



Unifosa Corp.

2023 Annual Shareholders' Meeting Meeting Handbook

MEETING TIME : Jun 9, 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)**

Notice to readers

This English-version meeting handbook is translation of the Chinese version. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

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Unifosa Corp.
Year 2023 Agenda of Annual Meeting of Shareholders

Time : 09:00 a.m. on (Friday), Jun 9, 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

Meeting Agenda :

I. Call the Meeting to Order (Report the total number of shares attending)

II. Chairperson Remarks

III. Report Items

1. 2022 Business Report
2. Audit committee's review of the 2022 annual final accounting ledgers and statements

IV. Ratification Items

1. Adoption of the 2022 business report and financial statements
2. Adoption of the proposal for 2022 deficit compensation

V. Discussion Items

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

VI. Election Matters

1. By-election of independent directors of the company

VII. Other Matters

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

VIII. Questions and Motions

IX. Adjournment

Report Items

《Report No. 1》

2022 Business Report.

Explanation :

The 2022 Business Report is attached as pp. [6-8], 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 attached as pp. [9], Annex 2.

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 attached as pp. [6-8], Annex 1.
3. The financial report and deficit compensation statement is attached as pp. [10-28], Annex 3 and Annex 4.

Ratification :

《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 attached as pp. [28], Annex 4.

Ratification :

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 attached as pp. [29-43], Annex 5.

Ratification :

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 attached as pp. [44], Annex 6.

Voting Results :

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 attached as pp. [45], Annex 7.

Ratification :

Questions and Motions

Adjournment

● Annex 1

Unifosa Corp. Business Report

Operating Performance in 2022

1. Business plan implementation results

Unit: NT\$ Thousand

Item	2022	2021	increase (Reduce)	increase (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)

(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>-</u>	<u>16</u>	<u>-</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>-</u>	<u>525</u>	<u>-</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					
Total equity	Note 6(13)	<u>44,047</u>	<u>6</u>	<u>42,476</u>	<u>6</u>
		<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
CASH FLOWS FROM OPERATING ACTIVITIES		
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)
CASH FLOWS FROM INVESTING ACTIVITIES		
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
CASH FLOWS FROM FINANCING ACTIVITIES		
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)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(22,958)	(44,195)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	223,980	268,175
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 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>-</u>	<u>16</u>	<u>-</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>-</u>	<u>324</u>	<u>-</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>-</u>	<u>686</u>	<u>-</u>
Total non-current liabilities		<u>7,371</u>	<u>1</u>	<u>2,474</u>	<u>-</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)	<u>(262,517)</u>	<u>(87)</u>	<u>(233,365)</u>	<u>(84)</u>
Gross profit from operations		<u>39,572</u>	<u>13</u>	<u>43,943</u>	<u>16</u>
Unrealized gain (loss) from sale	Note 6(5)	<u>(9)</u>	<u>-</u>	<u>150</u>	<u>-</u>
Realized loss from sale	Note 6(5)	<u>(150)</u>	<u>-</u>	<u>(118)</u>	<u>-</u>
GROSS PROFIT, NET		<u>39,413</u>	<u>13</u>	<u>43,975</u>	<u>16</u>
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		<u>(14,513)</u>	<u>(5)</u>	<u>(14,974)</u>	<u>(5)</u>
Total operating expenses		<u>(72,898)</u>	<u>(24)</u>	<u>(69,503)</u>	<u>(25)</u>
LOSS FROM OPERATIONS		<u>(33,485)</u>	<u>(11)</u>	<u>(25,528)</u>	<u>(9)</u>
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)	<u>(38,299)</u>	<u>(13)</u>	<u>(43,110)</u>	<u>(15)</u>
Total non-operating income and expenses		<u>(22,669)</u>	<u>(8)</u>	<u>(32,448)</u>	<u>(11)</u>

(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 (LOSS)					
Items that will not be reclassified 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 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	(49,321)	(12,451)
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) 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) 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"> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> <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 <u>or his authorized agent (hereinafter referred to as the shareholder)</u> 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>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. <u>This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders.</u> 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>
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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"> 1. <u>How shareholders attend the virtual meeting and exercise their rights.</u> 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"> 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> B. <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> 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> D. <u>Actions to be taken if the</u> 	
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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 exercised by correspondence or</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 platform, plus the number of shares</u></p>	

	<p>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>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 or direct relevant personnel to respond.</p>	<p>(omitted above)</p> <p>After an attending shareholder has spoken, the chair may respond in person 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 of the Company Act.</u></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 one received earliest shall prevail, except when a declaration is made to cancel 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 one received earliest shall prevail, except when a declaration is made to cancel the</p>	

<p>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 proposals will then be deemed rejected, and no further voting shall be required.</p>	<p>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 proposals will then be deemed rejected, and no further voting shall be required.</p>	
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	<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>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 original proposals or exercise voting rights on amendments to the original</u></p>	
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		<u>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 a virtual-only shareholders meeting online.</u></p>	

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 shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</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>	
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</u></p>	

		<p><u>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 affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and</u></p>	

		<p><u>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 Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the</u></p>	
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		<u>Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>	
Article 22	None	<u>(Handling of digital divide)</u> <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> 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> 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"> • Chief Auditor of TECO Corporation • Deputy General Manager of Audit Office of Dachan Great Wall Group 	<ul style="list-style-type: none"> • Independent Director of of Princeton Technology Corp. 	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.

● Appendices 1

Unifosa CORP. Articles of Incorporation Chapter I General Provisions

- Article 1 The Company, organized under the Company Act as a Company limited by shares, and shall be named Unifosa CORP. (hereinafter, “the Company”).
- Article 2 The Company’s scope of business is as follows:
001 CB01020 Office Machines Manufacturing
002 CC01060 Wired Communication Equipment and Apparatus Manufacturing
003 CC01070 Telecommunication Equipment and Apparatus Manufacturing
004 CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
005 CC01080 Electronic Parts and Components Manufacturing
006 CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
007 CC01110 Computers and Computing Peripheral Equipments Manufacturing
008 CE01030 Photographic and Optical Equipment Manufacturing
009 E605010 Computing Equipments Installation Construction
010 E701030 Restrained Telecom Radio Frequency Equipments and Materials Construction
011 E701040 Basic Telecommunications Equipment Construction
012 F113050 Wholesale of Computing and Business Machinery Equipment
013 F113070 Wholesale of Telecom Instruments
014 F114030 Wholesale of Motor Vehicle Parts and Supplies
015 F116010 Wholesale of Photographic Equipment
016 F118010 Wholesale of Computer Software
F17 F119010 Wholesale of Electronic Materials
018 F213030 Retail sale of Computing and Business Machinery Equipment
019 F213060 Retail Sale of Telecom Instruments
020 F214030 Retail Sale of Motor Vehicle Parts and Supplies
021 F216010 Retail Sale of Photographic Equipment
022 F218010 Retail Sale of Computer Software
023 F219010 Retail Sale of Electronic Materials
024 F401010 International Trade
025 F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
026 F601010 Intellectual Property
027 I199990 Other Consultancy
028 I301010 Software Design Services
029 I501010 Product Designing
030 ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company is headquartered in Taipei City, Taiwan and when necessary may establish branches or subsidiaries at home and abroad according to resolutions by the board of directors.
- Article 4 Deleted

Chapter II Shares

- Article 5 The authorized capital of the Company is NT\$2 billion, consisting of 200 million shares, all of common stock, with a par value of NT\$10 per share. The shares in separate installments as required. Of which NT\$30 million are consisting of 3 million shares, reserved to served as subscription warrants for employees.

- Article 6 The total amount of the re-investment of the company shall not be subject to the restriction of article 13 of the company law that the re-investment shall not exceed 40% of the paid-in share capital. The board of directors shall be authorized to make operational decisions on the reinvestment.
- Article 7 The share certificates of the Company shall without exception be in registered form, signed or sealed by the director representing the company and authenticated by the competent governmental authority upon issuance.
Shares issued by the Company need not be in certificate form. However the Company shall request the securities central depository institution for custody or registration of the certificates issued.
- Article 7-1 Deleted
- Article 8 When the shares are transferred, the assignor and assignee shall fill in the application form, sign and seal the delivery, and send the company to apply for transfer of ownership. Prior to the completion of the transfer procedures, the transfer shall not be against the company.
- Article 9 The handling of the company's stock affairs shall be conducted in accordance with the company law and the " Regulations Governing the Administration of Shareholder Services of Public Companies " promulgated by the competent authority.
- Article 10 Transfer of shares shall be suspended within 60 days before any general shareholders' meeting, within 30 days before any special shareholders' meeting, and within five days before the base date on which dividends, bonuses or other interest are scheduled to be paid by the Company.

Chapter III

Shareholders' Meeting

- Article 11 The shareholders' meeting of the company is divided into the following two types:
1. The regular meeting of shareholders shall be convened within six months after the end of each fiscal year.
2. Extraordinary shareholders meetings may be called in accordance and whenever necessary.
The shareholders' meetings of the Company may be held by video conference or other means announced by the central competent authority. The conditions, operating procedures and other matters to be followed for the adoption of a video shareholders' meeting shall be in accordance with the relevant regulations of the competent securities authorities.
- Article 12 The shareholders' meeting shall be convened .The meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair, the shareholders' meeting shall be convened by others who have the right to convene a meeting and he or she shall be the chairman. If there is more than one person with the rights to convene a shareholders' meeting, they shall nominate a chairman from among themselves.
- Article 13 Thirty days before the convening of the regular shareholders meeting or 15 days before the convening of a extraordinary shareholders meeting. Inform all shareholders of the date, place and call of the meeting.
- Article 14 If the shareholder is unable to attend the shareholders' meeting for any reason, and entrusts an

agent to attend the meeting, the entrustment letter issued by the company shall be issued, specifying the scope of authorization and entrusting an agent to attend the meeting.

Article 15 Each shareholder of the Company is entitled to one vote per share, unless otherwise provided by applicable law or regulation.

Article 16 Except as otherwise provided by Company Act or relevant regulations, no resolution shall be adopted at a shareholders' meeting unless it is attended by shareholders holding and representing over one-half of all issued and outstanding shares and at which meeting over one-half of the votes held by shareholders present cast in favor of such resolution.

Article 16-1 Resolutions of the shareholders' meeting shall be made into a recorded, signed or sealed by the chairman, and distributed to all shareholders within 20 days after the meeting. The distribution of the aforesaid minutes may be made by way of public announcement.
The minutes shall record the year, month, day, place of the meeting, name of the chairman, method of resolution, main points and results of the discussion, and shall be kept permanently during the existence of the company.

Chapter IV Board of Directors

Article 17 The Company shall have seven to nine directors, with three-year office term. The board of shareholders shall elect any person who has the capacity to act and may continue in office if re-elected.

Directors are elected and appointed by the shareholders' meeting from candidates in accordance with the candidate nomination system.

Article 17-1 Pursuant to Article 14-2 of the Securities and Exchange Act, among the number of directors referred to in the preceding article, there shall be no less than three independent directors, independent directors are elected and appointed by the shareholders' meeting from candidates in accordance with the candidate nomination system. Their professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall follow the regulation of the competent authority in charge of securities affairs..

Article 17-2 Pursuant to Article 14-4 of the Securities and Exchange Act, the audit committee shall be composed of all independent directors and shall be responsible for the enforcement of the functions and powers of the supervisors as stipulated in the company law, the securities and exchange act and other laws.

The audit committee shall include at least one independent director with accounting or finance and one of the directors shall serve as the convenor.

The resolution of the audit committee shall be approved by more than half of the members.

Article 18 The board of directors shall be organized by the directors with the following functions and powers:

1. Manufacturing business plan.
2. Propose profit distribution or a plan for recovery of losses.
3. Propose to increase or decrease Company capital.
4. Set up important rules and Company organizational structures.
5. To appoint and remove the general manager and manager of the company.
6. Establishment and termination of branches.
7. To formulate budgets and final accounts.
8. Other functions and powers assigned according to the company law or resolutions of the

board of shareholders.

- Article 19 The board of directors shall consist of the directors of the Company; the chairman of the board of directors shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. The chairman of the board of directors shall represent the Company in external matters.
- Article 20 Unless otherwise provided for in the company law, the board of directors shall be convened by the chairman. Except as otherwise provided in the company law, a majority of the directors shall be present at the resolution of the board of directors, it shall be executed with the consent of more than half of the directors present. When the board of directors meets, if the meeting is held by video conference, the directors who attend the meeting by video conference shall be deemed to attend the meeting in person.
- Article 21 The chairman is the chairman of the board. If the chairman is on leave or cannot exercise his/her functions and powers for any reason, he/she shall appoint one director to act for him/her. If the chairman of the board of directors has not appointed an agent, where directors elect one representative from each other, the director shall attend the board of directors in person, if the director is unable to attend for any reason, other directors shall be appointed as be appointed as entrust. The agent referred to in the preceding paragraph shall be entrusted by only one person.
- Article 22 Deleted
- Article 22-1 Deleted
- Article 23 Remuneration of the directors of the company authorizes the board of directors to agree to pay according to the director's participation in the company's operations and the value of his contribution to the company's operations, as well as the normal level of the industry.
- Article 23-1 The company shall purchase liability insurance for directors.
- Article 24 The company shall have one general manager. The appointment and removal of the general manager shall be approved by more than half of the directors.
- Article 25 The general manager shall preside over the business of the company in accordance with the resolutions of the board of directors.

Chapter V Accounting

- Article 26 The company fiscal year is from January 1st to December 31st each year. The final accounts shall be handled at the end of each year.
- Article 27 The company shall, at the end of each fiscal year in accordance with article 228 of the company law, the following tables shall be prepared by the board of directors, it shall be submitted to the audit committee for examination 30 days before the regular meeting of shareholders, and the audit committee shall issue a report and submit it to the regular meeting of shareholders for approval.
1. the business report;
 2. the financial statements; and
 3. the surplus earning distribution or loss off-setting proposals.
- Article 28 The distribution of dividends and bonuses shall be subject to the proportion of shares held by

each shareholder. No dividend or bonus shall be distributed when the company has no surplus.

Article 29 If the company makes profits in the year, 5% to 15% should be appropriated for employee remuneration and no more than 2% for director remuneration; Employee remuneration issued to stock or cash may include employees of controlled or subordinate companies who meet certain conditions, such conditions shall be prescribed by the chairman.

Article 29-1 If there is any surplus in the company's annual final accounts, 10% of the company's legal surplus reserves shall be allocated in addition to the taxes paid and the losses made in previous years. However, if the legal surplus reserve has reached the amount of paid-in capital of the company, it shall not be subject to this limitation, if there is a balance, and the undistributed surplus accumulated in the previous period is added to the balance, the surplus may be retained and distributed separately in the following year, the board of directors shall draw up a proposal for surplus distribution according to the company's dividend policy, If it is done by issuing new shares, it shall be distributed after the resolution of the shareholders' meeting. The company distributes dividends and bonuses or all or part of the statutory surplus reserve and capital reserve, If the payment is made in cash, the empowered board of directors shall act upon the presence of more than two-thirds of the directors and the consent of more than half of the directors present, and shall report to the shareholders' meeting.

Article 29-2 The object of the transfer of shares purchased by the Company according to law, to whom the employee stock warrants are issued, the issuance of new shares to purchase shares, and the issuance of new shares with restricted employee rights all include employees of controlled or subordinate companies who meet certain conditions, such conditions shall be prescribed by the chairman.

Chapter VI Accounting

Article 30 Deleted

Article 31 The company may engage in external assurance business in accordance with government regulations.

Article 32 The company's organizational rules and regulations are separately stipulated.

Article 33 Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.

• Appendices 2

Unifosa CORP. Rules and Procedures of Shareholders' Meeting

The revision date : August 25 ,2021

- Article 1 (Basis)
To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
- Article 3 (Convening shareholders meetings and shareholders meeting notices)
Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
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 as well as being distributed on-site at the meeting place.
Notice of convening of the shareholders' meeting referred to in the preceding paragraph, for holders of less than 1,000 registered shares, shall be entered into the MOPS for announcement.
The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of

the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

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

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

Article 4 (Entrusts to attend the shareholders' meeting and authorizes)

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 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.

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.

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

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

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

This Corporation shall furnish the attending shareholders or his authorized agent

(hereinafter referred to as the shareholder) with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

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.

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.

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

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

The shareholders' meeting convened by the board of directors shall be attended by more than half of the directors of the board of directors.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

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

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

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.

Article 9 (calculation and meeting of shareholders' meeting)

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 exercised by correspondence or electronically.

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

represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

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.

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

Article 10 (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

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

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

Article 11 (Shareholder speech)

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

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

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

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

When a juristic person shareholder appoints two or more representatives to attend a

shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

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

Article 12 (Calculation of voting shares and recusal system)

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

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

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

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

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 (Voting, invigilation and counting of motions)

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

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

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 one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, 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.

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.

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

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

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

Article 14 (Election of directors and supervisors)

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 (Minutes and signatures)

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

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

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

Article 16 (Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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

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

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

Article 18 (Recess and resumption of a shareholders meeting)

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

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 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.

● Appendices 3

Unifosa CORP. Regulations for Election of the Directors

The revision date : August 25 ,2021

- Article 1 Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.
- Article 2 The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
The election of independent directors and non-independent directors shall be held together, however, the number of independent directors and non-independent directors elected shall be calculated separately.
- Article 3 The directors shall be elected by the shareholders' meeting from among the persons with disposing capacity. In accordance with the number of votes specified in the company's articles of association and the results of election votes, the directors with more voting rights shall be elected as independent and non-independent directors respectively.
If two or more candidates receive the same number of votes beyond a quota, the winner shall be determined through lot-drawing. The lot may be drawn by the chairman on behalf of the absentees.
- Article 4 The Company's directors shall be elected by adopting the candidate nomination system and shareholders elect directors from the list of candidates.
The company shall, prior to the closing of the share transfer before the shareholders' meeting, make a public announcement of the period for accepting nominations of directors' candidates, the number of candidates to be selected, the place for acceptance and other necessary matters, and the period for acceptance shall not be less than 10 days.
The board of directors of the company or shareholders holding more than one percent of the total issued shares may submit a list of candidates for directors to the company in writing. The number of nominations shall not exceed the number of directors to be elected; The same applies to the number of candidates nominated by the board of directors.
Other matters to be complied with shall be handled in accordance with the relevant provisions of the company law and the securities regulatory authority.
- Article 5 The following relationships may not exist among more than half of the Company's directors:
1. A spousal relationship.
2. A familial relationship within the second degree of kinship.
When there are some disqualified ones among the directors, the disqualified one who receives the lowest number of votes shall be deemed invalid.
- Article 6 The convening right holder shall prepare the same voting ballot as the number of directors to be elected, fill in the number of votes, and distribute it to the shareholders attending the shareholders meeting. The name of the elector may be

replaced by the attendance card number printed on the ballot.

- Article 7 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- Article 8 The convening right holder shall prepare the ballot box which shall be examined by the inspectors in public during directors' election.
- Article 9 The elector must fill in the name or account of the electee in the "candidate" column of the ballot. However, when a government or legal person shareholder is an elected person, the name of the government or legal person should be entered in the account of the elected person in the ballot, and the name of the government or legal person and the name of its representative may also be entered; when there are several representatives, The name of the representative should be added separately.
- Article 10 A ballot is invalid under any of the following circumstances:
(1) Do not use ballots prepared by a person with the right to convene.
(2) A blank ballot is placed in the ballot box.
(3) The writing is unclear and indecipherable or has been altered.
(4) The filled-in candidate list is not consistent with the list of director candidates.
(5) In addition to filling in the candidate's name or account name, other characters are also written.
(6) The number of candidates filled in the ballot being two or more.
- Article 11 The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.
- Article 12 The board of directors of this Corporation shall issue notifications to the persons elected as directors.
- Article 13 For items not provided in the Rules, the Company Act, and other relevant laws and regulations shall govern.
- Article 14 These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.

● Appendices 4

Number of shares held by all and individual directors (including independent directors of the audit committee)

1. The minimum number of shares that all directors should hold

- (1) The company's paid-in capital is NT 916,288,330 and the number of issued shares is 91,628,833.
- (2) The company has three independent directors and an audit committee is set up in accordance with Article 14-4 of the Securities and Exchange Act. According to laws and regulations, except for the non-applicable regulations that the number of shares held by supervisors should not be less than a certain ratio, independent directors The shareholding ratio of all directors of the company is reduced to 80% of the prescribed ratio. °
- (3) The number of shares held by all directors as of the date of the cessation of the transfer of ownership at the shareholders' meeting is listed in the following table and complies with the number requirements of Article 26 of the Securities and Exchange Act.

April 11,2023; Unit : share

Position	The legal minimum number of shares to be held	Number of shares held by all directors
Directors	7,330,306	11,616,368

Note: Shareholder's register closing date : April 11,2023

2. Number of shares held by all and individual directors

April 11,2023; Unit : share

Position	Name	Number of shares held in the register of shareholders
Chairman	Chen,Ching-jong	187,092
Directors	Chiang,Tsang-An	577,290
Directors	Hsiao,Wu-Hsing	826,453
Directors	Trump Gain Investments Ltd	10,025,533
Independent Director	Chen,Chih-Ling	0
Independent Director	Lee,Wen-Chin	0
Independent Director	Yo,Chi-Thon	0
Total of all directors		11,616,368