

# Unifosa Corp.

## 2023 Annual Shareholders' Meeting Minutes

Time : 09:00 a.m. on (Friday), Jun 09, 2023

Place : No. 16, Sec. 4, Zhongshan N. Rd., Shilin Dist., Taipei City 111054 , Taiwan (R.O.C.)

(Room 334, 3rd Floor, Teaching Area, Chientan Youth Activity Center)

Meeting method : Entity shareholders meeting

Total shares represented by shareholders presented in person or by proxy : The total number of shares issued by the company is 91,628,833 shares, and the total number of outstanding shares of the company is 91,628,833 shares. The total number of shares represented by shareholders and authorized agents present is 57,436,427 shares (including 293,205 shares attended by electronic voting), and the attendance rate is 62.68% , has exceeded the statutory number of shares

Chairman : Chen Ching-jong the Chairman of the Board of Directors

Recorder : Chen Kung-cheng

Attending director : 7 directors including Chairman Chen Ching-jong, Director Chiang Tsang-An, Trump Gain Investments Ltd Legal Representative Wu Cheng-The, Director Hsiao Wu-Hsing, Independent Director Chen Chih-Ling (Audit Committee Convener), Independent Director Lee Wen-Chin, Independent Director Yo Chi-Thon, 100% attendance of all directors at this shareholders meeting.

Attendees : Accountant Chang Ya-Chuan, Lawyer Lin Yu-sheng

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

**II. Chairperson Remarks :** (Omitted)

**III. Report Items :**

《Report No. 1》

2022 Business Report.

Explanation :

The 2022 Business Report is Annex 1.

《Report No. 2》

Audit committee's review of the 2022 annual final accounting ledgers and statements..

Explanation :

The 2022 Audit Committee's Review Report is Annex 2.

**IV . Ratification Items :**

《Ratification No. 1》

Adoption of the 2022 business report and financial statements. (Proposed by the Board)

Explanation :

1. The company's 2022 business report, financial report (including consolidated and individual financial reports), and deficit compensation statement were approved by the 7th meeting of the 11th session of the company's board of directors. The financial report (including consolidated and individual financial reports) The audit was completed by the CPA Chang, Ya-Chuan and Lin, Chin-Feng Crowe Horwath. The aforesaid form has been made and sent to the audit committee of the company for review, and review report is issued.
2. The 2022 Business Report is Annex 1.
3. The financial report and deficit compensation statement is Annex 3 and Annex 4.

Ratification : Voting rights of shareholders present at the time of voting 57,436,427 shares.

| Voting Results                                 |                       | % of the represented share present |
|------------------------------------------------|-----------------------|------------------------------------|
| Votes in favor(electronic votes)               | 57,310,049 (166,827 ) | 99.77%                             |
| Votes against (electronic votes)               | 3,818 (3,818 )        | 0.00%                              |
| Invalid Votes (electronic votes)               | 0 (0 )                | 0.00%                              |
| Votes abstained / Not Voted (electronic votes) | 122,560 (122,560 )    | 0.21%                              |

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

#### 《Ratification No. 2》

Adoption of the proposal for 2022 deficit compensation. (Proposed by the Board)

Explanation :

1. The company's loss to be made up at the beginning of 2022 is NT\$298,490,190 (the same below), after adding up the difference between the actual acquisition or disposal of the subsidiary company's equity price and book value of NT\$11,128,653 and the remeasurement amount of the defined benefit plan NT\$5,093,889, and after the net loss after tax in 2022 is NT\$56,054,479, the loss to be recovered at the end of the period is NT\$360,579,433.
2. 2022 Deficit Compensation Statement is Annex 4.

Ratification : Voting rights of shareholders present at the time of voting 57,436,427 shares.

| Voting Results                                 |                       | % of the represented share present |
|------------------------------------------------|-----------------------|------------------------------------|
| Votes in favor(electronic votes)               | 57,304,710 (161,488 ) | 99.77%                             |
| Votes against (electronic votes)               | 10,155 (10,155 )      | 0.01%                              |
| Invalid Votes (electronic votes)               | 0 (0 )                | 0.00%                              |
| Votes abstained / Not Voted (electronic votes) | 121,562 (121,562 )    | 0.21%                              |

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

#### V. Discussion Items :

##### 《Discussion No. 1》

Discussion of amendment to the company's "Rules and Procedures of Shareholders' Meeting".

(Proposed by the Board)

Explanation :

1. In order to cooperate with the Company Act to the public companies to hold the shareholders' meeting via video, Pursuant to the GreTai Securities Market (GTSM) on March 11, 2022, Zheng gui jianzi No. 11100543771 Letter , some provisions of the "Sample Template for Rules of Procedure for Shareholders Meetings" are amended, and the company's "Rules of Procedure for Shareholders Meetings" are proposed to be revised.
2. " Rules and Procedures of Shareholders' Meeting " before and after the revision of the provisions of the comparison table is Annex 5.

Ratification : Voting rights of shareholders present at the time of voting 57,436,427 shares.

| Voting Results                                 |                       | % of the represented share present |
|------------------------------------------------|-----------------------|------------------------------------|
| Votes in favor(electronic votes)               | 57,310,005 (166,783 ) | 99.77%                             |
| Votes against (electronic votes)               | 7,861 (7,861 )        | 0.01%                              |
| Invalid Votes (electronic votes)               | 0 (0 )                | 0.00%                              |
| Votes abstained / Not Voted (electronic votes) | 118,561 (118,561 )    | 0.20%                              |

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

## VI. Election Matters :

《Election No. 1》

By-election of independent directors of the company. (Proposed by the Board)

Explanation :

1. The company currently has seven directors (including three independent directors). In order to comply with the provisions of the "Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors", to be increased to eight directors (including four independent directors), Therefore, it is submitted to the company's 2023 shareholders' general meeting for a by-election of an independent director.
2. In accordance with the provisions of the Company Act and the Articles of Incorporation of association, the independent directors for this by-election will adopt a candidate nomination system and will take office immediately after the election. The term of office is from June 9, 2023 to June 9, 2025.
3. List of Independent Director Candidates of the Company is Annex 6.

Voting Results : The list of directors elected is as follows

| Title                | Name       | Votes Received |
|----------------------|------------|----------------|
| Independent Director | Wu Xue-Min | 57,221,709     |

## VII. Other Matters :

《Other No. 1》

Discussion to approve the lifting of non-competition restrictions for newly- appointed independent

directors. (Proposed by the Board)

Explanation :

1. In accordance with Article 209 of the Company Act, "A director who performs an act for himself/herself or for another person that falls within the scope of the company's business shall explain the material content of his/her act to the shareholders' meeting and obtain their approval.
2. The Company's newly appointed independent directors, without prejudice to the interests of the Company, intend to seek the approval of the shareholders' meeting to lift the prohibition on directors' competition in accordance with the law with respect to the material content of their competition.
3. The Company's newly appointed independent directors of the company lifts the non-compete content is Annex 7.

Ratification : Voting rights of shareholders present at the time of voting 57,436,427 shares.

| Voting Results                                 |                       | % of the represented share present |
|------------------------------------------------|-----------------------|------------------------------------|
| Votes in favor(electronic votes)               | 57,339,286 (196,064 ) | 99.83%                             |
| Votes against (electronic votes)               | 17,402 (17,402 )      | 0.03%                              |
| Invalid Votes (electronic votes)               | 0 (0 )                | 0.00%                              |
| Votes abstained / Not Voted (electronic votes) | 79,739 (79,739 )      | 0.13%                              |

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

**VIII. Questions and Motions :** None °

**IX. Adjournment** (AM 9:21)

|                                                                        |
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| There were no questions from shareholders at the shareholders meeting. |
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## ● Annex 1

# Unifosa Corp. Business Report

## Operating Performance in 2022

### 1. Business plan implementation results

Unit: NT\$ Thousand

| Item                              | 2022       | 2021       | increase<br>(Reduce) | increase<br>(Reduce)% |
|-----------------------------------|------------|------------|----------------------|-----------------------|
| Operating revenue                 | 353,677    | 328,990    | 24,687               | 7.50 %                |
| Gross profit from operations      | 62,657     | 61,273     | 1,384                | 2.26 %                |
| Net operating Income              | ( 71,402 ) | ( 69,144 ) | ( 2,258 )            | ( 3.27 ) %            |
| Non-operating income and expenses | 1,508      | ( 7,606 )  | 9,114                | 119.83 %              |
| Profit before income tax          | ( 69,894 ) | ( 76,750 ) | 6,856                | 8.93 %                |
| Net Profit                        | ( 69,799 ) | ( 90,004 ) | 20,205               | 22.45 %               |
| Earnings per share (NT\$)         | ( 0.61 )   | ( 0.78 )   | —                    | —                     |

### 2. Budget implementation

After the memory industry benefited from the chip shortage and experienced a rare prosperity for more than two years, the second quarter of 2022 began to be affected by the rapid decline of the epidemic dividend, coupled with the impact of the Russia-Ukraine war and China's blockade, global inflation and downward economic pressure have intensified and the buying momentum of consumer electronics has borne the brunt of the sharp drop. The reversal of supply and demand quickly detonated the high inventory and low demand. With the vicious cycle of order cuts and price drops, the memory market has entered a dark period of inventory adjustment. The company's memory business group originally expected to sell 954 memory modules in 2022, and the actual sales volume was 606, with an achievement rate of 63.52%. The original estimated sales volume of integrated circuits was 1,638,529, and the actual sales volume was 304,684 , the achievement rate is 18.59%, and the achievement situation is not ideal; In addition, in terms of the storage business group, in 2022, the original estimated sales volume of disk array products was 447 units, and the sales volume of system integration products was 4,092 units. The actual sales volumes were 484 units and 5,646 units respectively, and the achievement rates were 108.28% and 137.98% respectively, the status of the achievement is still considered good.

### 3. Profitability analysis

Unit: NT\$ Thousand ; %

| Item                             |                                   | 2022             | 2021      |
|----------------------------------|-----------------------------------|------------------|-----------|
| Financial income and expenditure | Operating revenue                 | 353,677          | 328,990   |
|                                  | Non-operating income and expenses | 1,508            | ( 7,606 ) |
| Profitability                    | Return on asset (%)               | -9.43            | -11.00    |
|                                  | Return on equity (%)              | -11.00           | -12.74    |
|                                  | Paid-in capital (%)               | Operating Income | -7.79     |
|                                  |                                   | Pre-tax Profit   | -7.63     |
|                                  | Profit ratio (%)                  | -19.74           | -27.36    |
|                                  | Earnings per share (NT\$)         | ( 0.61 )         | ( 0.78 )  |

#### 4. Research and development status

In the memory module segment, JEDEC released the memory module specifications for DDR5 desktop PC in the fourth quarter of 2022. According to the specifications released by JEDEC, DDR5 can provide 1.87 times higher bandwidth than DDR4, and provide higher channel efficiency. At 4800MT/s data transfer rate, it is 1.5 times higher than DDR4's 3200MT/s times. In the future, the data transmission rate will reach a maximum of 6400MT/s, twice as much as that of DDR4. In the fourth quarter of 2022, the motherboards supporting DDR5 have not yet entered mass production, so the company's products in 2022 are still dominated by DDR4 modules. The company's new product development in 2023 will depend on the launch date of DDR5 memory and related application consoles.

In terms of storage-related products, the company has developed a new generation of 2U rack-mounted 8bay server chassis for 2022 NAS/iSCSI network storage, and the NAS motherboard that introduces Intel's new generation H610 series chipsets can be installed with Intel® Alder Lake & Raptor Lake Platform Series Gen. 12th & Gen. 13th LGA1700 processors. This newly developed proNAS model is not only used as a mid and low-end NAS file server, but also can be used as a network storage device for NVR surveillance video equipment, providing stable and secure network storage devices for enterprises. The company will evaluate the future in 2023 depending on the level of customer demand, focusing on the next generation of integrated storage device interface NVMe solid state hard disk or SAS/SATA/NVMe Tri-mode RAID storage device interface, To provide higher storage data transmission speed and PCIe Gen 4/5 new generation of host board busbar high-speed storage interface storage and NAS and other related products development.

### **Business Plan for 2023**

#### 1. Operating policy

##### (1) Perfect financial structure and strengthen management constitution

In view of the importance of strengthening the ability to respond to industrial changes and risks, the company will continue to actively improve the flexibility of working capital in the future, continue to work towards a low-debt business model, and go deep into the detailed aspects of operation, through careful and thorough review and coordination, to formulate A complete and appropriate financial quality plan enables the company to operate steadily under the conditions of a sound financial structure and sufficient working capital, thereby further strengthening the company's operating physique and industrial competitiveness, in order to meet the growth and robustness of the industry after adjustment. Create good results for future operations and profitability.

##### (2) Committed to operational transformation to cope with industry risks and business climate changes

Under the violent fluctuations of the DRAM industry and the global economy, the company continues to adhere to the business philosophy of "stable operation" and the business of "focusing on core values", in order to respond to the competitive trend of the industry's future development, and to strengthen operating efficiency through resource integration , And expand business areas to expand the scale of operations, thereby achieving the purpose of stable operations, improving operational performance and industrial competitiveness. The company will continue to promote operational transformation in the future, and effectively diversify the DRAM industry's business fluctuations through diversified industrial operations Risks, in addition to developing new products to create business opportunities, and through equity investment in industrial targets with development potential, to enter new technical fields and industrial development, and to effectively enhance the company's innovation capabilities and expand business development areas. In order to achieve the purpose of

enhancing the company's operating performance.

(3) Adopt cost-saving solutions to actively improve operational performance

Under the conservative atmosphere that the demand for traditional PC/NB memory is still shrinking in the face of industry fluctuations, before this unfavorable situation has not improved, the company is not only committed to operating transformation to expand the company's operations, but also consider adopting various cost-saving solutions. , in order to actively improve the company's operating performance, and hope to inject vitality and power into the company's operating performance growth under the double-effect efforts of increasing revenue and reducing expenditure.

2. Expected sales volume and its basis

Looking forward to 2023, it is estimated that in the memory business group, the sales volume of memory modules will be 108, and the sales volume of integrated circuits will be 372,164; in the storage business group, the expected sales volume of disk array products will be 440 units, and 5,134 units of system-integrated products.

3. Important marketing policies

- (1) Strengthen the adjustment of process integration, improve the efficiency and flexibility of production management, and pursue maximal production and sales benefits.
- (2) Actively develop product transformation and diversification, expand the breadth of new consumer products, expand market opportunities, and achieve the most effective business model.

**Development strategy of the company in the future**

1. Actively carry out new product planning and adopt diversified and balanced development as a strategy, commit to diversified and flexible operation planning, and create a business model that emphasizes both stable growth and profitability in order to improve operational performance and industrial competitiveness.
2. Based on the R&D strategy of software and hardware integration, actively adopting core storage technologies that meet the needs of enterprises and the market, standing on mainstream industry trends, developing and integrating niche products with competitive advantages and future applications, and striving to provide customized products with various technical applications The software/hardware equipment for cloud storage is optimized, and the industrial application-oriented storage solution cuts into potential companies and markets that require a large number of storage applications.
3. Through investment and strategic alliances, we seek for industries with forward-looking and development potential, so as to quickly and effectively enter the market and grasp the opportunity of creating a win-win situation.

Chairman : Chen, Ching-jong

General Manager : Chen, Ching-jong

Accounting Department Manager : Chen, Hsiu yu

## ● Annex 2

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

It is hereby approved that the board of directors sends the company's 2022 annual business report, financial report (including consolidated and individual financial reports), and loss appropriation proposals and other forms, of which the financial report has been audited by CPA Chang Ya Chuan and Lin Chin Feng of Crowe Horwath United Certified Public Accountants. completed and an audit report was issued. All forms submitted by the board of directors shall, upon examination by the Audit Committee, be found not to be inconsistent, and should be submitted for review in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Unifosa Corp.

Chairman of the Audit Committee : Chen, Chih-Ling

March 17, 2023



## ● Annex 3

### INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Unifosa Corp.

#### Opinion

We have audited the accompanying consolidated financial statements of Unifosa Corp. and subsidiaries (the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2022 are stated as follows:

##### Recognition of Sales Revenue

Taiwan's Standards on Auditing (TWSA) presupposes that there is a higher innate risk of fraud that revenue recognition carries, and there may be pressure on management to achieve expected financial goals, resulting in a higher risk of congenital fraud in revenue recognition. In 2022, the sales revenue of the top ten sales customers of the Group accounted for 48.74% of the annual net operating income, which has a relatively significant impact on the consolidated financial statements, therefore, we consider it a key audit matter.

We address the above mentioned matter by taking main audit procedures as follows:

1. Understand the internal control systems related to such sales transactions, and evaluate the effectiveness of its design and implementation.
2. Understand the customer's background and obtain basic information to assess whether the transaction amount and credit limit are reasonable with the size of the Group.
3. Conduct audit tests on customers' purchasing orders and shipping orders, at the same time, check and verify with external shipping documents, receivables write-off records and certificates of receipts and other relevant information to assess whether they meet the conditions for revenue recognition.

### The Evaluation of Impairment for Intangible Assets (including goodwill)

The Group acquired the control of MORELINK TECHNOLOGY CORPORATION in 2020. As of December 31, 2022, the balance of the goodwill and other intangible assets of this merger and acquisition the Group has is NT\$19,800 thousand and 6,737 thousand.

When the management assesses whether these assets are impaired, they must comprehensively consider the assessment of the recoverable amount apportioned to the cash-generating units to which these assets belong. The important assumptions and values involve the subjective judgment of the management and may be affected by the future industry and economic outlooks, and are highly uncertain, the impairment assessment of intangible assets (including goodwill) is hence listed as a key audit matter. For details of investments using the equity method, please refer to Notes 4, 5 and 6 (9) to the Consolidated Financial Statements.

We address the above mentioned matter by taking main audit procedures as follows:

1. Understand and assess management's procedures for identifying signs of impairment of such assets.
2. Assess the professional competence, competency and objectivity of external evaluation experts commissioned by management. Discuss with management the terms of reference of the evaluation expert and review the terms of his appointment to confirm that there are no matters affecting his objectivity or limiting his scope of work, and that the methodology used by the evaluation expert is consistent with International Accounting Standards and its industry norms.
3. Understand the process and basis for management's estimation of the financial data forecast of the cash generating units belonging to such assets from the future operating outlook.

### Assessment for Allowance for Inventory Valuation and Obsolescence Losses

The inventory business content of the Group is divided into memory business group, storage business group, wireless communication business group, etc. Their inventories are mainly integrated circuits, memory modules, Redundant Array of Independent Disks (RAID) and wireless communication machinery and equipment etc. Due to fluctuations in market demands and rapid technological changes, management's estimation of net realization value and judgment of inventory obsolescence may be affected, this is hence listed as a key audit matter. For the valuation of inventory allowances against price declines and obsolete losses, please refer to notes 4, 5 and 6 (5) to the consolidated financial statements.

We address the above mentioned matter by taking main audit procedures as follows:

1. Assess whether the provision policy adopted by management to provide for the allowance for the loss for market price decline and obsolete and slow-moving inventories is reasonable and appropriate.
2. Obtain the breakdown of inventory price declines prepared by management, verify whether it is measured by cost and net realizable value whichever is lower, through sampling, and assess the reasonableness of the net realizable value basis used.
3. Obtain inventory aging analysis reports, evaluate inventory status through sample selection, testing of relevant certificates and by participating in and observing year-end inventory takes, so as to assess the adequacy of the allowance for inventory obsolesce loss.

### **Other Matter**

We have also audited the parent company only financial statements of Unifosa Corp. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

alternative but to do so.

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ya-Chuan Chang and Gin-Fong Lin.

FSC approval number: Financial Management Certificate Examination No.1050001113

Crowe (TW) CPAs

Taipei, Taiwan  
Republic of China

March 17, 2023

UNIFOSA CORP.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars)

| ASSETS                                                            |                 | December 31, 2022 |             | December 31, 2021 |             |
|-------------------------------------------------------------------|-----------------|-------------------|-------------|-------------------|-------------|
|                                                                   |                 | Amount            | %           | Amount            | %           |
| CURRENT ASSETS                                                    |                 |                   |             |                   |             |
| Cash and cash equivalents                                         | Note 6(1)       | \$ 201,022        | 28          | \$ 223,980        | 30          |
| Financial assets measured at amortized cost                       | Note 6(3)       | 12,912            | 2           | 30,852            | 4           |
| Notes receivable from unrelated parties, net                      | Note 6(4)       | 797               | -           | 344               | -           |
| Accounts receivable from unrelated parties, net                   | Note 6(4)       | 40,581            | 6           | 40,121            | 5           |
| Other accounts receivable                                         | Note 6(4)       | -                 | -           | 25                | -           |
| Current tax assets                                                | Note 6(17)      | 16                | -           | 38                | -           |
| Inventories, net                                                  | Note 6(5)       | 106,327           | 16          | 98,929            | 13          |
| Prepayments                                                       |                 | 3,971             | -           | 4,409             | 1           |
| Other current assets                                              |                 | <u>2</u>          | -           | <u>16</u>         | -           |
| Total current assets                                              |                 | <u>365,628</u>    | <u>52</u>   | <u>398,714</u>    | <u>53</u>   |
| NON-CURRENT ASSETS                                                |                 |                   |             |                   |             |
| Financial assets at fair value through other comprehensive income | Note 6(2)       | 4,575             | 1           | 5,430             | 1           |
| Investments accounted for using the equity method                 | Note 6(6)       | -                 | -           | 5,311             | 1           |
| Property, plant, and equipment                                    | Note 6(7) and 8 | 283,682           | 40          | 293,837           | 38          |
| Right-of-use assets                                               | Note 6(8)       | 6,207             | 1           | 5,740             | 1           |
| Goodwill                                                          | Note 6(9)       | 19,800            | 3           | 19,800            | 2           |
| Other intangible assets                                           | Note 6(9)       | 6,737             | 1           | 7,701             | 1           |
| Net defined benefit assets                                        | Note 6(12)      | 11,730            | 1           | 8,733             | 1           |
| Other non-current assets                                          |                 | <u>9,031</u>      | <u>1</u>    | <u>11,559</u>     | <u>2</u>    |
| Total non-current assets                                          |                 | <u>341,762</u>    | <u>48</u>   | <u>358,111</u>    | <u>47</u>   |
| TOTAL ASSETS                                                      |                 | <u>\$ 707,390</u> | <u>100</u>  | <u>\$ 756,825</u> | <u>100</u>  |
| LIABILITIES AND EQUITY                                            |                 |                   |             |                   |             |
| CURRENT LIABILITIES                                               |                 |                   |             |                   |             |
| Contract liabilities                                              | Note 6(14)      | \$ 3,225          | -           | \$ 1,806          | -           |
| Notes payable to unrelated parties                                |                 | 315               | -           | -                 | -           |
| Accounts payable to unrelated parties                             |                 | 22,380            | 4           | 24,459            | 3           |
| Other payables                                                    | Note 6(11)      | 26,271            | 4           | 27,611            | 4           |
| Lease liabilities                                                 | Note 6(8)       | 2,157             | -           | 4,607             | 1           |
| Other current liabilities                                         |                 | <u>542</u>        | -           | <u>525</u>        | -           |
| Total current liabilities                                         |                 | <u>54,890</u>     | <u>8</u>    | <u>59,008</u>     | <u>8</u>    |
| NON-CURRENT LIABILITIES                                           |                 |                   |             |                   |             |
| Deferred income tax liabilities                                   | Note 6(17)      | 2,530             | -           | 1,352             | -           |
| Lease liabilities                                                 | Note 6(8)       | 4,097             | 1           | 1,271             | -           |
| Deposits received                                                 |                 | 238               | -           | 186               | -           |
| Stockholders' current account                                     | Note 7          | <u>42,000</u>     | <u>6</u>    | <u>30,000</u>     | <u>4</u>    |
| Total non-current liabilities                                     |                 | <u>48,865</u>     | <u>7</u>    | <u>32,809</u>     | <u>4</u>    |
| Total liabilities                                                 |                 | <u>103,755</u>    | <u>15</u>   | <u>91,817</u>     | <u>12</u>   |
| EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT COMPANY           |                 |                   |             |                   |             |
| Share capital                                                     | Note 6(13)      | 916,288           | 129         | 916,288           | 121         |
| Capital surplus                                                   | Note 6(13)      | 6,998             | 1           | 6,998             | 1           |
| Retained earnings                                                 | Note 6(13)      |                   |             |                   |             |
| Legal reserve                                                     |                 | 7,306             | 1           | 7,306             | 1           |
| Accumulated deficit                                               |                 | <u>(360,579)</u>  | <u>(51)</u> | <u>(298,490)</u>  | <u>(39)</u> |
| Total retained earnings                                           |                 | <u>(353,273)</u>  | <u>(50)</u> | <u>(291,184)</u>  | <u>(38)</u> |
| Other equity interest                                             | Note 6(13)      | <u>(10,425)</u>   | <u>(1)</u>  | <u>(9,570)</u>    | <u>(2)</u>  |
| Total equity attributable to the owners of the parent company     |                 | <u>559,588</u>    | <u>79</u>   | <u>622,532</u>    | <u>82</u>   |
| NON-CONTROLLING INTERESTS                                         |                 | <u>44,047</u>     | <u>6</u>    | <u>42,476</u>     | <u>6</u>    |
| Total equity                                                      |                 | <u>603,635</u>    | <u>85</u>   | <u>665,008</u>    | <u>88</u>   |
| TOTAL LIABILITIES AND EQUITY                                      |                 | <u>\$ 707,390</u> | <u>100</u>  | <u>\$ 756,825</u> | <u>100</u>  |

UNIFOSA CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

|                                                                                                                            |                  | 2022        |      | 2021        |      |
|----------------------------------------------------------------------------------------------------------------------------|------------------|-------------|------|-------------|------|
|                                                                                                                            |                  | Amount      | %    | Amount      | %    |
| OPERATING REVENUE                                                                                                          | Note 6(14)       | \$ 353,677  | 100  | \$ 328,990  | 100  |
| OPERATING COSTS                                                                                                            | Note 6(5 and 15) | (291,020)   | (82) | (267,717)   | (81) |
| Gross profit from operations                                                                                               |                  | 62,657      | 18   | 61,273      | 19   |
| OPERATING EXPENSES                                                                                                         | Note 6(15) and 7 |             |      |             |      |
| Selling and marketing expenses                                                                                             |                  | (26,428)    | (7)  | (25,464)    | (8)  |
| General and administrative expenses                                                                                        |                  | (62,578)    | (18) | (59,087)    | (18) |
| Research and development expenses                                                                                          |                  | (45,053)    | (13) | (45,866)    | (14) |
| Total operating expenses                                                                                                   |                  | (134,059)   | (38) | (130,417)   | (40) |
| LOSS FROM OPERATIONS                                                                                                       |                  | (71,402)    | (20) | (69,144)    | (21) |
| NON-OPERATING INCOME AND EXPENSES                                                                                          |                  |             |      |             |      |
| Interest income                                                                                                            |                  | 790         | -    | 487         | -    |
| Other gains and losses                                                                                                     | Note 6(16)       | 7,002       | 1    | 1,830       | 1    |
| Finance costs                                                                                                              | Note 7           | (973)       | -    | (938)       | -    |
| Share of loss (profit) of associates and joint ventures accounted for using the equity method                              | Note 6(6)        | (5,311)     | (1)  | (8,985)     | (3)  |
| Total non-operating income and expenses                                                                                    |                  | 1,508       | -    | (7,606)     | (2)  |
| LOSS BEFORE INCOME TAX                                                                                                     |                  | (69,894)    | (20) | (76,750)    | (23) |
| INCOME TAX (EXPENSE) BENEFIT                                                                                               | Note 6(17)       | 95          | -    | (13,254)    | (4)  |
| NET LOSS                                                                                                                   |                  | (69,799)    | (20) | (90,004)    | (27) |
| OTHER COMPREHENSIVE INCOME (LOSS)                                                                                          |                  |             |      |             |      |
| Items that will not be reclassified subsequently to profit or loss:                                                        |                  |             |      |             |      |
| Remeasurement of defined benefit plans                                                                                     | Note 6(12)       | 6,367       | 1    | (168)       | -    |
| Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income | Note 6(13)       | (855)       | -    | 765         | -    |
| Income tax relating to items that will not be reclassified subsequently to profit or loss                                  | Note 6(17)       | (1,273)     | -    | 33          | -    |
|                                                                                                                            |                  | 4,239       | 1    | 630         | -    |
| Other comprehensive income for the year, net of income tax                                                                 |                  | 4,239       | 1    | 630         | -    |
| TOTAL COMPREHENSIVE INCOME                                                                                                 |                  | \$ (65,560) | (19) | \$ (89,374) | (27) |
| Net loss attributable to:                                                                                                  |                  |             |      |             |      |
| Owners of the parent company                                                                                               |                  | \$ (56,055) | (16) | \$ (71,184) | (22) |
| Non-controlling interests                                                                                                  |                  | (13,744)    | (4)  | (18,820)    | (5)  |
|                                                                                                                            |                  | \$ (69,799) | (20) | \$ (90,004) | (27) |
| Total comprehensive income attributable to:                                                                                |                  |             |      |             |      |
| Owners of the parent company                                                                                               |                  | \$ (51,816) | (15) | \$ (70,554) | (21) |
| Non-controlling interests                                                                                                  |                  | (13,744)    | (4)  | (18,820)    | (6)  |
|                                                                                                                            |                  | \$ (65,560) | (19) | \$ (89,374) | (27) |
| EARNINGS PER SHARE                                                                                                         | Note 6(18)       |             |      |             |      |
| Basic earnings per share                                                                                                   |                  | \$ (0.61)   |      | \$ (0.78)   |      |

UNIFOSA TECHNOLOGY CO., LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

|                                                                                           | Equity Attributable to the Owners of the Parent Company |                            |                   |                     |                                                                                                 | Total Equity Attributable to the Owners of the Parent Company | Non-Controlling Interests | Total Equity |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------|-------------------|---------------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------|--------------|
|                                                                                           | Share Capital                                           | Additional Paid-In Capital | Retained Earnings |                     | Other Equity Items                                                                              |                                                               |                           |              |
|                                                                                           |                                                         |                            | Legal Reserve     | Accumulated Deficit | Unrealized Losses on Financial Assets Measured at Fair Value Through Other Comprehensive Income |                                                               |                           |              |
| BALANCE, JANUARY 1, 2021                                                                  | \$ 916,288                                              | \$ -                       | \$ 7,306          | \$ (227,171)        | \$ (10,335)                                                                                     | \$ 686,088                                                    | \$ 61,296                 | \$ 747,384   |
| Changes in equity of associates and joint ventures accounted for using the equity method  | -                                                       | 6,998                      | -                 | -                   | -                                                                                               | 6,998                                                         | -                         | 6,998        |
| Net loss for the year ended December 31, 2021                                             | -                                                       | -                          | -                 | (71,184)            | -                                                                                               | (71,184)                                                      | (18,820)                  | (90,004)     |
| Other comprehensive income (loss) for the year ended December 31, 2021                    | -                                                       | -                          | -                 | (135)               | 765                                                                                             | 630                                                           | -                         | 630          |
| Total comprehensive income (loss) for the year ended December 31, 2021                    | -                                                       | -                          | -                 | (71,319)            | 765                                                                                             | (70,554)                                                      | (18,820)                  | (89,374)     |
| BALANCE, DECEMBER 31, 2021                                                                | 916,288                                                 | 6,998                      | 7,306             | (298,490)           | (9,570)                                                                                         | 622,532                                                       | 42,476                    | 665,008      |
| Net loss for the year ended December 31, 2022                                             | -                                                       | -                          | -                 | (56,055)            | -                                                                                               | (56,055)                                                      | (13,744)                  | (69,799)     |
| Other comprehensive income (loss) for the year ended December 31, 2022                    | -                                                       | -                          | -                 | 5,094               | (855)                                                                                           | 4,239                                                         | -                         | 4,239        |
| Total comprehensive income (loss) for the year ended December 31, 2022                    | -                                                       | -                          | -                 | (50,961)            | (855)                                                                                           | (51,816)                                                      | (13,744)                  | (65,560)     |
| Difference between consideration and carrying amount of subsidiaries acquired or disposed | -                                                       | -                          | -                 | (11,128)            | -                                                                                               | (11,128)                                                      | -                         | (11,128)     |
| Increase or decrease in non-controlling interests                                         | -                                                       | -                          | -                 | -                   | -                                                                                               | -                                                             | 15,315                    | 15,315       |
| BALANCE, DECEMBER 31, 2022                                                                | \$ 916,288                                              | \$ 6,998                   | \$ 7,306          | \$ (360,579)        | \$ (10,425)                                                                                     | \$ 559,588                                                    | \$ 44,047                 | \$ 603,635   |

UNIFOSA TECHNOLOGY CO., LTD.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
(In Thousands of New Taiwan Dollars)

|                                                                                      | 2022        | 2021        |
|--------------------------------------------------------------------------------------|-------------|-------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                          |             |             |
| Loss before income tax                                                               | \$ (69,894) | \$ (76,750) |
| Adjustments for:                                                                     |             |             |
| Depreciation expenses                                                                | 16,650      | 15,884      |
| Amortization expenses                                                                | 964         | 963         |
| Interest expenses                                                                    | 973         | 938         |
| Interest income                                                                      | (790)       | (487)       |
| Share of loss of associates and joint ventures accounted for using the equity method | 5,311       | 8,985       |
| Changes in operating assets                                                          |             |             |
| Decrease (increase) in notes receivable from unrelated parties, net                  | (453)       | 915         |
| Decrease (increase) in accounts receivable from unrelated parties, net               | (460)       | 17,718      |
| Decrease in other accounts receivable                                                | 25          | 405         |
| Decrease (increase) in inventories, net                                              | (7,398)     | 3,502       |
| Decrease in prepayments                                                              | 438         | 1,612       |
| Decrease (increase) in other current assets                                          | 14          | (6)         |
| Decrease (increase) in other operating assets                                        | 3,370       | (55)        |
| Changes in operating liabilities                                                     |             |             |
| Increase (decrease) in contract liabilities                                          | 1,419       | (4,706)     |
| Increase (decrease) in notes payable to unrelated parties                            | 315         | (24)        |
| Decrease in accounts payable to unrelated parties                                    | (2,079)     | (15,224)    |
| Increase (decrease) in other payable                                                 | (1,463)     | 1,865       |
| Increase in other current liabilities                                                | 17          | 56          |
| Cash flows used in operations                                                        | (53,041)    | (44,409)    |
| Interest received                                                                    | 790         | 498         |
| Interest paid                                                                        | (850)       | (758)       |
| Income tax refund                                                                    | 22          | 165         |
| Net cash flows used in operating activities                                          | (53,079)    | (44,504)    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                          |             |             |
| Disposal of financial assets measured at amortized cost                              | 17,940      | 13,998      |
| Payments for property, plant and equipment                                           | (1,975)     | (4,890)     |
| Decrease in other non-current assets                                                 | 2,528       | 4,233       |
| Net cash flows used in investing activities                                          | 18,493      | 13,341      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                          |             |             |
| Increase in deposits received                                                        | 52          | -           |
| Repayment of principal portion of lease liabilities                                  | (4,611)     | (4,532)     |
| Changes in non-controlling interests                                                 | 4,187       | -           |
| Other financing activities                                                           | 12,000      | (8,500)     |
| Net cash flows generated from (used in) financing activities                         | 11,628      | (13,032)    |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>                                     | (22,958)    | (44,195)    |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>                        | 223,980     | 268,175     |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>                              | \$ 201,022  | \$ 223,980  |



## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Unifosa Corp.

### Opinion

We have audited the accompanying parent company only financial statements of Unifosa Corp. (the “Company”), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2022 are stated as follows:

#### The Recognition of Sales Revenue

Taiwan's Standards on Auditing (TWSA) presupposes that there is a higher innate risk of fraud that revenue recognition carries, and there may be pressure on management to achieve expected financial goals, resulting in a higher risk of congenital fraud in revenue recognition. In 2022, the sales revenue of the top ten sales customers of Unifosa Corp. accounted for 55.34% of the annual net operating income, which has a relatively significant impact on the parent company only financial statements, therefore, we consider it a key audit matter.

We address the above-mentioned matter by taking main audit procedures as follows:

1. Understand the internal control systems related to such sales transactions, and evaluate the effectiveness of its design and implementation.

2. Understand the customer's background and obtain basic information to assess whether the transaction amount and credit limit are reasonable with the size of the company.
3. Conduct audit tests on customers' purchasing orders and shipping orders, at the same time, check and verify with external shipping documents, receivables write-off records and certificates of receipts and other relevant information to assess whether they meet the conditions for revenue recognition.

#### The Evaluation of Impairment for Investment Using Equity Method (including goodwill and intangible assets)

Unifosa Corp. acquired the control of MORELINK TECHNOLOGY CORPORATION in 2020. As of December 31, 2022, the balance of the investment using equity method of this merger and acquisition the Company has is NT\$66,730 thousand (including goodwill at \$19,800 thousand and intangible assets of 6,737 thousand).

For Unifosa Corp., Morelink Technology Corporation is an independent cash generating unit, and the recoverable amount of investments (including goodwill and intangible assets) using the equity method is measured according to its future operating cash flows. As these assumptions involve management's subjective judgment and may be affected by future industrial and economic outlooks, and are highly uncertain, the Evaluation of impairment of investments using the equity method is listed as a key audit matter. For details of investments using the equity method, please refer to Notes 4, 5 and 6 (5) to the Parent Company Only Financial Statements.

We address the above-mentioned matter by taking main audit procedures as follows:

1. Understand and assess management's procedures for identifying signs of impairment of such assets.
2. Assess the professional competence, competency and objectivity of external evaluation experts commissioned by management. Discuss with management the terms of reference of the evaluation expert and review the terms of his appointment to confirm that there are no matters affecting his objectivity or limiting his scope of work, and that the methodology used by the evaluation expert is consistent with International Accounting Standards and its industry norms.
3. Understand the process and basis for management's estimation of the financial data forecast of the cash generating units belonging to such assets from the future operating outlook.

#### Evaluation for Allowance for Inventory Valuation and Obsolescence Losses

The inventory business content of Unifosa Corp. is divided into memory business group and storage business group, which may affect management's estimation of net realization value and judgment of inventory obsolescence due to fluctuations in market demands and rapid technological changes, so it is listed as a key audit matter. For the valuation of inventory allowances against price declines and obsolete losses, please refer to notes 4, 5 and 6 (4) to the Parent Company Only Financial Statements.

We address the above-mentioned matter by taking main audit procedures as follows:

4. Assess whether the provision policy adopted by management to provide for the allowance for the loss for market price decline and obsolete and slow-moving inventories is reasonable and appropriate.
5. Obtain the breakdown of inventory price declines prepared by management, verify whether it is measured by cost and net realizable value whichever is lower, through sampling, and assess the reasonableness of the net realizable value basis used.
6. Obtain inventory aging analysis reports, evaluate inventory status through sample selection, testing of relevant certificates and by participating in and observing year-end inventory takes, so as to assess the adequacy of the allowance for inventory obsolescence loss.

## **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## **Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements**

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ya-Chuan Chang and Chin-Feng Lin. FSC approval number: Financial Management Certificate Examination No.1050001113

Crowe (TW) CPAs

Taipei, Taiwan  
Republic of China

March 17, 2023

# UNIFOSA CORP.

## PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

|                                                                   |                 | December 31, 2022 |             | December 31, 2021 |             |
|-------------------------------------------------------------------|-----------------|-------------------|-------------|-------------------|-------------|
|                                                                   |                 | Amount            | %           | Amount            | %           |
| ASSETS                                                            |                 |                   |             |                   |             |
| CURRENT ASSETS                                                    |                 |                   |             |                   |             |
| Cash and cash equivalents                                         | Note 6(1)       | \$ 150,797        | 25          | \$ 200,118        | 30          |
| Notes receivable from unrelated parties, net                      | Note 6(3)       | 772               | -           | 344               | -           |
| Accounts receivable from unrelated parties, net                   | Note 6(3)       | 26,417            | 4           | 32,311            | 5           |
| Accounts receivable from related parties, net                     | Note 6(3) and 7 | -                 | -           | 920               | -           |
| Other accounts receivable                                         | Note 6(3) and 7 | 105               | -           | 131               | -           |
| Current tax assets                                                | Note 6(15)      | 16                | -           | 38                | -           |
| Inventories, net                                                  | Note 6(4)       | 39,247            | 7           | 27,868            | 4           |
| Prepayments                                                       |                 | 741               | -           | 715               | -           |
| Other current assets                                              |                 | <u>2</u>          | -           | <u>16</u>         | -           |
| Total current assets                                              |                 | <u>218,097</u>    | <u>36</u>   | <u>262,461</u>    | <u>39</u>   |
| NON-CURRENT ASSETS                                                |                 |                   |             |                   |             |
| Financial assets at fair value through other comprehensive income | Note 6(2)       | 4,575             | 1           | 5,430             | -           |
| Investments accounted for using the equity method                 | Note 6(5)       | 96,620            | 16          | 112,393           | 17          |
| Property, plant and equipment                                     | Note 6(6) and 8 | 265,054           | 43          | 267,860           | 40          |
| Right-of-use assets                                               | Note 6(7)       | 5,402             | 1           | 1,934             | -           |
| Net defined benefit assets                                        | Note 6(10)      | 11,730            | 2           | 8,733             | 2           |
| Other non-current assets                                          |                 | <u>6,825</u>      | <u>1</u>    | <u>9,287</u>      | <u>2</u>    |
| Total non-current assets                                          |                 | <u>390,206</u>    | <u>64</u>   | <u>405,637</u>    | <u>61</u>   |
| TOTAL ASSETS                                                      |                 | <u>\$ 608,303</u> | <u>100</u>  | <u>\$ 668,098</u> | <u>100</u>  |
| LIABILITIES AND EQUITY                                            |                 |                   |             |                   |             |
| CURRENT LIABILITIES                                               |                 |                   |             |                   |             |
| Contract liabilities                                              | Note 6(12)      | \$ 2,047          | -           | \$ 200            | -           |
| Accounts payable to unrelated parties                             |                 | 21,629            | 4           | 23,686            | 4           |
| Other payables                                                    | Note 6(9)       | 15,982            | 3           | 17,378            | 3           |
| Lease liabilities                                                 | Note 6(7)       | 1,312             | -           | 1,504             | -           |
| Other current liabilities                                         |                 | <u>374</u>        | -           | <u>324</u>        | -           |
| Total current liabilities                                         |                 | <u>41,344</u>     | <u>7</u>    | <u>43,092</u>     | <u>7</u>    |
| NON-CURRENT LIABILITIES                                           |                 |                   |             |                   |             |
| Deferred tax liabilities                                          | Note 6(15)      | 2,536             | -           | 1,362             | -           |
| Lease liabilities                                                 | Note 6(7)       | 4,097             | 1           | 426               | -           |
| Deposits received                                                 |                 | <u>738</u>        | -           | <u>686</u>        | -           |
| Total non-current liabilities                                     |                 | <u>7,371</u>      | <u>1</u>    | <u>2,474</u>      | -           |
| Total liabilities                                                 |                 | <u>48,715</u>     | <u>8</u>    | <u>45,566</u>     | <u>7</u>    |
| EQUITY                                                            |                 |                   |             |                   |             |
| Share capital                                                     | Note 6(11)      | 916,288           | 151         | 916,288           | 137         |
| Additional paid-in capital                                        | Note 6(11)      | 6,998             | 1           | 6,998             | 1           |
| Retained earnings                                                 | Note 6(11)      |                   |             |                   |             |
| Legal reserve                                                     |                 | 7,306             | 1           | 7,306             | 1           |
| Accumulated deficit                                               |                 | <u>(360,579)</u>  | <u>(59)</u> | <u>(298,490)</u>  | <u>(45)</u> |
| Total retained earnings                                           |                 | <u>(353,272)</u>  | <u>(58)</u> | <u>(291,184)</u>  | <u>(44)</u> |
| Other equity interest                                             | Note 6(11)      | <u>(10,425)</u>   | <u>(2)</u>  | <u>(9,570)</u>    | <u>(1)</u>  |
| Total equity                                                      |                 | <u>559,588</u>    | <u>92</u>   | <u>622,532</u>    | <u>93</u>   |
| TOTAL LIABILITIES AND EQUITY                                      |                 | <u>\$ 608,303</u> | <u>100</u>  | <u>\$ 668,098</u> | <u>100</u>  |

# UNIFOSA CORP.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

|                                                                                                             |                  | 2022       |      | 2021       |      |
|-------------------------------------------------------------------------------------------------------------|------------------|------------|------|------------|------|
|                                                                                                             |                  | Amount     | %    | Amount     | %    |
| OPERATING REVENUE                                                                                           | Note 6(12) and 7 | \$ 302,089 | 100  | \$ 277,308 | 100  |
| OPERATING COSTS                                                                                             | Note 6(4 and 13) | (262,517)  | (87) | (233,365)  | (84) |
| Gross profit from operations                                                                                |                  | 39,572     | 13   | 43,943     | 16   |
| Unrealized gain (loss) from sale                                                                            | Note 6(5)        | (9)        | -    | 150        | -    |
| Realized loss from sale                                                                                     | Note 6(5)        | (150)      | -    | (118)      | -    |
| GROSS PROFIT, NET                                                                                           |                  | 39,413     | 13   | 43,975     | 16   |
| OPERATING EXPENSES                                                                                          | Note 6(13) and 7 |            |      |            |      |
| Selling and marketing expenses                                                                              |                  | (20,113)   | (7)  | (19,892)   | (7)  |
| General and administrative expenses                                                                         |                  | (38,272)   | (12) | (34,637)   | (13) |
| Research and development expenses                                                                           |                  | (14,513)   | (5)  | (14,974)   | (5)  |
| Total operating expenses                                                                                    |                  | (72,898)   | (24) | (69,503)   | (25) |
| LOSS FROM OPERATIONS                                                                                        |                  | (33,485)   | (11) | (25,528)   | (9)  |
| NON-OPERATING INCOME AND EXPENSES                                                                           |                  |            |      |            |      |
| Interest income                                                                                             |                  | 611        | -    | 285        | -    |
| Other gains and losses                                                                                      | Note 6(14) and 7 | 15,053     | 5    | 10,413     | 4    |
| Finance costs                                                                                               |                  | (34)       | -    | (36)       | -    |
| Share of loss (profit) of subsidiaries, associates and joint ventures accounted for using the equity method | Note 6(5)        | (38,299)   | (13) | (43,110)   | (15) |
| Total non-operating income and expenses                                                                     |                  | (22,669)   | (8)  | (32,448)   | (11) |

(Continued)

|                                                                                                              |            | 2022               |             | 2021               |             |
|--------------------------------------------------------------------------------------------------------------|------------|--------------------|-------------|--------------------|-------------|
|                                                                                                              |            | Amount             | %           | Amount             | %           |
| LOSS BEFORE INCOME TAX                                                                                       |            | (56,154)           | (19)        | (57,976)           | (20)        |
| INCOME TAX EXPENSE                                                                                           | Note 6(15) | 99                 | -           | (13,208)           | (5)         |
| NET LOSS                                                                                                     |            | (56,055)           | (19)        | (71,184)           | (25)        |
| OTHER COMPREHENSIVE INCOME<br>(LOSS)                                                                         |            |                    |             |                    |             |
| Items that will not be reclassified<br>subsequently to profit or loss:                                       |            |                    |             |                    |             |
| Remeasurement of defined benefit plans                                                                       | Note 6(10) | 6,367              | 2           | (168)              | -           |
| Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income | Note 6(11) | (855)              | -           | 765                | -           |
| Income tax relating to items that will not be reclassified subsequently to profit or loss                    | Note 6(15) | (1,273)            | -           | 33                 | -           |
| Other comprehensive income for the year, net of income tax                                                   |            | 4,239              | 2           | 630                | -           |
| TOTAL COMPREHENSIVE INCOME<br>FOR THE YEAR                                                                   |            | <u>\$ (51,816)</u> | <u>(17)</u> | <u>\$ (70,554)</u> | <u>(25)</u> |
| EARNINGS PER SHARE                                                                                           | Note 6(16) |                    |             |                    |             |
| Basic earnings per share                                                                                     |            | <u>\$ (0.61)</u>   |             | <u>\$ (0.78)</u>   |             |

UNIFOSA CORP.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

|                                                                                           | Share Capital | Additional paid-in capital | Retained Earnings |                     | Other Equity Items                                                                              | Total Equity |
|-------------------------------------------------------------------------------------------|---------------|----------------------------|-------------------|---------------------|-------------------------------------------------------------------------------------------------|--------------|
|                                                                                           |               |                            | Legal Reserve     | Accumulated deficit | Unrealized losses on financial assets measured at fair value through other comprehensive income |              |
| BALANCE, JANUARY 1, 2021                                                                  | \$ 916,288    | \$ -                       | \$ 7,306          | \$ (227,171)        | \$ (10,335)                                                                                     | \$ 686,088   |
| Changes in equity of associates and joint ventures accounted for using the equity method  |               | 6,998                      |                   |                     |                                                                                                 | 6,998        |
| Net loss for the year ended December 31, 2021                                             | -             | -                          | -                 | (71,184)            | -                                                                                               | (71,184)     |
| Other comprehensive income (loss) for the year ended December 31, 2021                    | -             | -                          | -                 | (135)               | 765                                                                                             | 630          |
| Total comprehensive income (loss) for the year ended December 31, 2021                    | -             | -                          | -                 | (71,319)            | 765                                                                                             | (70,554)     |
| BALANCE, DECEMBER 31, 2021                                                                | 916,288       | 6,998                      | 7,306             | (298,490)           | (9,570)                                                                                         | 622,532      |
| Net loss for the year ended December 31, 2022                                             | -             | -                          | -                 | (56,055)            | -                                                                                               | (56,055)     |
| Other comprehensive income (loss) for the year ended December 31, 2022                    | -             | -                          | -                 | 5,094               | (855)                                                                                           | 4,239        |
| Total comprehensive income (loss) for the year ended December 31, 2022                    | -             | -                          | -                 | (50,961)            | (855)                                                                                           | (51,816)     |
| Difference between consideration and carrying amount of subsidiaries acquired or disposed |               |                            |                   | (11,128)            |                                                                                                 | (11,128)     |
| BALANCE, DECEMBER 31, 2022                                                                | \$ 916,288    | \$ 6,998                   | \$ 7,306          | \$ (360,579)        | \$ (10,425)                                                                                     | \$ 559,588   |



# UNIFOSA CORP.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

|                                                                                                         | 2022        | 2021        |
|---------------------------------------------------------------------------------------------------------|-------------|-------------|
| CASH FLOWS FROM OPERATING ACTIVITIES                                                                    |             |             |
| Loss before income tax                                                                                  | \$ (56,154) | \$ (57,976) |
| Adjustments for:                                                                                        |             |             |
| Depreciation expenses                                                                                   | 4,325       | 4,290       |
| Interest expenses                                                                                       | 34          | 36          |
| Interest income                                                                                         | (611)       | (285)       |
| Share of loss (profit) of subsidiaries, associates and joint ventures accounted for using equity method | 38,299      | 43,110      |
| Unrealized gain (loss) from sale                                                                        | 9           | (150)       |
| Realized loss from sale                                                                                 | 150         | 118         |
| Changes in operating assets                                                                             |             |             |
| Decrease (increase) in notes receivable from unrelated parties, net                                     | (428)       | 915         |
| Decrease (increase) in accounts receivable from unrelated parties, net                                  | 5,894       | 13,659      |
| Decrease (increase) in accounts receivable from related parties, net                                    | 920         | (869)       |
| Decrease (increase) in other accounts receivable                                                        | 26          | (129)       |
| Decrease (increase) in inventories, net                                                                 | (11,379)    | (3,955)     |
| Decrease (increase) in prepayments                                                                      | (26)        | 193         |
| Decrease (increase) in other current assets                                                             | 14          | (6)         |
| Decrease (increase) in other operating assets                                                           | 3,370       | (55)        |
| Changes in operating liabilities                                                                        |             |             |
| Increase (decrease) in contract liabilities                                                             | 1,847       | (4)         |
| Increase (decrease) in notes payable to unrelated parties                                               | -           | (24)        |
| Increase (decrease) in accounts payable to unrelated parties                                            | (2,057)     | (11,980)    |
| Increase (decrease) in other payable                                                                    | (1,396)     | 2,011       |
| Increase (decrease) in other current liabilities                                                        | 50          | 29          |
| Cash generated from operations                                                                          | (17,113)    | (11,072)    |
| Interest received                                                                                       | 611         | 285         |
| Interest paid                                                                                           | (34)        | (36)        |
| Income tax refund                                                                                       | 22          | 165         |
| Net cash flows used in operating activities                                                             | (16,514)    | (10,658)    |

(Continued)

|                                                              | <u>2022</u>       | <u>2021</u>       |
|--------------------------------------------------------------|-------------------|-------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES                         |                   |                   |
| Acquisition of investments accounted for using equity method | (33,813)          | -                 |
| Payments for property, plant and equipment                   | -                 | (1,047)           |
| Decrease in other non-current assets                         | 2,462             | 748               |
| Net cash flows used in investing activities                  | <u>(31,351)</u>   | <u>(299)</u>      |
| CASH FLOWS FROM FINANCING ACTIVITIES                         |                   |                   |
| Increase in deposits received                                | 52                | -                 |
| Repayment of principal portion of lease liabilities          | (1,508)           | (1,494)           |
| Net cash flows used in financing activities                  | <u>(1,456)</u>    | <u>(1,494)</u>    |
| NET DECREASE IN CASH AND CASH EQUIVALENTS                    | <u>(49,321)</u>   | <u>(12,451)</u>   |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR       | <u>200,118</u>    | <u>212,569</u>    |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR             | <u>\$ 150,797</u> | <u>\$ 200,118</u> |

● **Annex 4**

**Unifosa Corp.**  
**Deficit Compensation Statement**  
**2022**

Unit: NTD\$

| Items                                                                                                             | Total         |
|-------------------------------------------------------------------------------------------------------------------|---------------|
| Unappropriated retained earnings (or accumulated deficit) of prior years                                          | (298,490,190) |
| The difference between the actual acquisition or disposal of the subsidiary company's equity price and book value | (11,128,653)  |
| Remeasurements of the net defined benefit plan                                                                    | 5,093,889     |
| Adjusted retained earnings - unappropriated                                                                       | (304,524,954) |
| Loss after tax for 2022                                                                                           | (56,054,479)  |
| Deficit yet to be compensated – at the end of 2022                                                                | (360,579,433) |

Chairman : Chen, Ching-jong

General Manager : Chen, Ching-jong

Accounting Department Manager : Chen, Hsiu yu

● Annex 5

Unifosa Corp.

「 Rules and Procedures of Shareholders' Meeting 」

Comparison table of provisions before and after amendment

| Terms     | Original clause                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Amended provision                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Correction reason                                                                                                                          |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| Article 3 | <p>(Convening shareholders meetings and shareholders meeting notices)<br/>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby <u>as well as being distributed on-site at the meeting place.</u></p> | <p>(Convening shareholders meetings and shareholders meeting notices)<br/>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p><u>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda</p> | <p>In order to cooperate with the GreTai Securities Market (GTSM) on March 11, 2022, Zheng gui jianzi No. 11100543771 Letter Amendmen.</p> |

|           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p> <p><u>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <ol style="list-style-type: none"> <li><u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u></li> <li><u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></li> <li><u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></li> </ol> <p>Notice of convening of the shareholders' meeting <u>referred to in the preceding paragraph</u>, for holders of less than 1,000 registered shares, shall be entered into the MOPS for announcement.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>(omitted below)</p> |  |
| Article 4 | <p>(Entrusts to attend the shareholders' meeting and authorizes)</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> | <p>(Entrusts to attend the shareholders' meeting and authorizes)</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |

|           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|           | <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>                                                                                        | <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person <u>or to exercise voting rights by correspondence or electronically</u>, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p> |  |
| Article 5 | <p>(Principles determining the time and place of a shareholders meeting)</p> <p>The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> | <p>(Principles determining the time and place of a shareholders meeting)</p> <p>The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u></p>                                                                                                                                                                                                                    |  |
| Article 6 | <p>(Preparation of documents such as the attendance book)</p>                                                                                                                                                                                                                                                                                                                                                                                                     | <p>(Preparation of documents such as the attendance book)</p> <p><u>This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u></p> <p><u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For</u></p>                                                                                       |  |

|  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  |  | <p><u>virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p> <p>This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.</p> <p>Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> |  |
|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

|             |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
|-------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Article 6-1 | None | <p><u>(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)</u></p> <p><u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <ol style="list-style-type: none"> <li>1. <u>How shareholders attend the virtual meeting and exercise their rights.</u></li> <li>2. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <ol style="list-style-type: none"> <li>A. <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></li> <li>B. <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></li> <li>C. <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></li> <li>D. <u>Actions to be taken if the</u></li> </ol> </li> </ol> |  |
|-------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|



|           |                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|           |                                                                                                                                                                                                                                                                                                                                                                     | <p><u>outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p>3. <u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
| Article 8 | <p>(Documentation of a shareholders meeting by audio or video)</p> <p>The company shall record the whole meeting of the shareholders' meeting by audio or video recording for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> | <p>(Documentation of a shareholders meeting by audio or video)</p> <p>The company shall record the whole meeting of the shareholders' meeting by audio or video recording for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p> |  |
| Article 9 | <p>(calculation and meeting of shareholders' meeting)</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are</p>                  | <p>(calculation and meeting of shareholders' meeting)</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |

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|            | <p>exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p> | <p><u>platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p> |
| Article 11 | <p>(omitted above)</p> <p>After an attending shareholder has spoken, the chair may respond in person</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>(omitted above)</p> <p>After an attending shareholder has spoken, the chair may respond in person</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

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|            | or direct relevant personnel to respond.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| Article 13 | <p>(Voting, invigilation and counting of motions)</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 <u>and Article 197-1, paragraph 2</u> of the Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the</p> | <p>(Voting, invigilation and counting of motions)</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the</p> |  |

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| <p>one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders.</p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other</p> | <p>one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, <u>followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</u></p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other</p> |  |
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|  | <p>proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> | <p>proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the</u></p> |  |
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|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <u>original proposals or exercise voting rights on amendments to the original proposal.</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| Article 15 | <p>(Minutes and signatures)</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.</p> | <p>(Minutes and signatures)</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending</u></p> |  |

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|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <u>a virtual-only shareholders meeting online.</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| Article 16 | <p>(Public disclosure)</p> <p>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.</p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</p> | <p>(Public disclosure)</p> <p>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and</u> shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</p> |  |
| Article 19 | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p><u>(Disclosure of information at virtual meetings)</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |

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| Article 20 | None | <p><u>(Location of the chair and secretary of virtual-only shareholders meeting)</u></p> <p><u>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Article 21 | None | <p><u>(Handling of disconnection)</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the</u></p> |



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|  |  | <p><u>affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder</u></p> |  |
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|            |                                                                                                                                                                                               | <u>Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations</u><br><u>hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u> |  |
| Article 22 | None                                                                                                                                                                                          | <u>(Handling of digital divide)</u><br><u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>                                                                                                        |  |
| Article 23 | Article <u>19</u><br>These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. | Article <u>23</u><br>These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.                                                                                                                                                                            |  |

● **Annex 6**

**Unifosa Corp.**

**The Board of Directors nominated the list of independent director candidates for the 2023 General Meeting of Shareholders**

| Director Category    | Name of nominated candidate | Education                                                | Experience                                                                                                                                                         | Other Position                                                                                            | Reasons for Continuing to Nominate Independent Directors for Three Consecutive Terms | Shares |
|----------------------|-----------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------|
| Independent Director | Wu Xue-Min                  | Master of University of Chicago Booth School of Business | <ul style="list-style-type: none"> <li>• Chief Auditor of TECO Corporation</li> <li>• Deputy General Manager of Audit Office of Dachan Great Wall Group</li> </ul> | <ul style="list-style-type: none"> <li>• Independent Director of of Princeton Technology Corp.</li> </ul> | Not Applicable                                                                       | 0      |

● **Annex 7**

**Unifosa Corp.**

**The new independent director lifts the non-compete content**

| Director Category    | Name of candidate | Other Position                                        |
|----------------------|-------------------|-------------------------------------------------------|
| Independent Director | Wu Xue-Min        | Independent Director of of Princeton Technology Corp. |