1)<u>A.</u> Where an invested company, evaluated by the equity method, is required to repay bank loans, purchase equipment, or for business turnover. (2)<u>B.</u> Where a company in which the Company holds, directly or indirectly, 50% of shares is required to repay bank loans, purchase</p>	<ol style="list-style-type: none"> 1. Updated items for regulation clarity 2. Amendments made pursuant to Article 3 of the "Regulations Governing Loaning Funds and Making of Endorsements/ Guarantees by Public Entities"

Article	Articles before Amendment	Articles after Amendment	Description
	<p>holds 50% of shares invests in other enterprises, such investment is related to the business of the Company, and is beneficial to the future business development of the Company.</p> <p>6.A Subsidiary of the Company of which the Company holds 50% or more of its shares having a need to repay the bank borrowings, purchase equipment or other operational needs.</p> <p>7.Where the loaning of funds is made for business relations or between the foreign companies in which the Company, directly or indirectly, holds 100% of the voting shares, the aforementioned regulations shall not apply. However, it shall still conform to the limited amount and term in accordance with the regulations regarding the loaning of funds.</p>	<p>equipment, or for business turnover.</p> <p>(3)C. Where a company in which the Company, directly or indirectly, holds 50% of shares invests in other enterprises, such investment is related to the business of the Company, and is beneficial to the future business development of the Company.</p> <p>(4)D. Where a company holds, directly or indirectly, 50% of the Company's shares is required to repay bank loans, purchase equipment, or for business turnover.</p> <p>3.2. <u>The limitation of the financing amount in 1. (2) shall not apply to inter-company loans of funds between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares. However, it shall still conform to the limited total and individual amounts in accordance with the regulations regarding the loaning of funds, and clearly state the loan and term.</u></p> <p><u>3.The limitation of the financing amount in 1. (2) shall not apply to companies with paid-in capital exceeding NT\$1 billion, has joined the leasing industry trade association, declared compliance to follow self-discipline standards and has proceeded with the rules outlined in Article XII. However, the amount of the loan shall not exceed 100% of its net worth.</u></p> <p><u>4.The owner of the Company who has violated the provisions of</u></p>	

Article	Articles before Amendment	Articles after Amendment	Description
	<p>(II) The aggregate amount of loans and the maximum amount: 3. Between the 100% subsidiaries held by the Company is not subject to the foregoing 1. The limit of the loan of the individual shall not exceed 20% of the net value of the Company and shall be settled once before the end of each year; the aggregate amount of the loan shall not exceed 50% of the net value of the Company. In the case of short-term financing, it is not subject to the foregoing 2. The total amount shall not exceed 50% of the net value of the Company; individual loans shall not exceed 40% of the Company's net worth.</p>	<p><u>Paragraphs 1 and 3, shall be liable, jointly and severally with the Object, for the repayment of the loan and for the damages, if any, to the Company resulted there-from.</u></p> <p>(II) The aggregate amount of loans and the maximum amount: 3. Between the 100% subsidiaries held by the Company <u>or the 100% subsidiaries have business transactions with the Company,</u> is not subject to the foregoing 1. The limit of the loan of the individual shall not exceed 20% of the net value of the Company and shall be settled once before the end of each year; the aggregate amount of the loan shall not exceed 50% of the net value of the Company. In the case of short-term financing, it is not subject to the foregoing 2. The total amount shall not exceed 50% of the net value of the Company; individual loans shall not exceed 40% of the Company's net worth.</p>	
IV. Operating Procedures	<p>(X) Procedures and Contents for Public Announcement: 1. The Company shall enter the financial information and balance of the Company and its subsidiaries into the Market Observation Post System (MOPS) in the previous month before the 10th of each month. 2. The Company, should the lending of funds reach one of the following levels, shall announce and report such an event on the MOPS within 2 day, inclusive of the date of occurrence:</p>	<p>(X) Announcement of Declaration Procedures and Contents: 1. The Company shall enter the financial information and balance of the Company and its subsidiaries into the Market Observation Post System (MOPS) for the previous month by the tenth (10th) day of each month. 2. The Company, should the lending of funds reach one of the following levels, shall announce and report such an event on the MOPS within 2 day, inclusive of the date of occurrence: "<u>Date of occurrence</u>" as used in the <u>Procedures refers to the dates of contract signing, payment, Board</u></p>	<p>The date of occurrence is defined pursuant to Article 7 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."</p>

Article	Articles before Amendment	Articles after Amendment	Description
	<p>(1)The aggregated balance of loans to others by the Company and its subsidiaries reaches 20% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(2)The balance of loans by the Company and its subsidiaries to a single enterprise reaches 10% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(3)The amount of new loaning of funds by the Company or its subsidiaries reaches NT\$10 million or more, and reaches 2% or more of the Company's net worth as stated in its latest financial statements.</p> <p>3.4. Omitted</p>	<p><u>of Directors' resolutions, or other dates that can confirm the object and monetary amount of the transaction, whichever date is earlier.</u></p> <p>(1)The balance of loans to other entities from the Company and its subsidiaries reaches 20% or more of the Company's net worth as stated in the latest financial statements.</p> <p>(2)The balance of loans to one single entity from the Company and its subsidiaries reaches 10% or more of the Company's net worth as stated in the latest financial statements.</p> <p>(3)The amount of new loans from the Company or its subsidiaries reaches NT\$10 million and amounts to 2% of the Company's net worth as stated in the latest financial statements.</p> <p>3.4. Omitted</p>	
IV. Operating Procedures	Added	<p><u>(XII) Others:</u> <u>When the Company engages in short-term financing, it shall be in accordance with the provisions of procedures outlined in (I) 3. The Company shall also carry out individual risk assessments on the collateral, industry, and affiliated companies or group enterprises, as well as set up the terms and credit limit.</u></p>	Amended pursuant to Article 9 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."
V. <u>Procedure Proposed for Discussion and Resolution</u>	The Procedures shall be submitted to the Audit Committee of the Company and to the Board of Directors for resolution, then be carried out after being submitted to the Shareholders' Meeting for approval for approval. If a director expresses dissent reservations with a record or written statement, the	(I) The Procedures shall become effective upon approval by the Board of Directors first and then by each member of the Audit Committee, subject to the approval in the general shareholder's meeting. Any objection by the Directors which has been recorded	1. Added content titles and item numbers, with partial wording amended. 2. Amended pursuant to

Article	Articles before Amendment	Articles after Amendment	Description
	<p>objection shall be recorded in the minutes of the board meeting and submitted to the Shareholders' Meeting for discussion. The same shall apply to the following amendments thereto. Where the Company has established independent directors, when the Procedures are submitted to the Board for discussion pursuant to the preceding paragraph, the Board shall take into full consideration each independent director's opinions. If a director objects to or expresses reservations about any matter, it and the reasons thereof shall be recorded in the minutes of the Board meeting.</p>	<p>or in the written declaration shall be submitted to the Audit Committee and for discussion by the Shareholders' Meeting. The same shall apply to any amendments to the Procedures</p> <p><u>(II) Where the Company has established independent directors, when the Procedures are submitted to the Board for discussion pursuant to the preceding paragraph (I), the Board shall take into full consideration each independent director's opinions. If a director objects to or expresses reservations about any matter, it and the reasons thereof shall be recorded in the minutes of the Board meeting.</u></p> <p><u>(III) Where the Company has established an Audit Committee, the establishment or amendments of the Procedures then shall be executed upon approval of at least half of all Audit Committee members and then submitted to the Board for final resolution. The aforementioned (II) shall not apply.</u></p> <p><u>(IV) If the approval of at least half of all members of the Audit Committee is not obtained in the event where aforementioned (III), it may be implemented if it is approved by more than two-thirds of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board meeting.</u></p> <p><u>(V) "All members of the Audit Committee" and "all directors" as used in the preceding paragraphs refer to any persons who currently holding those such positions.</u></p>	<p>Article 8 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."</p>

Attachment 9

Comparison Table of Amendments to Endorsements and Guarantees

Article	Articles before Amendment	Articles after Amendment	Description
IV. Operating Procedures	<p>(IX) Announcement of Declaration Procedures and Contents:</p> <p>1.The Company shall enter the balance of endorsements of the Company and its subsidiaries into the Market Observation Post System (MOPS) for the previous month by the tenth (10th) day of each month.</p> <p>2.The Company, should the endorsement reach one of the following levels, shall announce and report such an event on the MOPS within 2 day, inclusive of the date of occurrence:</p> <p>(1)The aggregated balance of endorsement by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(2)The balance of endorsements by the Company and its subsidiaries to a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(3)Where the Company and its subsidiaries make endorsements to a single enterprise with an endorsement balance of NT\$10 million or more and</p>	<p>(IX) Announcement of Declaration Procedures and Contents:</p> <p>1.The Company shall enter the balance of endorsements and guarantees from the Company and its subsidiaries into the Market Observation Post System (MOPS) for the previous month by the tenth (10th) day of each month.</p> <p>2.The Company, should the endorsements reach one of the following levels, shall announce and report such an event on the MOPS within 2 day, inclusive of the date of occurrence: "<u>Date of occurrence</u>" as used in the <u>Procedures refers to the dates of contract signing, payment, Board of Directors' resolutions, or other dates that can confirm the object and monetary amount of the endorsement, whichever date is earlier.</u></p> <p>(1)The balance of endorsements and guarantees made by the Company and its subsidiaries reaches 50% or more of the Company's net worth in the latest financial statements.</p> <p>(2)The balance of endorsements and guarantees made by the Company and its subsidiaries to a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(3)Where the Company and its subsidiaries make endorsements to a single enterprise with an endorsement balance of NT\$10 million or more and</p>	<p>1. The date of occurrence is defined pursuant to Article 7 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."</p> <p>2. Amended pursuant to Article 25 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."</p>

Article	Articles before Amendment	Articles after Amendment	Description
	<p>the total balance of endorsements, long-term investment, and capital loan balance reaches 30% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(4)The amount of new endorsements by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statements.</p> <p>3.4. Omitted</p>	<p>the total balance of endorsements, long-term investment, and capital loan balance reaches 30% or more of the Company's net worth as stated in its latest financial statements.</p> <p>(4)The amount of endorsements/guarantees provided by the Company and its subsidiaries reaches NT\$30 million and reaches 5% or more of the Company's net worth as stated in its latest financial statements.</p> <p>3.4.Omitted</p>	
<p>V. Procedure Proposal, Discussion , and Resolution</p>	<p>The Procedures shall be submitted to the Audit Committee of the Company and to the Board of Directors for resolution, then be carried out after being submitted to the Shareholders' Meeting for approval for approval. If a director expresses dissent reservations with a record or written statement, the objection shall be recorded in the minutes of the board meeting and submitted to the Shareholders' Meeting for discussion. The same shall apply to the following amendments thereto. In addition, where the Company has established the position of independent director, it shall take each independent director's opinions into full consideration during the procedure discussion and approval process. Independent directors' opinions specifically expressing assent or dissent and the reasons therefor shall be included in the minutes of the Board of Directors meeting.</p>	<p><u>(I)</u> After the Board of Directors has passed the approval of the Board of Directors, members of the Audit Committee shall submit to the members of the Audit Committee and submit it to the meeting members. If there is a dissent and a record of the meeting is submitted to the shareholders' meeting, the Company shall submit a dissent and submit a written declaration to the members of the Audit Committee, and the same shall apply to the amendments to the Audit Committee for discussion.</p> <p><u>(II)</u> In addition, where the Company has established the position of independent director, it shall take each independent director's opinions into full consideration during the aforementioned (1) procedure discussion and approval process. Independent directors' opinions specifically expressing assent or dissent and the reasons therefor shall be included in the minutes of the Board of Directors meeting.</p>	<p>1. Added headings and items for this paragraph section and minor revisions to the content.</p> <p>2. Amended pursuant to Article 11 of the "Regulations Governing Loaning of Funds and Making of Endorsements by Public Companies."</p>

Article	Articles before Amendment	Articles after Amendment	Description
		<p>(III) <u>In the event where the Company has established an audit committee, the establishment or amendment of the Procedure then shall be executed upon approval by more than half of all Audit Committee members and then submitted to the Board of Directors for final resolution. The aforementioned (2) shall not apply.</u></p> <p>(IV) <u>In the event where aforementioned (3) fails to be approved by more than half of all Audit Committee members, the Procedure may be approved by two-thirds or more of all Board of Directors, and the resolution of the Audit Committee shall be included in the minutes of the Board of Directors meeting.</u></p> <p>(V) <u>The term "all members" referring to Audit Committee in preceding paragraph (3) and Directors (4) shall be defined as actual current members.</u></p>	

Attachment 10

Silergy Corp. 2019 Employee Restricted Shares Plan

1. Purpose

The Employee Restricted Shares Plan (the “**Plan**”) is adopted for the purposes of attracting and retaining professionals needed by the Company, incentivizing employees and augmenting the employees’ loyalty to jointly create the interest of the Company and its shareholders.

2. Issue Period

Within one (1) year of the date on which the Company receives the notification indicating that the registration filed by the Company has become effective from the competent authority, the Company may issue the restricted shares contemplated hereunder (the “**Restricted Shares**”) in one or more tranches depending on the actual needs and the chairman (the “**Chairman**”) of the board of directors (the “**Board**”) is authorized by the Board to determine the actual date(s) on which the Restricted Shares are issued (the “**Grant Date**”).

3. Eligible Employees

3.1 Full-time employees of the Company and its domestic and foreign subsidiaries are eligible participants of this Plan.

3.2 The Chairman shall determine the employees who are to be granted the Restricted Shares and the number of Restricted Shares to be granted after taking into consideration factors including but not limited to work experience, seniority, grade, job performance and overall contribution or special achievements of the employees, subject to Section 5.2 hereof, and then submit his determination to the Board for approval. However, the salary and remuneration committee must first give approval for an employee who is also a managerial officer or a director who is also an employee.

3.3 The accumulative number of shares an employee can subscribe for by exercising the employee stock options granted to him/her under Article 56-1, paragraph 1 of the Criteria Governing the Offering and Issuance of Securities by Securities Issuers, in combination with the accumulative number of Restricted Shares granted to such employee, shall not exceed 0.3% of the total issued shares of the Company. And the above in combination with the accumulative number of shares such employee can subscribe for by exercising the stock options granted under Article 56, paragraph 1, shall not exceed 1% of the total issued shares of the Company.

4. Total Number of the Restricted Shares to be Issued

The total number of Restricted Shares to be issued hereunder shall be 350,000 shares with a face value of NT\$ 10 per share and the total amount shall be NT\$ 3,500,000.

5. Terms and Conditions of the Restricted Shares Awards

5.1 Issue Price and Vesting Schedule: The Restricted Shares shall be issued at NT\$ 0 per share, and the total number of Restricted Shares to be issued is 350,000 shares.

5.2 Vesting conditions shall be divided into Category A and Category B:

5.2.1 Category A: 280,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 1 year since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

5.2.2 Category B: 70,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 3 years since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

5.2.3 The company business objectives shall be that both the gross margin and operating margin of this Company for the year before the vesting date do not fall below the average of those of MediaTek Inc., Novatek Microelectronics Corp., and Realtek Semiconductor Corp. for the same year.

5.3 Types of Shares: The shares underlying the Restricted Shares shall be the common shares of the Company. Except Section 5.7 hereof, the rights and obligations applicable to the Restricted Shares shall be the same as that to the Company's outstanding common shares.

5.4 Methods to Handle the Unvested Restricted Shares Awards

5.4.1 For the employees who voluntarily terminate, are discharged, are severed or temporarily leave without pay, all unvested Restricted Shares held by such employees as of their termination shall be forfeited by the Company without consideration.

5.4.2 The employees holding unvested Restricted Shares are entitled to the rights to participate in stock dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for new shares issued for capital increase and the rights to vote.

5.4.3 The employees who breach Section 5.8 hereof by terminating or rescinding the delegation to the Company under such provision, all unvested Restricted Shares held by such employees shall be forfeited by the Company without consideration.

5.4.4 All unvested Restricted Shares will be forfeited and canceled by the Company without consideration in accordance with the Plan.

5.4.5 In the event that the Restricted Shares are vested during the statutory period regarding the closure of the Company's shareholders' register as required by relevant laws and regulations and the period from 15 business days as announce by the Company to close Company's shareholders' register for distribution of the free stock dividends, distribution of cash dividends or subscription for the new issued shares to the record date of rights distribution, or the period from the record date of capital reduction to the day immediately prior to the trading date after shares have been replaced and reissued, the employees of such vested Restricted

Shares are not entitled to the rights to vote, the preemptive right to subscribe for new issued shares and the rights to participate in cash dividends distribution during such periods.

5.5 Methods to Handle the Unvested Restricted Shares in the Following Conditions:

5.5.1 Retirement: The Company shall forfeit all unvested Restricted Shares held by the retired employees without consideration.

5.5.2 Position Transfer among affiliated companies:

The rights and obligations of the employees holding unvested Restricted Shares shall be unchanged when such employees are designated and transferred to be employed by any affiliated companies of the Company for operation purposes.

5.5.3 Disability or Death Caused by Work Injury or Death

5.5.3.1 In the event that an employee is physically disabled and cannot continue his/her employment because of work injury, all Restricted Shares held by him/her shall be vested upon his/her termination.

5.5.3.2 In the event that an employee dies because of work injury or not, all Restricted Shares held by him/her shall be vested upon his/her death. The heir(s) of such employee may apply to the Company for inheriting part of such Restricted Shares or the interest arising out of the disposition of such Restricted Shares after completing the statutory and necessary procedures pursuant to the applicable laws and regulations and provide relevant certificates with the Company.

5.6 The Company shall cancel all the forfeited Restricted Shares without consideration.

5.7 Restricted Rights of unvested Restricted Shares:

5.7.1 The employees shall not sell, pledge, transfer, give to others as a present, create encumbrance on or dispose in other way the unvested Restricted Shares until such Restricted Shares are vested.

5.7.2 The employees holding unvested Restricted Shares are entitled to the rights to participate in shares dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for the new shares issued for cash capital increase and the rights to vote.

5.7.3 After the Grant Date, the employees shall put all the Restricted Shares granted to them into a trust or an escrow immediately, and shall not ask the trustee or escrow bank to return the trusted or escrowed Restricted Shares before such Restricted Shares are vested.

5.8 Others

During the period that the Restricted Shares are trusted or escrowed, the Company is entitled to negotiate, execute, revise, extend, rescind, and terminate the trust or escrow agreement on behalf of all employees holding the trusted or escrowed Restricted Shares and has the right to deliver, use and dispose the trusted or escrowed Restricted Shares.

6. Confidentiality

Employees granted Restricted Shares shall abide by the rules of confidentiality and shall not disclose any and all information relating to the contents and the number of Restricted Shares granted unless otherwise requested by laws and regulations or the competent authorities. If

any breach of the confidentiality obligation by such employees is considered material by the Company, such employees shall lose the right to be granted Restricted Shares simultaneously, and the Company may forfeit and cancel the unvested Restricted Shares held by them without consideration.

7. Tax

Any tax incurred from the grant of Restricted Shares under this Plan shall be governed by applicable R.O.C. laws and regulations.

8. Miscellaneous

8.1 This Plan shall take effect upon approval by the Board. Any revision to this Plan is necessary pursuant to the amendment of laws and regulations, the request of competent authority or the change of business environment, the Board shall authorize the Chairman to determine and make such revision and then submit such revision to the Board for approval before the issuance of Restricted Shares under the revised plan.

8.2 Before the Restricted Shares are vested, the employees holding such Restricted Shares shall delegate trust and escrow institutions or escrow bank to exercise the rights to attend general meetings, to give proposals, to make a speech in general meetings and other shareholders' rights under such unvested Restricted Shares on their behalf.

8.3 Matters not provided in this Plan shall be governed by the relevant laws and regulations.

Attachment 11

List of competition restrictions on Director Candidates proposed to be released

Name	Released restriction
Wei Chen	Director, Calterah Semiconductor Technology (Shanghai) Co., Ltd.
Budong You	Director, Hefei SMAT Microtech
Lai-Juh Chen	Independent Director, UNIMICRON TECHNOLOGY CORP. Independent Director, Ardentec Corporation
Shun-hsiung Ko	Independent director, Nishoku Technology Inc. Independent director, Ruentex Development Co. Ltd
Yong-Song Tsai	Independent director, WAFER WORKS Corporation
Henry King	Chairman, Kashman Investment Co., Ltd Director, GOLDEN BRIDGE ELECTTECH INC. Independent Director, CHIP HOPE CO., LTD Independent Director, PANRAM INTERNATIONAL CORP.

Appendix 1

Silergy Corp. Shareholdings of All Directors

Record Date : April 15, 2019

Title	Name	Current Shareholding	
		shares	%
Chairman	Wei Chen	7,168,140	7.93
Director	Budong You	3,687,089	4.08
Director	Jiun-huei Shih	0	-
Director	Kwan-chu Yang	0	-
Independent Director	Shun-hsiung Ko	0	-
Independent Director	Yong-Song Tsai	0	-
Independent Director	Hung-chi Lee	0	-

Note 1: Total shares issued as of 4/15/2019: 90,426,141 Common Shares.

Note 2: The requirements of the Securities and Exchange Act, the minimum shareholding requirements for directors and supervisors: 7,234,092 shares.

Appendix 2

Silergy Corp.

Rules and Procedures for Shareholders' Meetings

1. Purpose

These Regulations have been stipulated to facilitate compliance so as to establish an excellent governance system, proper supervisory functions, and to strengthen management mechanisms for shareholders' meetings of this Company.

2. Scope

Rules of procedure for shareholders' meetings of this Company shall comply with the provisions of these Regulations unless otherwise provided in other laws or the Articles of Association.

3. Responsibilities

(1) Unless otherwise provided in other laws, shareholders' meetings of this Company shall be convened by the Board of Directors.

(2) The Board of Directors of this Company shall authorize the meeting affairs organization of the Board of Shareholders of this Company as the financial department responsible for notifying the Board of Shareholders the call to the meeting, preparing meeting materials, and generating meeting minutes.

4. Operations

(1) Meeting notification, call to meeting, and proposals

1. Unless otherwise provided in other laws, shareholders' meetings of this Company shall be convened by the Board of Directors.

2. This Company shall generate, 30 days before the convening of an annual shareholders' meeting or 15 days before a provisional shareholders' meeting, electronic files of the call to meeting notification, letter of attorney, and case and descriptive information of relevant ratifications, discussions, voting, or dismissal of the directors, and other motions and upload said electronic files to the Market Observation Post System (MOPS). This Company shall generate, 21 days before the convening of the annual shareholders' meeting or 15 days before the provisional shareholders' meeting, electronic files of the shareholders' meeting agenda and supplemental meeting materials and upload said electronic files to the MOPS. This Company shall prepare, 15 days before the convening of the shareholders' meeting, shareholders' meeting agenda and supplemental meeting materials for the currently scheduled meeting for shareholder to access and to perusal at any time, provide said materials in this Company or the shareholding agency thereof, and distribute said materials at the actual location of the shareholders' meeting.

3. Meeting notification and announcement shall clearly state the cause for convening the meeting. Where a counterparty receiving the notification agrees, the notification and announcement may be delivered electronically.

4. A motion relating to the election or dismissal of directors, change of the Articles of Association, dissolution, merger, or demerger of the company, or any subparagraph of Article 185 Paragraph 1 of the Company Act, or Article 26-1 and Article 43-6 of the Securities and Exchange Act must be listed in the reasons for convening a shareholders' meeting and may not be listed under extempore motions.

5. Any shareholder holding more than one (1) percent of the issued shares may submit a motion via correspondence to this Company for the annual shareholders' meeting. However, only up to one (1) motion may be accepted. Any additional motions proposed will not be included in the agenda. For a motion proposed by a shareholder that meets any of the circumstances provided in any subparagraph of Article 172-1 Paragraph 4 of the Company Act, the Board of Directors may choose not to list the motion in the agenda.
 6. This Company shall announce, prior to the book closure date for share transfer before the date for the annual shareholders' meeting, the handling of shareholder motions, the responsible organization and period of the handling, wherein the handling period may not be less than ten (10) days.
 7. A motion proposed by the shareholder must be within 300 characters in length. A motion that exceeds the 300-character length limit shall not be listed in the agenda. The shareholder proposing a motion shall attend the annual shareholders' meeting personally or provide a letter of attorney for another person to attend in his/her place, and participate in the discussions for said motion.
 8. This Company shall notify, prior to the shareholders' meeting notification date, results for the motions handled to the proposing shareholder, and list motions that comply with the provisions of this Article in the meeting notice. For shareholder motions that have not been listed, the Board of Directors shall provide the reasons for not listing said motions during the shareholders' meeting.
- (2) Letter of attorney
1. A shareholder may provide, for any shareholders' meeting, a letter of attorney printed and issued by this Company to state the scope of authorization and commission an agent to attend the shareholders' meeting on said shareholder's behalf.
 2. A shareholder may provide one letter of attorney, and commission up to one agent. The letter of attorney shall be delivered to this Company 5 days before the date of the shareholders' meeting. Where multiple letters of attorney were received, the first letter received shall prevail. However, this restriction does not apply if a subsequent letter of attorney states the rescinding of an earlier letter.
 3. Where a shareholder intends to personally attend the shareholders' meeting or exercised voting rights by correspondence or electronic means after delivering a letter of attorney to this Company, the shareholder shall provide, two (2) days before the date of the shareholders' meeting, a printed notification to this Company for rescinding said letter of attorney. Where the period for rescinding the letter of attorney has expired, the voting right exercised by the commissioned agent attending the meeting shall prevail.
- (3) Meeting location and time
- The place of the shareholders' meeting shall be at a location easily accessible by the shareholders and facilitates the convening of the shareholders' meeting. The starting time of the meeting may not be earlier than 9:00 a.m. or later than 3:00 p.m., and meeting location and time shall fully consider the opinions of the independent directors.
- (4) Meeting attendance, material preparation, and verification of identity
1. This Company shall clearly state, on the meeting notice, the time for handling shareholder registration, the location of the registration area, and other reminders.

2. The aforementioned time for handling shareholder registration shall be at least 30 minutes prior to the start of the shareholders' meeting. The registration area shall be clearly labeled and staffed with enough competent personnel to handle registration affairs.
 3. A shareholder attending the meeting in person or a commissioned agent attending on behalf of a shareholder (hereinafter referred to as "shareholders") shall provide an attendance pass, attendance sign-in card, or other form of attendance identification document to attend the shareholders' meeting. A solicitor soliciting a letter of attorney shall also provide a personal identification document for verification.
 4. This Company shall provide a sign-in sheet for the attending shareholders to sign-in, or have the attending shareholders submit a sign-in card to serve as the act of signing-in.
 5. This Company shall provide the meeting agenda, annual report, attendance pass, speaker's slip, voting slips, and other meeting information to shareholders attending the shareholders' meeting. Voting tickets shall also be attached if the meeting includes director or supervisor elections.
 6. Where the shareholder is a government agency or juristic person, the representatives attending the shareholders' meeting shall not be restricted to one (1) person. Where a commissioned juristic person attends the shareholders' meeting, the juristic person may dispatch only one (1) person to attend.
- (5) Meeting convener and regular attendants
1. Where the shareholders' meeting is convened by the Board of Directors, the shareholders' meeting shall be chaired by the Chairman of the Board. Where the Chairman of the Board is on leave or, for any cause, unable to exercise his/her power or authority, the Vice Chairman of the Board shall act in his/her stead. Where there is no Vice Chairman of the Board or where the Vice Chairman of the Board is also on leave or, for any cause, unable to exercise his/her power or authority, the Chairman of the Board may appoint one (1) managing director to act on his/her behalf; where the company has no managing director, then the Chairman may appoint one (1) director to act as the agent. Where the Chairman of the Board has not appointed an agent, then the managing director or directors shall elect one (1) director amongst themselves to chair the meeting.
 2. Where the meeting is to be chaired by a managing director or director acting as an agent as described in the preceding paragraph, then choose a managing director or director with a tenure of least six (6) months with this Company and has an understanding of the corporate financial operations and conditions. The same restrictions shall apply where the meeting is chaired by a representative of juristic person director.
 3. For a shareholders' meeting convened by the Board of Directors, it is preferable for more than half of the directors of the Board of Directors to attend the meeting.
 4. Where the convener of a shareholders' meeting is another convener with convening rights not of the Board of Directors, the meeting shall be chaired by said convener. Where there are two (2) or more conveners, the conveners shall elect one (1) person amongst themselves to chair the meeting.
 5. This Company may appoint a commissioned lawyer, CPA, or relevant personnel to attend the shareholders' meeting.

(6) Meeting process and preservation of information

1. This Company shall provide, upon handling shareholder registration, a continuous and uninterrupted sound and video recording of the entire process of the shareholders' meeting starting from the shareholder registration, the meeting process, to the voting and vote counting process.
2. The aforementioned sound and video recording shall be retained for at least one (1) year. However, where a shareholder has initiated a litigation in accordance with Article 189 of the Company Act, said sound and video recording shall be retained until said litigation ends.

(7) Exercising of voting rights, calling the meeting to order, and tentative resolutions

1. Attendance of shareholders' meetings shall be calculated according to the share of stock held. The share of stock attending the meeting shall be based upon the share of stock indicated by the sign-in sheet or sign-in card submitted plus the number of shares represented by exercised voting rights exercised by correspondence or electronic means.
2. At the meeting starting time, the Chairman of the meeting shall call the meeting to order. However, where attending shareholders represent less than half of the total amount of issued shares, the Chairman may postpone the meeting up to two (2) times. The total lengths of the postponement may not exceed one (1) hour. If the attending shareholders represent less than one-third of the total amount of issued shares after two (2) postponements, the Chairman may announce the adjournment of the meeting.
3. In the case that attending shareholders represent less than half but more than one-third of the total amount of issued shares after two (2) postponements as described above, then a tentative resolution may be established pursuant to Article 175 paragraph 1 of the Company Act. All shareholders shall be notified of the tentative resolution and be reminded that another shareholders' meeting shall be convened within one (1) month.
4. Where the attending shareholders represent more than half of the total amount of issued shares before the adjournment of a current meeting session, the Chairman may re-submit an established tentative resolution to the shareholders' meeting for resolution pursuant to the provisions of Article 174 of the Company Act.

(8) Meeting agenda

1. Where the shareholders' meeting is convened by the Board of Directors, the Board of Directors shall stipulate the meeting agenda. The meeting shall be implemented according to the arranged agenda and may not be changed unless resolved upon and approved by the shareholders' meeting.
2. Where the shareholders' meeting is convened by another convener with convening right other than the Board of Directors, the aforementioned restriction shall apply *mutatis mutandis*.
3. Where the arranged meeting agenda (including extempore motions) in items 1. and 2. has not been concluded, the Chairman may not unilaterally announce the adjournment of the meeting. Where the Chairman announces the adjournment of the meeting in violation of the rules of procedure, other members of the Board of Directors shall immediately assist the attending shareholders to refer to legally permitted procedures and vote for one (1) person to act as the meeting Chairman with the support of the majority of the voting rights attending the meeting, and resume the meeting.

4. For an amendment or extempore motion proposed by a shareholder, the chairman shall provide said shareholder an adequate opportunity for comprehensive description and discussion, and may announce, once the chairman believes the discussion has progressed to the point that it can be voted upon, cessation of the discussions and move said amendment or motion into voting.

(9) Speaking rules

1. Before an attending shareholder is allowed to speak, the speaker's slip must be completed to clearly state the purpose of the speech as well as the account number (or serial number of the attending pass) and account name of the shareholder. The chairman shall determine the order of shareholder speeches.
2. An attending shareholder who submitted a speaker's slip but failed to speak shall be regarded as not having spoken in the meeting. Where the contents of the speaker's slip differ from the contents of the actual speech, the contents of the actual speech shall prevail.
3. For the same motion, each shareholder may not speak more than two (2) times unless allowed by the chairman. Each speech may not exceed five (5) minutes. Where the shareholder's speech violates the rules or goes beyond the scope of the topic, the chairman may stop the shareholder's speech.
4. Where an attending shareholder is giving a speech, other shareholders may not interrupt the speaking shareholder unless allowed by the chairman and the speaking shareholder. Violators to this rule shall be stopped by the chairman.
5. Where a juristic person shareholder sends two (2) or more representatives to attend the shareholders' meeting, only one (1) person may speak of the same motion.
6. After an attending shareholder finishes his/her speech, the chairman may personally respond or appoint relevant personnel to provide a response.

(10) Restrictions on the exercising of voting power

1. Voting calculations in shareholders' meetings shall be based upon the share of stock held.
2. For shareholder resolutions, the number of shares without voting rights shall not be counted towards the total number of issued shares.
3. Where a shareholder has a personal conflict of interest and may harm the interests of this Company, said shareholder may not participate in the voting, and may not commission other shareholders to vote on his/her behalf.
4. The number of shares represented by the voting right that cannot be exercised pursuant to the aforementioned item shall not be counted towards the voting powers of the attending shareholders.
5. With the exception of a trust company or a shareholding agency approved by the competent authorities in charge of securities affairs, where one (1) person is commissioned by two (2) or more shareholders, the voting power to be exercised by said person shall not exceed three percent (3%) of the total voting rights of issued shares. Any voting right exceeding this limit shall not be counted.

(11) Exercising of voting power

1. Each share held by the shareholder grants one (1) unit of voting power. However, this rule does not apply to shares with no voting rights due to restrictions or pursuant to Article 179 Paragraph 2 of the Company Act.

2. When this Company convenes a shareholders' meeting, voting rights may be exercised by correspondence or electronic means (for a company required to adopt the use of electronic voting pursuant to Article 177-1 Paragraph 1 of the Company Act: when this Company convenes a shareholders' meeting, this Company shall adopt electronic voting and may allow voting power to be exercised by correspondence); where voting right is exercised by correspondence or electronic means, the means of exercising said voting right shall be clearly stated in the shareholders' meeting notice. A shareholder who exercised voting rights by correspondence or electronic means shall be regarded to have personally attended the shareholders' meeting. However, the shareholder shall be regarded to have forfeited voting rights for extempore motions or for changes to the original motions. Hence, this Company shall avoid proposing extempore motions or changing the original motions.
3. For the exercising of voting rights by correspondence or electronic means as described in the preceding item, the declaration of intent shall be delivered to this Company two (2) days before the date of the shareholders' meeting. Where repeated declarations of intent have been sent, the first to be delivered shall prevail. However, this restriction does not apply if a subsequent declaration of intent states the rescinding of an earlier declaration.
4. A shareholder who already exercised voting rights by correspondence or electronic means but intends to attend the shareholders' meeting in person shall use, two (2) days before the shareholders' meeting, the same method for exercising voting rights to rescind a previous declaration of intent for exercising voting rights. If the time limit to rescind the declaration of intent expires, then voting rights exercised by correspondence or electronic means shall prevail. For a shareholder who has exercised voting rights by correspondence or electronic means and used a letter of attorney to commission an agent to attend the shareholders' meeting on his/her behalf, the voting power exercised by the attending agent shall prevail.
5. For voting upon a motion, unless otherwise provided by the Company Act or Articles of Association of this Company, the motion shall pass if supported the majority of the voting rights present at the shareholders' meeting. When voting, the chairman or personnel appointed thereby shall announce the total voting power of the attending shareholders for each motion, and then have the shareholders vote for each of the motions. The number of supporting, opposing, and forfeiting votes and voting results shall be entered into the MOPS on the same day that the shareholders' meeting was held.
6. Where the same motion is changed or has an alternative, the chairman shall combine them together with the original motion and determine the voting sequence thereof. However, if one of the motions has been passed, the others shall be regarded as being rejected, and no more voting shall be required.
7. The vote monitor and vote counter for votes on a motion shall be appointed by the chairman. However, the vote monitor must be a shareholder.
8. Vote counting for shareholders' meeting votes or elections shall be performed in an open area at the shareholders' meeting venue. Upon completion of vote counting, the results, including total voting power, shall be announced on the spot and recorded.

(12) Rules for the election and appointment of directors

1. Where the shareholders' meeting includes elections of directors and supervisors, said election shall be implemented according to relevant rules for election and appointment stipulated by this Company. Election results, including the list of elected directors and supervisors and the votes acquired thereby, shall be announced on the spot.
2. The aforementioned election votes shall be sealed and signed by the vote monitor and given proper safekeeping for at least one (1) year. However, where a shareholder has initiated a litigation in accordance with Article 189 of the Company Act, said votes shall be retained until said litigation ends.

(13) Distribution and preservation of meeting minutes

1. Meeting minutes shall be generated for matters resolved upon during a shareholders' meeting. Said meeting minutes shall be signed or stamped by the meeting chairman and issued to various shareholders within twenty (20) days after the shareholders' meeting. The generation and distribution of meeting minutes may be implemented by electronic means.
2. The aforementioned distribution of meeting minutes of this Company may be implemented by uploading and disclosure of the meeting minutes through the MOPS.
3. Meeting minutes shall correctly record the year, month, day, venue, name of the chairman, method of adopting resolutions, summary of the essential points of the proceedings, and the results of the meeting, and shall be permanently retained for the entire lifetime of the company.

(14) Calculating the number of shares solicited and represented in proxy, and disclosure of major resolutions

1. This Company shall generate, on the date of the shareholders' meeting, a table in a prescribed format for the number of shares obtained by solicitors through solicitation and number of shares represented by proxies, and shall clearly disclose said table at the place of the shareholders' meeting.
2. For any shareholders' meeting resolution that relates to statutory regulations or to material information as specified by the Taiwan Stock Exchange Corporation (or Taipei Exchange), this Company shall transfer, within the specified time limit, said resolution to the MOPS.

(15) Order in the place of shareholders' meeting

1. Personnel responsible for handling shareholders' meeting affairs shall wear an identification pass or arm band.
2. The chairman may command proctors or security personnel to help maintain order at the place of the shareholders' meeting. A proctor or security personnel present at the meeting place to maintain order shall wear arm bands or identification pass printed with the word "proctor".
3. For a shareholders' meeting place provided with loudspeaker systems, a chairman may stop a shareholder attempting to speak using equipment not provided by this Company.
4. A chairman may command the proctors or security personnel to ask a shareholder to leave the shareholders' meeting place if said shareholder violates meeting regulations and refuse to be corrected by the chairman.

(16) Continuation of the meeting

1. While the meeting is in session, the chairman may refer to the time and announce a recess. In case of a force majeure event, the chairman may rule to temporarily suspend the meeting and announce the time for continuing the meeting according to the situation.
 2. In the event that the shareholders' meeting place can no longer be used prior to the resolution of motions (including extempore motions) arranged in the shareholders' meeting agenda, the shareholders' meeting may resolve to find another place to continue the meeting.
 3. The shareholders' meeting may resolve to postpone the meeting for a period of no more than five (5) days or continue the meeting pursuant to the provisions of Article 182 of the Company Act.
5. These Regulations shall enter into force once approved by the shareholders' meeting. The same rule shall apply to amendments of these Regulations.
6. References
- (1) Articles of Association
 - (2) Meeting notice, meeting agenda, and supplemental meeting materials
 - (3) Letter of attorney
 - (4) Company Act
 - (5) Securities and Exchange Act
 - (6) Voting ticket
 - (7) Shareholder attendance pass, attendance sign-in card, or other attendance document
 - (8) Recorded sound or video information
 - (9) Speaker's slip
 - (10) Shareholders' meeting sign-in sheet
 - (11) Shareholders' meeting minutes
7. Attachments / Forms
- None
8. Process flowchart
- None

Appendix 3

Appendix 4

Silergy Corp.

Rules for Election of Directors and Independent Directors

I. Objective

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

II. Scope

Unless otherwise provided by the laws and regulations or Articles of Association, election of the Company's directors shall be in accordance with these Rules.

III. Authority and responsibility

None

IV. Operating Procedures

(I) The overall configuration of the board of directors shall be considered when electing the Company's directors. All members of the board shall have the knowledge, skills, and experience necessary to perform their duties, and the board of directors shall possess the following abilities:

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

(II) Qualifications and election of Independent directors

1. The qualifications of the Company's independent directors shall comply with Article 2, Article 3 and Article 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
2. The election of the Company's independent directors shall comply with Article 5, Article 6, Article 7, Article 8 and Article 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and handled in accordance with Article 24 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

(III) The Company shall adopt the candidate nomination system for election of directors, in accordance with Article 192-1 of the Company Act

(IV) The cumulative voting method shall be adopted for election of the directors in the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

(V) The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting

rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

- (VI) The number of directors and independent directors will be as specified in the Company's Articles of Association, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- (VII) Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- (VIII) If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a government organization or corporate shareholder, the name of the government organization or corporate shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the government organization or corporate shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each representative shall be entered.
- (IX) A ballot is invalid under any of the following circumstances:
 1. The ballot was not prepared by the board of directors.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered.
 4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
 5. Other words or marks are entered in addition to the candidate's account name (full name) or shareholder account number (or identity card number) and the number of voting rights allotted.
 6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.
- (X) The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors shall be announced by the chair on the site.

- (XI) The board of directors of the Company shall issue notifications to the persons elected as directors.
- V. These Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.
- VI. Reference
 - (I) Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies
 - (II) Articles of Association
 - (III) Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies
 - (IV) Company Act
 - (V) Ballot
 - (VI) Shareholder ledger
 - (VII) Notification of successful candidates
- VII. Attachment/form
 - None
- VIII. Flow chart
 - None