

Stock Code : 6672



Ventec International Group Co., Ltd.

2020 Annual Shareholders' Meeting

Meeting Handbook

Time: 9 a.m., Thursday, June 11, 2020

Place: 3F., No. 397, Xingshan Rd., Neihu Dist., Taipei City 114, Taiwan (R.O.C.)

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Ventec International Group Co., Ltd.

2020 Annual Shareholders' Meeting Procedures

1. Call the Meeting to Order
2. Chairman's Speech
3. Management Presentation
4. Ratifications
5. Discussions
6. Extempore Motions
7. Meeting Adjournment

Ventec International Group Co., Ltd.

2020 Annual Shareholders' Meeting Agenda

1、Time: 9 a.m., Thursday, June 11, 2020

2、Place: 3F., No. 397, Xingshan Rd., Neihu Dist., Taipei City 114, Taiwan (R.O.C.)

3、Call the Meeting to Order

4、Chairman's Speech

5、Management Presentation

(I) 2019 Business Report

(II) Audit Committee Review Report on the Company's 2019 Financial Statements

(III) 2019 Distribution Proposal of Directors' Remuneration and Employee Bonus

(IV) Lending Funds to Other Parties

(V) Endorsement and Guarantee Provided

(VI) Amendments to the Regulations Procedure for Board of Directors Meeting

(VII) Amendments to the Procedures for Ethical Management and Guidelines for Conduct

(VIII) Amendments to the Ethical Corporate Management Best Practice Principles

6、Ratifications

(I) Approval of 2019 Business Report and Financial Statements

(II) Approval of 2019 Earnings Distribution Proposal

7、Discussions

(I) Amendments to the Articles of Association (Special Resolution passed)

(II) Amendments to the Rules of Procedure for Shareholders' Meetings

(III) Approve the Issuance of New Employee Restricted Shares (Special Resolution passed)

8、Extempore Motions

9、Meeting Adjournment

Management Presentation

1.The Company's 2019 Business Report is hereby submitted.

Explanation:Please refer to Attachment 1 for the 2019 Business Report (Pages8-11).

2.The Audit Committee Review Report on the Company's 2019 Financial Statements is hereby submitted.

Explanation:Please refer to Attachment 2 for the 2019 Audit Committee Review Report (Page 12).

3.The Company's 2019 Distribution Proposal of Directors' Remuneration and Employee Bonus is hereby submitted.

Explanation: The profits shall be distributed in accordance with the provisions in the Articles of Association of this Company and the Company Act, and 6.9%, that is, USD1,150,000, shall be set aside as employee remunerations; 2%, that is, USD331,000 shall be set aside as director remunerations; the profits shall be distributed in the form of cash.

4. The status of Lending Funds to Others Parties.

Explanation: Please refer to Attachment 4 for the status of Lending Funds to Others Parties (Pages 23).

5.The status of Endorsement and Guarantee Provided.

Explanation: Please refer to Attachment 5 for the status of Lending Funds The status of Endorsement and Guarantee Provided (Pages 24).

6.The amendments to the Regulations Procedure for Board of Directors Meeting.

Explanation: The Company has revised partial provisions in accordance with the newly amended Regulations Governing Loaning of Funds and Making of the Procedures the Regulations Procedure for Board of Directors Meeting by the Public Companies. The Regulations were approved by the Board of Directors on March 13, 2020.

Please refer to Attachment 6 for the Comparison Table for Amendments to the Regulations Procedure for Board of Directors Meeting (Pag25-26)

7. The amendments to the Procedures for Ethical Management and Guidelines for conduct.

Explanation: The Company has revised partial provisions in accordance with the newly amended the Procedures for Ethical Management and Guidelines for conduct by the competent authority by the Order No. 1090002299 from TWSE issued on February 13, 2020. Please refer to Attachment 7 for the Comparison Table for Amendments to the the Procedures for Ethical Management and Guidelines for conduct. (Page 27-31)

8. The amendments to the Ethical Corporate Management Best Practice Principles.

Explanation: The Company has revised partial provisions in accordance with the newly amended the Procedures for Ethical Corporate Management Best Practice Principles for conduct by the competent authority by the Order No. 10800083781 from TWSE issued on May 23, 2019. Please refer to Attachment 8 for the Comparison Table for Amendments to the Ethical Corporate Management Best Practice Principles. (Page 32-35)

Ratifications

Case No.1 (Proposed by the Board of Directors)

Proposal:

The Company's operational and business report and consolidated financial statements for 2019.

Explanation:

1. The business report, earnings distribution table and consolidated financial statements for the year 2019 were duly audited by the CPAs of Deloitte & Touche, Chen, Chun-Hung and Chien, Ming-Yeno, with an unqualified opinion report. The Business Report and Consolidated Financial Statements have also been audited by the Audit Committee and submitted along with the review report.
2. Please refer to Attachment 1 (pages 8-11), Attachment 3 (page 13-22),.
3. The case is hereby submitted for ratification.

Resolution:

Case No.2 (Proposed by the Board of Directors)

Proposal:

The Company's earnings distribution for 2019.

Explanation:

1. Please refer to Attachment 9 (page 36) the 2019 Earnings Distribution Table.
2. Cash dividend distribution would be distributed until and rounding to NT dollar, with fractions of the dollar of the cash dividend being eliminated; the odds in total should be calculated into equity of the Company.
3. After the proposal approved at the shareholders' meeting, the Chairman will be authorized to set the base date for cash allocation.
4. If the Company's earnings distribution is changed before the base date scheduled, resulting in a change in the number of shares outstanding as a result of repurchase of shares, transfer of treasury stock, registration, conversion of convertible corporate bonds or employee stock warrants, a proposal will be made to the shareholders' meeting to authorize the Chairman to adjust the dividend distribution ratio.
5. The case is hereby submitted for ratification.

Resolution:

Discussions

Case No.1 (Proposed by the Board of Directors)

Proposal:

The amendments to the Articles of Association .(Special Resolution passed)

Explanation:

1. The Company has revised partial provisions in accordance with the newly amended Checklist for Protecting the Interests of Shareholders of Registered Countries for Listings Of Foreign Entities by the competent authority by the Order No.10800235681 from TWSE Issued on December 25,2019 and the Company may resolve to distribute net profit or offset losses at the end of each half fiscal year. Please refer to Attachment 10 for the Comparison Table for Amendments to the Articles of Association (Pages 37-64).
2. Please refer to Appendix 1 for before Amendment to the Articles of Association. (Pages 73-116).
3. The case is hereby submitted for discussion..

Resolution:

Case No.2 (Proposed by the Board of Directors)

Proposal:

The amendments to the Rules of Procedure for Shareholders Meetings of the Company.

Explanation:

1. The Company has revised partial provisions in accordance with the newly amended Sample Template for Co., Ltd. Rules of Procedure for Shareholders Meetings by the competent authority from TWSE, the company here by proposes to amend some articles of the Rules of Procedure for Shareholders, Please refer to Attachment 11 for the Comparison Table for the Rules of Procedure for Shareholders Meetings. (Pages 65- 67).
2. Please refer to Appendix 2 for before Amendment to the Rules of Procedure for Shareholders Meetings. (Pages 117-124).
3. The case is hereby submitted for discussion..

Resolution:

Case No.3 (Proposed by the Board of Directors)

Proposal:

The Company proposes to issue New Restricted Employee Shares Regulation.
(Special Resolution passed)

Explanation:

1. To attract and retain professionals needed by the Company, incentive employees and

augment the employees' loyalty to jointly create the interest of the Company and its shareholders, the Company proposes to issue 2020 New Restricted Employee Shares Regulation with maximum 800,000 shares in accordance with the Articles of Association and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Foreign Issuers.

2. Issuing amounts and conditions please refer to the 2020 New Restricted Employee Shares Regulation for Attachment 12, page 68 to 72.

3. Other possible impacts on shareholders' interests:

(1) Amounts that can be monetized

The total of 800,000 new employee restricted shares to be issued are calculated on the basis of the market value of NT\$85.8 per share as of March 4, 2020. The Company estimates that possible monetization value is approximately NT\$68,640 thousands. Forecasting the imputed amount per share from 2020 to 2024 would be NT\$12,012 thousands, NT\$24,024 thousands, NT\$18,876 thousands, NT\$10,296 thousands, and NT\$3,432 thousands respectively.

(2) Diluted Earnings per Share Status:

According to the outstanding shares 70,654,345 shares, the maximum amount per share would reduce NT\$0.17, NT\$0.34, NT\$0.27, NT\$0.15 and NT\$0.05 from 2020 to 2024 respectively. It shall restrict the diluted earnings per share to the Company, and shall not affect shareholders' equity significantly.

4. It is proposed for the shareholders meeting to authorize the Chairman full rights to handle relevant matters and to apply to the governing institution for all shares at one time or in batches. If relevant legal regulations shall change or the governing institution's directives shall change in the future, it is also proposed for the Chairman to amend the rules, and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting

5. The case is hereby submitted for discussion..

Resolution:

Extempore Motions

Meeting Adjournment

【Attachment 1】

I. BUSINESS REPORT TO SHAREHOLDERS

Ladies and Gentlemen,

The summary of the Company's 2019 annual operating performance is as follows:

1.2019 Business Report

1.1 consolidated profit and loss comparison of operating results:

Unit:NT\$thousands ,
Except Earnings Per Share

Year	2019	2018	Increase (decrease) Amount	Increase (decrease) ratio (%)
NET REVENUE	5,453,285	5,413,656	39,629	0.73%
COST OF REVENUE	3,919,081	4,067,705	(148,624)	(3.65)%
GROSS PROFIT	1,534,204	1,345,951	188,253	13.99%
OPERATING EXPENSES	912,365	858,511	53,854	6.27%
PROFITFROMOPERATIONS	621,839	487,440	134,399	27.57%
NON-OPERATING INCOME AND EXPENSES	(18,616)	12,689	(31,305)	(246.71)%
PROFIT BEFORE INCOME TAX	603,223	500,129	103,094	20.61%
INCOME TAX EXPENSE	131,481	94,865	36,616	38.60%
NET PROFIT FOR THE YEAR	471,742	405,264	66,478	16.40%
EARNINGS PER SHARE	6.85	6.75	0.10	1.48%

1.2. Budget execution:The Company did not publicly disclose any financial forecasts for 2019.

1.3. Summary of cash flow statements and analysis of profitability: In recent years, the sales volume has grown gradually from products of special materials such as Metal Core PCB and defense aerospace high-endpolyimide (PI) substrate and improve the financial structure. Profitability has been improved and solvency is excellent.

1.4.Results of research and development:

- (1) In response to the advent of 5G telecommunications technology, e-vehicles, and self-driving systems, the Company is firmly committed to the advancement of high-frequency and high-speed materials and high-end thermal interface materials with a heat conductivity coefficient of 7.0 or higher to solicit orders from large telecommunication manufacturers (e.g., Huawei, Zhongxing, Samsung, Ericsson, and Nokia),
- (2) manufacturers of cloud computing and storage terminals (e.g., Google, HP, Dell, Inspur, AR/VR/ AI) and e-vehicle and self-driving system manufacturers.
- (3) Semiconductor substrates and packaging materials testing has been completed and approved adoption of these products is projected to contribute to revenues starting in the 2nd quarter of 2020.

2、Summary of Year 2020 business plan

2.1. Operating strategy:

The Company continues its deep commitment to the copper clad laminate (CCL) industry and upholds the core values of innovation, teamwork, cooperation, and sharing. It is firmly dedicated to providing high-performance products and places high emphasis on excellent collaboration with customers, suppliers, employees, and shareholders. We provide visionary global supply chain solutions that encompass the process from the creation of samples to the adoption of new products and mass production. We aim to achieve high-standard management centered around the concepts of quality, speed, cost, and service and strive to satisfy market and customer demands in the fields of products and technologies with the ultimate goal of maximizing corporate values.

2.2. Expected Sales Volume and Its Basis:

The market in 2020 is characterized by high volatility and uncertainty due to the pneumonia epidemic caused by the novel coronavirus at the beginning of this year, the serious economic impact of the Sino-American trade conflict, and cutthroat competition and dumping in the field of hi-tech. Based on a balanced development strategy characterized by a firm foothold in Asia and global deployment, customers are distributed evenly and strides have been made in the development of special materials. A constant increase in the field of certifications and order volume is expected to lead to continued growth in the area of production and marketing. The business philosophy of the Company mainly focuses on products with high profit margins (e.g., aluminum substrate, PI products, and diversified products in small quantities for US and European markets) rather than the pursuit of high output growth. Due to the constantly increasing aluminum substrate output and the launch of a whole series of 5G products, a balanced expansion of application areas and order volumes has been achieved.

2.3. Significant production and sales policies::

In the face of this complex pandemic, complicated tariff and technology competition issues, and increasingly intricate changes of regional environments, the Company has formulated and adopted the following response strategies :

(1) Marketing strategy:

- (A) Continued focus on products that require a high level of trust and certification and enhancement of product mixes and customer structure to increase profitability and alleviate competitive pressures.
- (B) Active development of new markets such as 5G, self-driving systems, and e-vehicles and new customers to spread out risks.
- (C) Establishment of long-term partnerships with customers and suppliers.

(2) Manufacturing policy:

- (A) Implementation of a policy of constant quality enhancements and increased investments in automated and smart manufacturing with the goal of cost reduction
- (B) Constant enhancement of teamwork, efficiency, and productivity of employees.
- (C) Commitment to the development of unique equipment through utilization of special materials with a view to maximizing the competitive advantage of the company in the capability to manufacture such products.

(3) Financial strategy:

More support from banks is available due to the recent approval of the listing application in Taiwan. In addition, capital increase may be conducted in line with business expansion needs to enhance the financial structure and make steady strides toward corporate sustainability provided that profitability remains unaffected.

3、Future corporate development strategy:

3.1. Marketing strategy:

- (1) Formation of strategic alliances with key clients to stabilize revenue sources and enhance competitiveness.
- (2) Establishment of diversified marketing channels for new products to spread risks and maximize profits.

3.2. Manufacturing policy:

- (1) Cooperation with international manufacturers to raise technology standards.
- (2) Reliability in the field of constant R&D efforts, product improvements, and testing, accuracy in the field of production equipment improvements, and creation of the extraordinary
- (3) Continued commitment to equipment automation, cost reduction, and efficiency enhancement.

3.3. R&D strategy:

- (1) In response to the imminent adoption of 5G and AI and gradual maturing of technologies required for smart applications for living spheres, the Company continues to develop high-end materials with high frequency and high speed characteristics.
- (2) Constant development of eco-friendly thermal interface materials in response to the rising power demands of energy-efficient lighting.
- (3) Development of new semiconductor substrates and packaging materials to satisfy the functional requirements of IC packaging with high density and integration characteristics as the main focus of future growth.

3.4. Financial strategy:

- (1) Acquisition of cheaper funding through full utilization of all financing tools available on capital markets as financial resources for Company operations.
- (2) Sound utilization of financial management tools to enhance capital utilization efficiency and create added value.

4、Impacts from External Competition, Laws and Regulations, and Macroeconomic Factors

4.1. External Competition:

The CCL industry is still facing the problem of excessive production capacities and constant competition between same-industry businesses. Price pressures persist in a climate of fierce market competition. Constant provision of products at highly competitive prices, a close rapport with clients, a clear understanding of customer demands, and rapid service provision are therefore key requirements. The provision of high-quality product and sales services helps minimize negative impacts of price competition. In addition, the Company continues to improve its competitive edge in the field of special materials in addition to optimization of its product mixes. The location of Corporate HQ in China which is characterized by market clusters and innovation ensures high market sensitivity. Ventec is one of the few CCL manufacturers with a global outlook and a constantly improving competitiveness.

4.2. Laws and Regulations

The Company has acquired wastewater discharge and water pollutant discharge permits for its subsidiaries in China (VT SZ, VT JY, VT SZWT). The Taiwanese subsidiary (VT TW) has obtained toxic chemical registry and stationary source operation and setup permits and has established dedicated environmental protection units with relevant personnel. Soil and groundwater pollution remediation fees, stationary source fees, and air pollution control fees are paid in a timely manner. The Company places high emphasis on environmental issues and actively invests in environmental protection equipment. It meets all legal requirements and makes all necessary preparations to minimize uncertainty risks.

4.3. Macroeconomic Environment

- (1) Increasing raw material and manpower costs: Constant optimization of product mixes, active cultivation of exceptional talent for diverse fields, firm commitment to enhancement of employee work efficiency, maintenance of overall competitiveness, and maximization of economic benefits.
- (2) Rising trade protectionism: Constant focus on global deployment, close contact with global clients and suppliers, maintenance of market sensitivity, and reduction of business risks.
- (3) Brexit has led to an increased volatility of the European market. The Company has therefore strengthened the sales and technical teams of its German subsidiary to cope with the impact of Brexit on delivery efficiency and speed and mitigate unfavorable effects of Brexit.
- (4) The Company aims to further improve its financial health and minimize its financial risks through utilization of capital market competitiveness and search for medium- and long-term credit lines in Taiwan during listing review

Sincerely,

Chairman: Lao, Kai-Lu
General Manager: Chung, Chien-Jen
Chief Financial Officer: Tu, Jennifer

【Attachment 2】

Ventec International Group Co., Ltd.

Audit Committee Review Report

The Board of Directors herewith submits the 2019 Business Report, Consolidated Financial Statements, and Profit Distribution Proposal, including the consolidated financial statements that have been audited by the Deloitte & Touche accounting firm, who have issued an audit report. The aforementioned business report, consolidated financial statement, and profit distribution proposal have been audited by this Audit Committee, and the Committee does not find any discrepancies. Thus, this report is made in conformity with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act; kindly review accordingly.

Sincerely,

Ventec International Group Co., Ltd.

2020 Shareholders' Meeting

Ventec International Group Co., Ltd.

Conver of the Audit Committee: Chen, Tsung-Hsi

13th March 2020

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Ventec International Group Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Ventec International Group Co., Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, 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, 2019 and 2018, 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 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 audit of the consolidated financial statements for the year ended December 31, 2019 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission of the Republic of China on February 25, 2020, and auditing standards generally accepted in the Republic of China. We conducted our audit of the consolidated financial statements for the year ended December 31, 2018 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, 2019. 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 of the Group's consolidated financial statements for the year ended December 31, 2019 are stated as follows:

Validity of Specific Revenue

The amount of revenue derived from partial customers was NT\$1,008,365 thousand, representing 18% of total revenue of the Group for the year ended December 31, 2019. Since the amount of revenue derived from specific customers has increased significantly compared to last year, the validity of the revenue derived from specific customers was identified as a key audit matter.

Refer to Note 4 to the Group's consolidated financial statements for the accounting policy of revenue recognition.

The main audit procedures performed for validity of specific revenue were as follows:

1. We understood and tested the internal control design and operating effectiveness of the validity of revenue derived from specific customers.
2. We sample tested the transaction documents related to revenue derived from specific customers, including sales order, shipping, and receipt documents.
3. We sample tested the payee, payment terms and the time of receipt of payment related to revenue derived from specific customers to verify the validity of revenue.

Valuation of Inventory

As of December 31, 2019, the carrying amount of the Group's inventory was NT\$716,137 thousand (the total inventory cost of NT\$768,894 thousand deducted by the allowance for inventory valuation of NT\$52,757 thousand), representing 17% of the Group's total assets. The Group's inventory was stated at the lower of cost or net realizable value in accordance with IAS 2 "Inventories", which involved significant accounting judgements and estimates by the management; therefore, the valuation of inventory was identified as a key audit matter.

Refer to Notes 4, 5 and 9 to the Group's consolidated financial statements for the related accounting policies and disclosures on inventory valuation.

The main audit procedures performed for valuation of inventory were as follows:

1. We obtained an understanding of the appropriateness of the Group's policies and methods related to the allowance for inventory valuation.
2. We obtained the inventory assessment prepared by the management, sampled the latest inventory quotation at the end of the period, tested whether the value of inventory was stated at the lower of cost or net realizable value, and assessed the reasonableness of the basis for net realizable value.
3. We performed a year-end observation of physical inventory counts and assessed the physical condition of inventory to evaluate the reasonableness of provisions for obsolete and damaged inventories.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 generally accepted 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 group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's 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 Chun-Hung Chen and Ming-Yen Chien.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2020

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS **DECEMBER 31, 2019 AND 2018** (In Thousands of New Taiwan Dollars)

	2019		2018	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 438,544	11	\$ 324,963	8
Notes receivable (Notes 4, 7 and 14)	44,589	1	40,846	1
Trade receivables (Notes 4, 7, 14, 23 and 25)	1,644,078	39	1,615,458	38
Other receivables (Notes 4 and 7)	8,644	-	21,926	-
Current tax assets (Notes 4 and 20)	-	-	1,126	-
Inventories (Notes 4, 5 and 8)	716,137	17	740,431	17
Prepayments (Notes 3, 4, 13, 14 and 25)	53,179	1	49,796	1
Other financial assets (Notes 4, 14 and 25)	57,916	1	162,405	4
Other current assets	<u>72</u>	<u>-</u>	<u>2,562</u>	<u>-</u>
Total current assets	<u>2,963,159</u>	<u>70</u>	<u>2,959,513</u>	<u>69</u>
NON-CURRENT ASSETS				
Property, plant and equipment (Notes 3, 4, 10, 14 and 25)	955,535	23	1,040,106	24
Right-of-use assets (Notes 3, 4, 11, 14 and 25)	148,829	4	-	-
Goodwill (Notes 4 and 12)	68,030	2	69,699	2
Intangible assets (Note 4)	724	-	2,711	-
Deferred tax assets (Notes 4 and 20)	63,257	1	64,874	2
Long-term prepayments for leases (Notes 3, 4, 13, 14 and 25)	-	-	77,305	2
Refundable deposits	5,845	-	36,547	1
Other non-current assets	<u>12,847</u>	<u>-</u>	<u>9,987</u>	<u>-</u>
Total non-current assets	<u>1,255,067</u>	<u>30</u>	<u>1,301,229</u>	<u>31</u>
TOTAL	<u>\$ 4,218,226</u>	<u>100</u>	<u>\$ 4,260,742</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 7, 10, 11, 13, 14 and 25)	\$ 133,819	3	\$ 910,823	21
Trade payables	909,028	21	913,221	22
Other payables (Notes 3 and 15)	371,656	9	302,231	7
Lease liabilities - current (Notes 3, 4 and 11)	26,286	1	-	-
Current tax liabilities (Notes 4 and 20)	30,808	1	71,412	2
Current portion of long-term borrowings (Notes 10, 14 and 25)	16,941	-	12,126	-
Other current liabilities (Notes 4 and 18)	<u>6,541</u>	<u>-</u>	<u>8,688</u>	<u>-</u>
Total current liabilities	<u>1,495,079</u>	<u>35</u>	<u>2,218,501</u>	<u>52</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 10, 14 and 25)	153,687	4	126,672	3
Deferred tax liabilities (Notes 4 and 20)	125,111	3	118,486	3
Lease liabilities - non-current (Notes 3, 4 and 11)	48,691	1	-	-
Net defined benefit liabilities - non-current (Notes 4 and 16)	34,737	1	35,254	1
Other non-current liabilities	<u>3,562</u>	<u>-</u>	<u>3,221</u>	<u>-</u>
Total non-current liabilities	<u>365,788</u>	<u>9</u>	<u>283,633</u>	<u>7</u>
Total liabilities	<u>1,860,867</u>	<u>44</u>	<u>2,502,134</u>	<u>59</u>
EQUITY (Notes 4, 9, 16 and 17)				
Ordinary shares	<u>706,543</u>	<u>17</u>	<u>646,143</u>	<u>15</u>
Capital surplus	<u>835,071</u>	<u>20</u>	<u>450,263</u>	<u>11</u>
Retained earnings				
Legal reserve	70,375	2	29,849	1
Special reserve	309,947	7	200,000	4
Unappropriated earnings	<u>631,129</u>	<u>15</u>	<u>542,300</u>	<u>13</u>
Total retained earnings	<u>1,011,451</u>	<u>24</u>	<u>772,149</u>	<u>18</u>
Exchange differences on translating the financial statements of foreign operations	<u>(195,706)</u>	<u>(5)</u>	<u>(109,947)</u>	<u>(3)</u>
Total equity	<u>2,357,359</u>	<u>56</u>	<u>1,758,608</u>	<u>41</u>
TOTAL	<u>\$ 4,218,226</u>	<u>100</u>	<u>\$ 4,260,742</u>	<u>100</u>

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

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

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

	2019		2018	
	Amount	%	Amount	%
NET REVENUE (Notes 4, 18 and 29)	\$ 5,453,285	100	\$ 5,413,656	100
COST OF REVENUE (Notes 4, 8, 19 and 24)	<u>3,919,081</u>	<u>72</u>	<u>4,067,705</u>	<u>75</u>
GROSS PROFIT	<u>1,534,204</u>	<u>28</u>	<u>1,345,951</u>	<u>25</u>
OPERATING EXPENSES (Note 19)				
Selling and marketing expenses	532,057	10	491,861	9
General and administrative expenses	217,947	4	220,106	4
Research and development expenses	<u>162,361</u>	<u>3</u>	<u>146,544</u>	<u>3</u>
Total operating expenses	<u>912,365</u>	<u>17</u>	<u>858,511</u>	<u>16</u>
PROFIT FROM OPERATIONS	<u>621,839</u>	<u>11</u>	<u>487,440</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4 and 19)				
Other income	6,954	-	14,707	-
Other gains and losses	(3,253)	-	86,941	2
Interests expense	<u>(22,317)</u>	<u>-</u>	<u>(88,959)</u>	<u>(2)</u>
Total non-operating income and expenses	<u>(18,616)</u>	<u>-</u>	<u>12,689</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	603,223	11	500,129	9
INCOME TAX EXPENSE (Notes 4 and 20)	<u>131,481</u>	<u>2</u>	<u>94,865</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>471,742</u>	<u>9</u>	<u>405,264</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 4 and 16)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	4,049	-	4,785	-
Exchange differences arising on translation to the presentation currency	<u>(53,717)</u>	<u>(1)</u>	<u>37,900</u>	<u>1</u>
	<u>(49,668)</u>	<u>(1)</u>	<u>42,685</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>(32,042)</u>	<u>(1)</u>	<u>(158,586)</u>	<u>(3)</u>

(Continued)

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

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

	2019		2018	
	Amount	%	Amount	%
Other comprehensive loss for the year	<u>(81,710)</u>	<u>(2)</u>	<u>(115,901)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 390,032</u>	<u>7</u>	<u>\$ 289,363</u>	<u>5</u>
EARNINGS PER SHARE (Note 21)				
Basic	<u>\$ 6.85</u>		<u>\$ 6.75</u>	
Diluted	<u>\$ 6.80</u>		<u>\$ 6.70</u>	

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

(Concluded)

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018 (In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 17)		Capital Surplus (Note 17)	Retained Earnings (Notes 4, 16 and 17)			Other Equity (Notes 4 and 9) Exchange Differences on Translating the Financial Statements of Foreign Operations	Total Equity
	Share (In Thousands)	Share Capital		Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE AT JANUARY 1, 2018	58,614	\$ 586,143	\$ 128,875	\$ -	\$ -	\$ 420,714	\$ 10,739	\$ 1,146,471
Appropriation of 2017 earnings								
Legal reserve	-	-	-	29,849	-	(29,849)	-	-
Special reserve	-	-	-	-	200,000	(200,000)	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(58,614)	-	(58,614)
Net profit for the year ended December 31, 2018	-	-	-	-	-	405,264	-	405,264
Other comprehensive income (loss) for the year ended December 31, 2018, net of income tax	-	-	-	-	-	4,785	(120,686)	(115,901)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	-	410,049	(120,686)	289,363
Issuance of ordinary shares for cash	6,000	60,000	321,388	-	-	-	-	381,388
BALANCE AT DECEMBER 31, 2018	64,614	646,143	450,263	29,849	200,000	542,300	(109,947)	1,758,608
Appropriation of 2018 earnings								
Legal reserve	-	-	-	40,526	-	(40,526)	-	-
Special reserve	-	-	-	-	109,947	(109,947)	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(236,489)	-	(236,489)
Net profit for the year ended December 31, 2019	-	-	-	-	-	471,742	-	471,742
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	4,049	(85,759)	(81,710)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	475,791	(85,759)	390,032
Issuance of ordinary shares for cash	6,040	60,400	384,808	-	-	-	-	445,208
BALANCE AT DECEMBER 31, 2019	70,654	\$ 706,543	\$ 835,071	\$ 70,375	\$ 309,947	\$ 631,129	\$ (195,706)	\$ 2,357,359

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

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018 (In Thousands of New Taiwan Dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 603,223	\$ 500,129
Adjustments for:		
Depreciation expenses	152,603	141,710
Amortization expenses	1,963	1,983
Amortization of long-term prepayments for leases	-	2,123
Expected credit loss recognized on trade receivables	6,123	3,421
Interest expense	22,317	88,959
Interest income	(2,758)	(4,419)
Loss on disposal of property, plant and equipment, net	1,023	694
Write-downs (reversal) of inventories	7,976	(15,618)
Loss (gain) on foreign currency exchange, net	54,662	(140,885)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	-	(1,302)
Notes receivable	(4,081)	19,036
Trade receivables	(89,176)	(127,016)
Other receivables	12,208	(1,087)
Inventories	(3,651)	(31,263)
Prepayments	(4,610)	4,587
Other current assets	2,511	689
Trade payables	19,887	269,144
Other payables	72,854	66,033
Other current liabilities	(1,874)	1,782
Net defined benefit liabilities	3,532	5,236
Cash generated from operations	854,732	783,936
Interest received	2,758	4,419
Interest paid	(25,840)	(95,900)
Income tax paid	(161,254)	(72,473)
Net cash generated from operating activities	<u>670,396</u>	<u>619,982</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(60,346)	(60,194)
Proceeds from disposal of property, plant and equipment	1,812	4,713
Decrease in refundable deposits	31,380	23,508
Payments for intangible assets	-	(152)
Decrease in restricted bank deposits	103,830	115,889
Decrease (increase) in other non-current assets	4,135	(2,037)
Net cash generated from investing activities	<u>80,811</u>	<u>81,727</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of short-term borrowings	(781,084)	(927,774)
Proceeds from long-term borrowings	176,392	-

(Continued)

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018 (In Thousands of New Taiwan Dollars)

	2019	2018
Repayments of long-term borrowings	(141,745)	(52,013)
Repayments of the principal portion of lease liabilities	(26,713)	-
Increase (decrease) in other non-current liabilities	879	(636)
Dividends paid to owners of the Company	(236,489)	(58,614)
Proceeds from issuance of ordinary shares	<u>445,208</u>	<u>381,388</u>
Net cash used in financing activities	<u>(563,552)</u>	<u>(657,649)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(74,074)</u>	<u>(9,385)</u>
NET INCREASE IN CASH	113,581	34,675
CASH AT THE BEGINNING OF THE YEAR	<u>324,963</u>	<u>290,288</u>
CASH AT THE END OF THE YEAR	<u>\$ 438,544</u>	<u>\$ 324,963</u>

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

(Concluded)

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

FINANCING PROVIDED TO OTHERS

FOR THE YEAR ENDED DECEMBER 31, 2019

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No. (Note 1)	Lender	Borrower	Financial Statement Account	Related Parties	Highest Balance for the Period (Note 4)	Ending Balance (Note 4)	Actual Borrowing Amount (Note 4)	Interest Rate	Nature of Financing (Note 2)	Business Transaction Amounts	Reasons for Short-term Financing	Allowance for Impairment Loss	Collateral		Financing Limit for Each Borrower (Notes 3 and 4)	Aggregate Financing Limits (Notes 3 and 4)	Note
													Item	Value			
1	VIG SAMOA	VLL	Other receivables	Yes	\$ 89,400 (US\$ 3,000)	\$ -	\$ -	-	b	\$ -	Operating capital needed	\$ -	-	-	\$22,720,980 (US\$757,880)	\$45,441,960 (US\$1,515,760)	
2	VT HK	VIG SAMOA	Other receivables	Yes	1,499,000 (US\$ 50,000)	1,499,000 (US\$ 50,000)	926,802 (US\$ 30,914)	-	b	-	Operating capital needed	-	-	-	3,044,520 (US\$101,550)	6,089,040 (US\$203,100)	
		VLL	Other receivables	Yes	299,800 (US\$ 10,000)	299,800 (US\$ 10,000)	55,193 (US\$ 1,841)	-	b	-	Operating capital needed	-	-	-	3,044,520 (US\$101,500)	6,089,040 (US\$203,100)	
		VT USA	Other receivables	Yes	149,900 (US\$ 5,000)	-	-	-	b	-	Operating capital needed	-	-	-	3,044,520 (US\$101,550)	6,089,040 (US\$203,100)	
		VT UK	Other receivables	Yes	104,930 (US\$ 3,500)	104,930 (US\$ 3,500)	-	-	b	-	Operating capital needed	-	-	-	3,044,520 (US\$101,550)	6,089,040 (US\$203,100)	

Note 1: The parent company is indicated by “0”, while all other numbers indicate subsidiaries.

Note 2: Types of financing were as follows:

- a. Business and trade.
- b. Short-term financing.

Note 3: The limits of financing amounts were as follows:

- a. Financing received from the Company cannot exceed 50% of the Company’s net asset value.
- b. The financing limits where the Company directly and indirectly holds voting right shares of subsidiaries at 100% are as follows: The total and individual financing amount cannot exceed 20 times and 10 times of the Company’s net asset value, respectively. The calculation of net asset value was based on lender’s net asset value as of December 31, 2019.

Note 4: The calculation was based on the spot exchange rate as of December 31, 2019.

Note 5: All intercompany transactions have been eliminated on consolidation.

Note 6: The board of directors of the Company passed a resolution on May 13, 2019 to extend the expiration date of VIG SAMOA’s and VLL’s financing which were provided by VT HK. The expiration date is extended to April 10, 2022.

VENTEC INTERNATIONAL GROUP CO., LTD. AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED
FOR THE YEAR ENDED DECEMBER 31, 2019
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No. (Note 1)	Endorser/Guarantor	Endorsee/Guarantee		Limits on Endorsement/ Guarantee Given on Behalf of Each Party (Notes 2 and 3)	Maximum Amount Endorsed/ Guaranteed During the Period (Note 3)	Outstanding Endorsement/ Guarantee at the End of the Period (Note 3)	Actual Borrowing Amount (Note 3)	Amount Endorsed/ Guaranteed by Collateral	Ratio of Accumulated Endorsement/ Guarantee to Net Equity in Latest Financial Statements (%)	Aggregate Endorsement/ Guarantee Limit (Notes 2 and 3)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries (Note 4)	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent (Note 4)	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China (Note 4)	Note
		Name	Relationship											
0	VIG CAYMAN	VT HK	Subsidiary	\$ 4,714,718 (US\$ 157,264)	\$ 828,647 (US\$ 27,640)	\$ 404,730 (US\$ 13,500)	\$ -	\$ -	17.17	\$ 9,429,436 (US\$ 314,528)	Y	N	N	
		VT TW	Subsidiary	4,714,718 (US\$ 157,264)	839,680 (US\$ 28,008)	839,680 (US\$ 28,008)	216,665 (US\$ 7,227)	-	35.62	9,429,436 (US\$ 314,528)	Y	N	N	
		VT SZ	Subsidiary	4,714,718 (US\$ 157,264)	269,820 (US\$ 9,000)	119,920 (US\$ 4,000)	119,920 (US\$ 4,000)	-	5.09	9,429,436 (US\$ 314,528)	Y	N	Y	
		VT UK	Subsidiary	4,714,718 (US\$ 157,264)	94,647 (US\$ 3,157)	-	-	-	-	9,429,436 (US\$ 314,528)	Y	N	N	
1	VIG SAMOA	VT HK	Subsidiary	3,408,147 (US\$ 113,682)	19,187 (US\$ 640)	-	-	-	-	4,544,196 (US\$ 151,576)	N	N	N	
		VT UK	Subsidiary	3,408,147 (US\$ 113,682)	106,819 (US\$ 3,563)	86,582 (US\$ 2,888)	58,041 (US\$ 1,936)	-	3.81	4,544,196 (US\$ 151,576)	N	N	N	
2	VIG HK	VT UK	Fellow subsidiary	259,130 (US\$ 8,644)	106,819 (US\$ 3,563)	86,582 (US\$ 2,888)	58,041 (US\$ 1,936)	-	3.34	518,260 (US\$ 17,287)	N	N	N	
3	VT HK	VT SZ	Fellow subsidiary	456,678 (US\$ 15,233)	95,936 (US\$ 3,200)	35,976 (US\$ 1,200)	35,976 (US\$ 1,200)	-	11.82	608,904 (US\$ 20,310)	N	N	Y	
4	VT TW	VT HK	Fellow subsidiary	1,496,070 (US\$ 49,905)	749,500 (US\$ 25,000)	449,700 (US\$ 15,000)	-	-	150.29	1,795,284 (US\$ 59,886)	N	N	N	
5	VT JY	VT SZ	Fellow subsidiary	486,836 (US\$ 16,240)	696,795 (US\$ 23,242)	300,819 (US\$ 10,034)	-	-	247.16	608,545 (US\$ 20,300)	N	N	Y	
6	VT SZWT	VT SZ	Parent company	109,064 (US\$ 3,636)	150,410 (US\$ 5,017)	150,410 (US\$ 5,017)	-	-	551.63	136,330 (US\$ 4,545)	N	N	Y	5

Note 1: The parent company is indicated by “0”, while all other numbers indicate subsidiaries.

Note 2: The limits of endorsements/guarantees amounts were as follows (the calculation of net asset value was based on endorser’s or guarantor’s net asset value as of December 31, 2019):

- For VIG CAYMAN, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 400% and 200% of the Company’s net asset value, respectively.
- For VIG SAMOA, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 200% and 150% of the Company’s net asset value, respectively.
- For VIG HK, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 20% and 10% of the Company’s net asset value, respectively.
- For VT HK the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 200% and 150% of the Company’s net asset value, respectively.
- For VT TW, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 600% and 500% of the Company’s net asset value, respectively.
- For VT JY, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 500% and 400% of the Company’s net asset value, respectively.
- For VT SZWT, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 500% and 400% of the Company’s net asset value, respectively.

Note 3: The calculation was based on the spot exchange rate as of December 31, 2019.

Note 4: Endorsement/guarantee given by parent which is listed company on behalf of subsidiaries, endorsement/guarantee given by subsidiaries on behalf of parent which is listed company and endorsement/guarantee given on behalf of companies in Mainland China: must fill in Y.

Note 5: The endorsement/guarantee provided by VT SZWT exceeded the limit since the net asset value declined for the year . However, the endorsement/guarantee had expired in January, 2020.

【Attachment 6】

Ventec International Group Co., Ltd.

Comparison Table for Amendments to the Regulations Procedure
for Board of Directors Meeting

Article	Before Amendment	After Amendment
Article 10	<p>(Chair and acting chair of a board meeting)</p> <p>Meetings of the board of directors shall be called and chaired by the chairperson of the board. However, the first meeting of each newly elected board of directors shall be called and chaired by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to do so.</p> <p>When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.</p>	<p>(Chair and acting chair of a board meeting)</p> <p>Where a meeting of <u>the board of directors</u> is called by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.</p> <p>Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.</p> <p>When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.</p>

Article 15	<p>(Recusalsystem for directors)</p> <p>If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.</p> <p>The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, <u>paragraph 3</u> of that Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.</p>	<p>(Recusalsystem for directors)</p> <p>If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.</p> <p>Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.</p> <p>The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, <u>paragraph 4</u> of that Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.</p>
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【Attachment 7】

Ventec International Group Co., Ltd.

Comparison Table for Amendments to the Procedures for Ethical
Management and Guidelines for Conduct

Article	Before Amendment	After Amendment
Article 5	<p>(Responsible unit) This Corporation shall designate the administrative department as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. 4. Promoting and coordinating awareness and educational activities with respect to ethics policy. 5. Developing a whistle-blowing system and ensuring its operating 	<p>(Responsible unit) This Corporation shall designate the administrative department as the solely responsible unit (hereinafter, "responsible unit") under the board of directors <u>with adequate resources and appropriate personnel</u> and in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors <u>(at least once a year)</u> :</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. <u>Regularly analyze and evaluate the risk of dishonest behavior within the business scope, and accordingly</u> adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.

	<p>effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures</p>	<p>4. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p> <p><u>7. Make and properly keep the documents related to the integrity management policy and its compliance statement, implementation of commitments and implementation status.</u></p>
	<p>(Recusal)</p> <p>When a Company director , supervisor, officer or other stakeholder attending or present at a board meeting, or the juristic person represented thereby, has a stake in a proposal at the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.</p> <p>If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate</p>	<p>(Recusal)</p> <p>When a Company director , supervisor, officer or other stakeholder attending or present at a board meeting <u>agenda</u>, or the juristic person represented thereby, has a stake in a proposal at the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.</p> <p><u>Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.</u></p> <p>If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they</p>

	<p>supervisor shall provide the personnel with proper instructions.</p> <p>No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.</p>	<p>represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.</p> <p>No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.</p>
Article 13	<p>(Prohibition against disclosure of confidential information)</p> <p>This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.</p>	<p><u>(Unfair competition shall be prohibited)</u></p> <p>This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.</p>
Article 16	<p>(Announcement of policy of ethical management to outside parties)</p> <p>This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</p>	<p><u>(Abide by and Announcement of policy of ethical management to outside parties)</u></p> <p><u>The company shall require directors and senior management to issue a declaration of compliance with the ethical management policy and to require employees to comply with the policy in the terms of employment.</u></p> <p>This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</p>
Article 21	<p>(Handling of unethical conduct by personnel of this Corporation)</p> <p>As an incentive to insiders and outsiders for informing of unethical or</p>	<p>(Handling of unethical conduct by personnel of this Corporation)</p> <p>As an incentive to insiders and outsiders for informing of unethical or unseemly</p>

	<p>unseemly conduct, this Corporation will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.</p> <p>This Corporation shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for Company insiders and outsiders to submit reports. A whistleblower shall at least furnish the following information:</p> <ol style="list-style-type: none"> 1.the whistleblower's name and I.D. number, and an address, telephone number and e-mail address where it can be reached. 2.the informed party's name or other information sufficient to distinguish its identifying features. 3.specific facts available for investigation. <p>Company personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their whistle-blowing.</p> <p>The responsible unit of this Corporation shall observe the following procedure:</p> <ol style="list-style-type: none"> 1. An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive. 2.The responsible unit of this Corporation and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department. 3.If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and 	<p>conduct, this Corporation will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.</p> <p>This Corporation shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for Company insiders and outsiders to submit reports. A whistleblower shall at least furnish the following information:</p> <ol style="list-style-type: none"> 1.the whistleblower's name and I.D. number <u>putting in anonymously</u>, and an address, telephone number and e-mail address where it can be reached. 2.the informed party's name or other information sufficient to distinguish its identifying features. 3.specific facts available for investigation. <p>Company personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their whistle-blowing.</p> <p>The responsible unit of this Corporation shall observe the following procedure:</p> <ol style="list-style-type: none"> 1. An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive. 2.The responsible unit of this Corporation and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department. 3.If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When
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	<p>regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.</p>	<p>necessary, this Corporation will <u>report to the competent authority, transfer to the judicial authority for investigation, or</u> institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.</p>
Article 23	<p>(Establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)</p> <p>The responsible unit of this Corporation shall organize one awareness sessions each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.</p> <p>This Corporation shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.</p> <p>If any personnel of this Corporation seriously violates ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.</p> <p>This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.</p>	<p>(Internal propaganda, establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)</p> <p>The responsible unit of this Corporation shall organize one awareness sessions each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.</p> <p>This Corporation shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.</p> <p>If any personnel of this Corporation seriously violates ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.</p> <p>This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.</p>

【Attachment 8】

Ventec International Group Co., Ltd.
Comparison Table for Amendments to the Ethical Corporate
Management Best Practice Principles

Article	Before Amendment	After Amendment
Article 5	The company listed companies shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.	The company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and <u>obtain approval from the board of directors</u> , and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.
Article 7	establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis. It is advisable for the company in establishing the prevention programs.	The company shall <u>establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct</u> , and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis. It is advisable for the company to <u>refer to prevailing domestic and foreign standards or guidelines</u> in establishing the prevention programs.
Article 8	The company and their respective business group shall clearly specify in their rules and external documents the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.	The company shall request <u>their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy</u> . The company and their respective business group shall clearly specify in their rules and external documents and on the <u>company website</u> the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities. <u>The company shall compile documented information on the ethical management policy, statement, commitment and</u>

Article	Before Amendment	After Amendment
		<u>implementation mentioned in the first and second paragraphs and retain said information properly.</u>
Article 17	<p>The directors, supervisors, managers, employees, mandataries, and substantial controllers of the company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. <p>(Omitted)</p>	<p>The directors, supervisors, managers, employees, mandataries, and substantial controllers of the company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis <u>(at least once a year)</u>:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business. <p>(Omitted)</p>
Article 20	The companies shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts	The companies shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts

Article	Before Amendment	After Amendment
	<p>or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the company shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p>	<p>or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the company shall <u>based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans? including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs.</u> The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p> <p><u>The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.</u></p>
	<p>The companies shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <p>An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</p> <p>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>4. Confidentiality of the identity of whistle-blowers and the content of reported casesg.</p> <p>5. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p>	<p>The companies shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <p>1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</p> <p>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or <u>senior management</u> shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. <u>Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</u></p> <p>4. Documentation of case acceptance, investigation processes, investigation</p>

Article	Before Amendment	After Amendment
	<p><u>6.</u> Whistle-blowing incentive measures.</p> <p>When material misconduct or likelihood of material impairment to the company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.</p>	<p>results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and <u>an undertaking regarding anonymous reporting.</u></p> <p><u>6.</u> Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p><u>7.</u> Whistle-blowing incentive measures.</p> <p>When material misconduct or likelihood of material impairment to the company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.</p>

【 Attachment 9 】

Ventec International Group Co., Ltd.

Earnings Distribution Table

2019

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	155,338,601
Plus : Net profit for the current year	471,742,460
Plus : Remeasurement of defined benefit plans	4,048,601
Less : Appropriation of Legal Reserve	(47,174,246)
Less : Appropriation of special reserves	(85,760,349)
Distributable earnings of the current year	498,195,067
Distribution Items	
Shareholders' bonus - cash (NT\$5.00 per share)	353,271,725
Undistributed earnings at the end of the period	144,923,342

Note1: Actual dividend per share will be calculated based on the actual issued and outstanding shares as of the record date for the distribution.

Chairman: Lao, Kai-Lu General Manager: Chung, Chien-Jen Chief Financial Officer: Tu, Jennifer

VENTEC INTERNATIONAL GROUP CO., LTD.
Comparison Table for MEMORANDUM OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
Article 9	The share capital of the Company is NT\$900,000,000 divided into 90,000,000ordinary shares of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Law <u>(as revised)</u> and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.	The share capital of the Company is NT\$900,000,000 divided into 90,000,000 ordinary shares of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Law <u>(2020 Revision)</u> and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained. <u>Notwithstanding the foregoing, the Company shall reserve a number of 800,000 unissued ordinary shares of a nominal or par value of NT\$10 each for the purpose of issue of stock warrant, and such reserved amount of shares may be issued in installments upon approval by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors.</u>	Addition of a provision to Article 9 of the Memorandum of Association stipulating the number of shares reserved for the issuance of employee stock warrants in line with the demand for employee stock options

Comparison Table for ARTICLES OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
Article 2	<p>(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:</p> <p>Applicable Listing Rules the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX and the TWSE (where applicable);</p>	<p>(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:</p> <p>Applicable Listing Rules the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., <u>the Business Mergers And Acquisitions Act of the R.O.C.</u>, the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX and the TWSE (where applicable);</p>	<p>The clause is revised in accordance with the “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” by TWSE dated December 25, 2019.</p>

No.	Current Provisions	Proposed Amendments	Explanations
	<p>Law</p> <p>the Companies Law of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;</p>	<p>Law</p> <p>the Companies Law <u>(2020 Revision)</u> of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;</p>	
	<p>Ordinary Resolution</p> <p>a resolution:- (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance</p>	<p>Ordinary Resolution</p> <p>a resolution:- (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general</p>	

No.	Current Provisions	Proposed Amendments	Explanations
	<p>with these Articles; <u>and</u></p> <p>(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); <u>and</u></p> <p>(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;</p> <p>Special Resolution</p> <p>a special resolution of the Company passed in accordance with the Law, being a resolution:</p> <p>(a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic</p>	<p>meeting of the Company held in accordance with these Articles;</p> <p>(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); <u>or</u></p> <p>(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;</p> <p>Special Resolution</p> <p>a special resolution of the Company passed in accordance with the Law, being a resolution:</p> <p>(a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic</p>	

No.	Current Provisions	Proposed Amendments	Explanations
	<p>Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; <u>and</u></p> <p>(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); <u>and</u></p> <p>(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted</p>	<p>Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given;</p> <p>(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); <u>or</u></p> <p>(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted</p>	

No.	Current Provisions	Proposed Amendments	Explanations
	<p>shall be the date on which the instrument is executed.</p> <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;</p> <p>Statutory Reserve a reserve set aside in an amount equal to ten percent (10%) of the <u>annual profits of</u> the Company under the Applicable Listing Rules;</p>	<p>shall be the date on which the instrument is executed.</p> <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;</p> <p>Statutory Reserve a reserve set aside in an amount equal to ten percent (10%) of the <u>total amount of after-tax net profit for the period and other items adjusted to the then-current year's undistributed earnings other than after-tax net profit for the period as calculated by</u> the Company under the Applicable Listing Rules;</p>	
Article 7	Addition(2) °	<u>(2) When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time</u>	The clause is revised in accordance with the "Checklist of Shareholders Rights"

No.	Current Provisions	Proposed Amendments	Explanations
	<p>(3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person.</p>	<p><u>with the payment for Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.</u></p> <p>(4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. <u>For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.</u></p>	<p>Protection with respect to Foreign Issuer's Place of Incorporation " by TWSE dated December 25, 2019.</p>

No.	Current Provisions	Proposed Amendments	Explanations
Article8	<p>(a) upon each issuance of new Shares <u>(other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for consideration other than cash)</u>, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and</p>	<p>(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and</p>	<p>The provisions of article 8 (a) may be adjusted to meet the amendment of article 10.</p>

No.	Current Provisions	Proposed Amendments	Explanations
Article10	<p><u>The preceding Article</u> shall not apply whenever the new Shares are issued <u>for</u> the following <u>purpose</u>:</p> <p>(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company;</p> <p>(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;</p> <p><u>(c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;</u></p> <p><u>(d) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares;</u></p> <p><u>(e) in connection with any share swap arrangement entered into by the Company, or</u></p> <p><u>(f) in connection with any Private Placement conducted pursuant to Article 13; or</u></p> <p><u>(g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.</u></p>	<p><u>(1) Subparagraph (a) of Article 8 and Article 9</u> shall not apply whenever the new Shares are issued <u>due to</u> the following <u>reasons</u>:</p> <p>(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company <u>save as otherwise provided by these Articles;</u></p> <p>(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;</p> <p><u>(c) in connection with distribution of the Employees' compensation;</u></p> <p><u>(d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;</u></p> <p><u>(e) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or</u></p> <p><u>(f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.</u></p>	<p>The clause is revised in accordance with the "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" by TWSE dated December 25, 2019.</p>

No.	Current Provisions	Proposed Amendments	Explanations
		<p><u>(2) Article 8 and Article 9 shall not apply to any of the following circumstances:</u></p> <p><u>(a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;</u></p> <p><u>(b) all new Shares are issued as consideration for being acquired by the other company with the intention of takeover;</u></p> <p><u>(c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;</u></p> <p><u>(d) new Shares are issued for the share exchange entered into by the Company;</u></p> <p><u>(e) new Shares are issued for a Spin-off effected by the transferor company;</u></p> <p><u>(f) new Shares are issued in connection with any Private Placement conducted pursuant to Article 13; or</u></p> <p><u>(g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.</u></p> <p><u>(3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.</u></p>	

No.	Current Provisions	Proposed Amendments	Explanations
Article 11	Add(2)	<p><u>(2) Subject to the Law, the Applicable Listing Rules and these Articles, the Company may, subject to approval of Members by way of Special Resolution, issue share subscription warrants to Employees of the Company at a subscription price not subject to the restrictions set forth in the Applicable Listing Rules, provided that the following matters shall be specified in the notice of such general meeting, and shall not be proposed as ad hoc motions:</u></p> <p><u>(a) the total number of share subscription warrants to be issued, the number of Shares for which the Employees may subscribe by means of share subscription warrant, and the number of new Shares required to be issued or the number of issued Shares required to be repurchased in accordance with the Applicable Listing Rules for the purpose of transferring Shares to the Employees who exercise their subscription rights in the share subscription warrants;</u></p> <p><u>(b) the basis of determining the subscription price and the reasonableness thereof;</u></p> <p><u>(c) the qualifications of the Employees to whom the share subscription warrants are issued and the amount of Shares for which such Employees may subscribe;</u></p> <p><u>(d) reasons why it is necessary to issue share subscription warrants; and</u></p>	<p>Addition of Article 11, Paragraph 2 with reference to Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (pursuant to application mutatis mutandis of the provisions set forth in the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers) in line with the demand for share subscription</p>

No.	Current Provisions	Proposed Amendments	Explanations
		<p><u>(e) matters that may affect Shareholders' equity, including:</u></p> <p><u>(i) any expenses that may be incurred and the dilution of per share profit, if any; and</u></p> <p><u>(ii) any financial burden on the Company caused by transferring issued Shares to the Employees who exercise their subscription right in share subscription warrants.</u></p>	<p>warrants issued at a discount by the Company. The original content of Article 11 is now listed as Article 11, Paragraph 1 in line with the adjustment of the paragraph sequence.</p>
Article 32	<p>(1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued <u>and outstanding</u> Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.</p> <p>(2) Any one or more Member(s) continuously holding more than half of the total issued <u>and outstanding</u></p>	<p>(1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.</p> <p>(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the</p>	<p>In accordance with the operating conditions, adjust the terms and phrases.</p>

No.	Current Provisions	Proposed Amendments	Explanations
	<p>Shares of the Company for a period of no less than three months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.</p>	<p>Company for a period of no less than three months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.</p>	
Article 34	<p>(1) During the Relevant Period, at least thirty(30) days' notice of an annual general meeting and fifteen(15) days' notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.</p>	<p>(1) During the Relevant Period, at least thirty(30) days' notice of an annual general meeting and fifteen(15) days' notice of an extraordinary general meeting shall be given to each Member, and <u>subject to the Law and the Applicable Listing Rules</u>, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.</p>	<p>The wording has been revised as required to clearly stipulate that public announcements must be made pursuant to Cayman laws and regulations and relevant provisions for TWSE/TPEX-listed companies.</p>

No.	Current Provisions	Proposed Amendments	Explanations
Article 36	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:	In accordance with the operating conditions, adjust the terms and phrases.
Article 40	<p>(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued <u>and outstanding</u> Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.</p> <p>(4) The Board shall include a proposal submitted by Member(s) unless:</p> <p>(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued <u>and outstanding</u> Shares in the Register upon commencement of the <u>period in which the Register is closed for transfers</u> before the relevant annual general meeting of the Company;</p>	<p>(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.</p> <p>(4) The Board shall include a proposal submitted by Member(s) unless:</p> <p>(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the <u>Book Closure Period</u> before the relevant annual general meeting of the Company;</p>	In accordance with the operating conditions, adjust the terms and phrases.

No.	Current Provisions	Proposed Amendments	Explanations
Article 46	<p>Add(1)(f)and(t)</p> <p>(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules,in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted fromthe TPEx orTWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share <u>swap arrangement</u> or any Spin- off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.</p>	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution: <u>(f) enter into any share exchange;</u> <u>(t) issue share subscription warrants to Employees of the Company at a subscription price not subject to the restrictions set forth in the Applicable Listing Rules in accordance with Paragraph (2) of Article 11;</u></p> <p>(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share <u>exchange</u> or any Spin- off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.</p>	<p>The clause is revised in accordance with the“ Checklist of Shareholders Rights Protection withrespect to Foreign Issuer's Place of Incorporation ” byTWSE dated December 25, 2019.</p>

No.	Current Provisions	Proposed Amendments	Explanations
Article 48	<p>(2) Subject to the compliance with the Law, in the event <u>any part of the Company's business is involved in</u> any Spin-Off, <u>Merger or Consolidation</u>, a Member, <u>who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or orally with an entry to that effect in the minutes of the meeting before the relevant vote</u>, may request the Company to purchase all of his Shares at the then prevailing fair price.</p> <p>(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs <u>(1) or (2)</u> of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the <u>Member may</u>, within thirty (30) days after such sixty (60) days period, file a petition <u>to</u> the R.O.C. Courts for a ruling on the appraisal price. <u>However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.</u></p>	<p>(2) Subject to the compliance with the Law, in the event <u>that the Company resolves to carry out</u> any Spin-Off, Consolidation, <u>Merger, acquisition or share exchange (collectively, the "Merger and Acquisition")</u>, a Member <u>expressing his dissent in accordance with the Applicable Listing Rules</u> may request the Company to purchase all of his Shares at the then prevailing fair price.</p> <p>(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the <u>Company shall</u>, within thirty (30) days after such sixty (60) days period, file a petition <u>against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with</u> the R.O.C. Courts for a ruling on the appraisal price, <u>and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance.</u></p> <p><u>(4) Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with</u></p>	<p>Article 48, Paragraph 2 and 3 have been amended and Paragraph 4 has been added in accordance with the Shareholder Interest Protection Checklist issued on December 25, 2019. Paragraph 5 has been added in line with the additions made to this article and pursuant to the provisions set forth in the Company Act of the British Cayman Islands. The goal is to safeguard shareholder interests by clearly</p>

No.	Current Provisions	Proposed Amendments	Explanations
		<p><u>respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase price, the Company shall pay for the Shares to be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such Dissenting Members.</u></p> <p><u>(5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.</u></p>	<p>stipulating that the appraisal rights of dissenting shareholders pursuant to the laws and regulations of the place of registration of the Company are not limited or restricted by the provisions set forth in this Article.</p>

No.	Current Provisions	Proposed Amendments	Explanations
Article 73	(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.	(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, exercise due care and skill <u>and act in the best interest of the Company</u> in conducting the business operation of the Company, <u>including matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company.</u> A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.	The clause is revised in accordance with the "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" by TWSE dated December 25, 2019.
Article 79	Addition of Paragraph 2	<u>(2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to</u>	The clause is revised in accordance with the "Checklist of Shareholders Rights Protection

No.	Current Provisions	Proposed Amendments	Explanations
		<u>the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.</u>	with respect to Foreign Issuer's Place of Incorporation " by TWSE dated December 25, 2019.
Article 82.3	Addition of this article	<p><u>(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.</u></p> <p><u>(2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.</u></p> <p><u>(3) The Company shall send the review results of the audit committee of the Company and opinions of</u></p>	The clause is revised in accordance with the " Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation " by TWSE dated December 25, 2019.

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		<p><u>independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.</u></p> <p><u>(4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.</u></p>	
Article 83	<p>(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:</p> <p>(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is</p>	<p>(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:</p> <p>(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and <u>either (i) he</u> has not started serving the sentence, <u>(ii) he</u> has not completed serving the sentence, or <u>(iii) the time</u></p>	In accordance with the operating conditions, adjust the terms and phrases.

No.	Current Provisions	Proposed Amendments	Explanations
	<p>less than five (5) years;</p> <p>(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;</p> <p>(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years; <i>(Omitted)</i></p> <p>(3) During the Relevant Period, if a Director(other than Independent Director),(a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or,(b) within the <u>closing period</u> fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the <u>closing</u></p>	<p>elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;</p> <p>(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and <u>either (i) he</u> has not started serving the sentence, <u>(ii) he</u> has not completed serving the sentence, or <u>(iii)</u> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;</p> <p>(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and <u>either (i) he</u> has not started serving the sentence, <u>(ii) he</u> has not completed serving the sentence, or <u>(iii)</u> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years; <i>(Omitted)</i></p> <p>(3) During the Relevant Period, if a Director(other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the <u>Book Closure Period</u> fixed by the Board in accordance with Article 28(2) prior to the general</p>	

No.	Current Provisions	Proposed Amendments	Explanations
	<u>period</u> , his election as a Director shall be deemed invalid and void.	meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period , his election as a Director shall be deemed invalid and void.	
Article 85	In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.	In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.	In accordance with the operating conditions, adjust the terms and phrases.
Article 86	Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the outstanding Shares continuously for a period of six (6) months or more may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act	Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six (6) months or longer may request in writing any Independent Director of the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her	In accordance with the operating conditions, adjust the terms and phrases.

No.	Current Provisions	Proposed Amendments	Explanations
	resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.	duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.	
Article 91	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. <u>When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company.</u> Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear	Article 91 has been amended in accordance with the Shareholder Interest Protection Checklist issued on December 25, 2019.

No.	Current Provisions	Proposed Amendments	Explanations
	against such matter.	a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	
Article 100	(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Company may distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years(including adjusted undistributed profits)in part or in whole <u>as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with</u>	(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Board may, <u>by a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors,</u> distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus	Article 100, Paragraph 3 has been amended pursuant to the provisions set forth in the R.O.C. Company Act. It is now clearly stipulated that the Board may by a resolution passed by a majority of the Directors present at a meeting attended by two-thirds or

No.	Current Provisions	Proposed Amendments	Explanations
	<p><u>these Articles</u> to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.</p>	<p>accumulated undistributed profits of previous years (including adjusted undistributed profits) in part or in whole to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; <u>and in addition thereto a report of such distribution shall be submitted to the general meeting</u>, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.</p>	<p>more of the total number of Directors distribute cash dividends/bonuses in part or in whole and that a report of such distribution shall be submitted to a general shareholders meeting</p>
Article 100.1	Addition of this article	<p><u>During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares:</u></p> <p><u>(1) The Company may resolve to distribute net profit or offset losses at the end of each half fiscal year.</u></p> <p><u>(2) For any distribution of net profit in accordance with the preceding Paragraph, whenever the Company still has net profit at the end of the first half fiscal year, the Company shall first estimate and reserve the amount of Employees' compensation, Directors' compensation and then payment of tax from the said profits; and after offsetting losses (including losses as at the beginning of the first half fiscal year and adjusted</u></p>	<p>Article 100.1 is updated to fit in with the company's proposed earnings allocation system for each half fiscal year.</p>

No.	Current Provisions	Proposed Amendments	Explanations
		<p><u>undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Board may, subject to the compliance with percentage of distribution as set forth in Paragraph (3) of Article 100, resolve to distribute the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits as at the beginning of the first half fiscal year (including adjusted undistributed profits) in whole or in part as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; and in addition thereto a report of such distribution shall be submitted to the general meeting.</u></p> <p><u>(3) Unless the Board resolves not to distribute net profit and/or offset losses, the distribution of net profit or offset of losses by the Company in accordance with the preceding Paragraph shall be based on the financial statements audited or reviewed by a certified public accountant, and the proposal of the distribution of net profit or offset of losses for the first half fiscal year,</u></p>	

No.	Current Provisions	Proposed Amendments	Explanations
		<u>together with the the business report and financial statements, shall be first reviewed by the audit committee of the Company and then be submitted to the Board for approval</u>	
Article 103	Addition of Paragraph 2	(2) <u>If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Law and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.</u>	To accommodate the 2019 amendments to the British cayman islands company law, an update to section 103, paragraph 2.
Article 111	Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members <u>in specie or kind</u> the whole or any part of the <u>assets</u> of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the	Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide <u>and distribute</u> amongst the Members the whole or any part of the <u>property</u> of the Company (whether they shall consist of property of the same kind or not) <u>in cash or asset</u> and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole	In accordance with the operating conditions, adjust the terms and phrases.

No.	Current Provisions	Proposed Amendments	Explanations
	Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.	or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.	

【Attachment 11】

Ventec International Group Co., Ltd.

Comparison Table for Amendments to the Rules of Procedure
for Shareholders' Meetings

Article	Before Amendment	After Amendment
Article 3	<p>(Convening shareholders meetings and shareholders meeting notices) (omitted)</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24, applying for the approval of ceasing the status as a public company; 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 and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:</p> <p>A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal or by way of electronic transmission for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only,</p>	<p>(Convening shareholders meetings and shareholders meeting notices) (omitted)</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24, applying for the approval of ceasing the status as a public company; <u>director's non-competition obligation 、surplus to increase capital 、earnings to increase capital</u> 、the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:</p> <p>Where election of new directors and supervisors is specified as the reason for convening a shareholders meeting and the date of assuming office has been clearly stipulated. Said date shall not be modified by extraordinary motion or other means in the same meeting upon completion of the election process.</p> <p>A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal or by way of electronic</p>

Article	Before Amendment	After Amendment
	<p>and no proposal containing more than one item will be included in the meeting agenda.</p> <p>In addition, 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 shall include a proposal submitted by Member(s) unless of Article 172-1, paragraph 4 of the Company Act. If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal not with standing that one of the circumstances set forth in the preceding Paragraph.</p> <p>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.</p>	<p>transmission for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal</p> <p>containing more than one item will be included in the meeting agenda.</p> <p>In addition, 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 shall include a proposal submitted by Member(s) unless of Article 172-1, paragraph 4 of the Company Act. If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal not with standing that one of the circumstances set forth in the preceding Paragraph.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals <u>a written proposal or by way of electronic transmission</u> and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p>
Article 10	<p>If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.</p> <p>..... (omitted)</p> <p>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 and call for a vote.</p>	<p>If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall vote case-by-case and proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.</p> <p>..... (omitted)</p> <p>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</p>

Article	Before Amendment	After Amendment
		discussion closed and call for a vote <u>and arrange proper voting time.</u>
Article 13	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, <u>for each proposal</u> , the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.	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, , the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
Article 15	<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 results, and shall be retained for the duration of the existence of this Corporation.</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 results, <u>(the statistical tallies of the numbers of votes) , when electing directors, the number of votes of each candidate shall be disclosed</u> and shall be retained for the duration of the existence of this Corporation.</p>

Ventec International Group Co., Ltd.

2020 New Restricted Employee Shares Regulation

1. Purpose

To attract and retain the professional talents required by the company, and to motivate employees and enhance employee commitment and sense of belonging to the company, so as to jointly create benefit to the company and its shareholders. According to paragraph 8 of Article 267 of the Company Act and “Regulations Governing the Offering and Issuance of Securities by Foreign Issuers” issued by the Financial Supervisory Committee to stipulate the company's current. Regulations Governing Issuance of Restricted Stock Awards. Employee Rights New Shares Issuance Method.

2. Issue Period

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

3. Eligible Employees

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

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

3.3 Where an employee issues employee stock warrants under Regulations Governing the Offering and Issuance of Securities by Foreign Issuers apply to Article 56-1, paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares subscribable by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3 percent of the issuer's total issued shares. And the above in combination with the cumulative

number of shares subscribable by the single warrant holder of employee stock warrants issued by our company under Article 56, paragraph 1, may not exceed 1 percent of the issuer's total issued shares. With special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the above-mentioned restriction.

The stipulation governing the total number of new restriction employee shares that can be obtained by a single employee as set forth in this Article shall be revised in line with updates of relevant laws and regulations by competent authorities.

4. Total Number of the Restricted Shares to be Issued

The total number of Restricted Shares to be issued hereunder shall be 800,000 shares with a face value of NT\$ 10 per share and the total amount shall be NT\$ 8,000,000.

5. Terms and Conditions of the Restricted Shares Awards

5.1 Issue Price and Vesting Schedule: The Restricted Shares shall be issued at NT\$ 0 per share.

5.2 Class of issued shares: Common shares of the company.

5.3 Vesting conditions: Employees who are granted with the restricted employee shares should remain employed by the company with 1 year or more from the time of the award of the new restricted employee shares and have achieved the required individual performance rating. The proportions of shares are granted to employees according to the respective vesting conditions reached as follows:

Remain employed after 2 year from the time of the award: 30% of the distribution.

Remain employed after 3 year from the time of the award: 30% of the distribution.

Remain employed after 4 year from the time of the award: 40% of the distribution.

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

(1) resignation: (Voluntary / Retirement / Severance / dismissal):

In the case of employees who resign, the part of the Restricted Stock Awards that has not reached the vested period is deemed to have failed to reach the condition of the vesting on the effective date of the resignation. Our company will withdraw issued shares without compensation and cancel all shares granted.

(2) Leave of absence:

In the case of employees who are specially approved for a leave of absence, about the part of the Restricted Stock Awards that has not reached the vested period, the calculation will be suspended from the effective date of the leave of absence, and will be calculated continuously

from the date of reinstatement. The timetable of paragraph 5.3 of this Article will be deferred. If there is no reinstatement before the expiration of a leave of absence, it will be treated as voluntary resignation accordingly.

(3) General death:

In the case of employees who die due to non-occupational disasters reason, the part of the Restricted Stock Awards that has not reached the vested period is deemed to have failed to have the qualification of the vesting condition on the death date. Our company will withdraw issued shares without compensation and cancel all shares granted.

(4) occupational disasters::

i. In the case of employees who are unable to continue to serve due to a physical disability due to occupational disasters, the part of the Restricted Stock Awards that has not reached the vested period is still process in accordance with the provisions of paragraph 5.3 of this Article.

ii. In the case of employees who are died due to occupational disasters, the part of the Restricted Stock Awards that has not reached the vested period is deemed to have failed to have the qualification of the vesting condition in accordance with the provisions of paragraph 5.3 of this Article. Our company will withdraw issued shares without compensation and cancel all shares granted.

the legal heirs of the employee can complete the vesting shares if they have completed the necessary procedures and provided relevant supporting documents according to the actual situation.

(5) A transfer to relationship enterprise:

i. In the case of employees who transfer to a relationship enterprise, for the part of the Restricted Stock Awards that has not reached the vested period, it shall be treated as voluntary resignation accordingly.

ii. For the purpose of the company's operations, when it is appointed or transferred to the company's affiliate company or other company, for the part of the Restricted Stock Awards that has not reached the vested period, after the employee is appointed or transferred to the company's relationship company or other company, and under the condition that the employee remain in-service, it is still process in accordance with the provisions of paragraph 5.3 of this Article, but whether the individual performance assessment have reached the vested conditions will be determined by the CEO of the company with reference to the performance of the company's requirements and the performance evaluation provided by the company which the employ transfer to.

(6) Where employees voluntarily relinquish their right to restricted stock awards by written declaration, the Company shall seize and cancel such shares without compensation pursuant to relevant laws.

Where employees are penalized with a major demerit or above for violations of provisions set forth in the work rules or employee manual, the Company shall seize and cancel such shares without compensation pursuant to relevant laws.

- (7) Where the delegated authorization of the Company is terminated or rescinded by employees, unvested restricted stock awards shall be seized and canceled by the Company without compensation pursuant to relevant laws.

5.6 Restrictions on share rights prior to meeting of vesting conditions :

- (1) The employees shall not sell, pledge, transfer, give to others as a present, create encumbrance on or dispose in other way the unvested Restricted Shares until such Restricted Shares are vested.
- (2) The employees holding vested Restricted Shares are entitled to the rights to participate in shares dividends distribution and are entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for the new shares issued for cash capital increase and the rights to vote.
- (3) After the Grant Date, the employees shall put all the Restricted Shares granted to them into a trust or an escrow immediately, and shall not ask the trustee or escrow bank to return the trusted or escrowed Restricted Shares before such Restricted Shares are vested.
- (4) Where the Company carries out non-statutory capital reductions including cash capital reductions during the vesting period, restricted stock awards shall be canceled in proportion to said capital reduction. Capital returned in the context of cash capital reductions shall be held in trust and may only be handed over to employees when vesting conditions are met. The Company may seize such cash if vesting conditions are not met.

5.7 Other stipulations:

During the delivery of the Restricted Stock Awards to the Trust, the company shall be the sole agent of the employees and stock trusts, and shall conduct, sign, revise, extend, dismiss, terminate, and deliver the Trust Property, application and disciplinary instructions (including but not limited to).

5.8 Handling of mergers and acquisitions

Vesting conditions shall be viewed as satisfied for all unvested shares.

6. Confidentiality

Employees granted Restricted Shares shall abide by the rules of confidentiality and shall not disclose any and all information relating to the contents and the number of Restricted Shares granted unless otherwise requested by laws and regulations or the competent authorities. If any breach of the confidentiality obligation by such employees is considered material by the Company, such employees shall lose the

right to be granted Restricted Shares simultaneously, and the Company may forfeit and cancel the unvested Restricted Shares held by them without consideration.

7. Other important stipulations:

7.1 This Regulation shall be attended by more than two-thirds of the directors of the board of directors and approved by more than one-half of the directors, and shall be effective upon approval by the competent authority, and the same applies to the amendment before issued. If, during the review process, an amendment is required due to the requirements of the competent authority's review, the chairman of the board of directors is authorized to amend the method, and then will be issued after the board of directors' ratification.

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

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

Company Number: 272449

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
FIFTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION

OF

Ventec International Group Co., Ltd.

騰輝電子國際集團股份有限公司

Incorporated on the 16th day of October, 2012

(as adopted by a Special Resolution passed on 18th June 2019)

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
COMPANY LIMITED BY SHARES

FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

VENTEC INTERNATIONAL GROUP CO., LTD.

騰輝電子國際集團股份有限公司

(as adopted by a Special Resolution passed on 18th June 2019)

1. The name of the Company is Ventec International Group Co., Ltd. 騰輝電子國際集團股份有限公司.
2. The Registered Office of the Company shall be situated at the offices of Portcullis (Cayman) Ltd, at the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.
3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (as revised).
4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (as revised).
5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (as revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (as revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (as revised).
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all

of its powers necessary for the carrying on of its business outside the Cayman Islands.

7. When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.
8. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
9. The share capital of the Company is NT\$900,000,000 divided into 90,000,000 ordinary shares of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Law (as revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.
10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
COMPANY LIMITED BY SHARES

FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

VENTEC INTERNATIONAL GROUP CO., LTD.

騰輝電子國際集團股份有限公司

(as adopted by a Special Resolution passed on 18th June 2019)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.
2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX and the TWSE (where applicable);
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Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
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Auditors	the certified public accountant(if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the
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	Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	Ventec International Group Co., Ltd. 騰輝電子國際集團股份有限公司;
Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and “Directors” means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Article 23(4);
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;

Emerging Market	the emerging market board of the TPEx in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and “Employee” shall mean any one of them;
Financial Statements	has the meaning set out in Article 104;
Independent Directors	those Directors designated as "Independent Directors" who are elected by the Members at a general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and “Independent Director” means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Law of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and “Members” or “Shareholders” means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;

Month	a calendar month;
NTD	New Taiwan Dollars;
Ordinary Resolution	<p>a resolution:-</p> <ul style="list-style-type: none"> (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); and (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;
Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time being as required under the Law;

Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEX, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;
Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol

or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;

Special Reserve

has the meaning set out in Article 95;

Special Resolution

a special resolution of the Company passed in accordance with the Law, being a resolution:

- (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; and
- (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); and
- (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

Spin-off

an act wherein a transferor company transfers all of its independently operated business or any part of it to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares,

	cash or other assets to the transferor company or to shareholders of the transferor company;
Statutory Reserve	a reserve set aside in an amount equal to ten percent (10%) of the annual profits of the Company under the Applicable Listing Rules;
Subordinate Company	any company (a) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (b) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (c) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (d) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEX	the Taipei Exchange in Taiwan;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and
TWSE	the Taiwan Stock Exchange Corporation.

- (2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (3) In these Articles unless the context otherwise requires:
- (a) words importing the singular number shall include the plural number and vice-versa;
 - (b) words importing the masculine gender shall include the feminine gender and neuter genders;
 - (c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and
 - (d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

- (4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:
- (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.
4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:
- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
 - (b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;
 - (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;
 - (d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;
 - (e) other matters concerning rights and obligations incidental to the Preferred Shares; and
 - (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

- (2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.
6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law and the Applicable Listing Rules. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.
- (2) The Company shall not issue bearer Shares.
- (3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person.
- (4) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.
8. During the Relevant Period:
- (a) upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for consideration other than cash), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and
- (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines)

of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the TPEX and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:
 - (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;
 - (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and
 - (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.
10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:
 - (a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company;
 - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
 - (d) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares;
 - (e) in connection with any share swap arrangement entered into by the Company, or
 - (f) in connection with any Private Placement conducted pursuant to Article 13; or
 - (g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.
12. During the Relevant Period, the Company may, subject to approval of Shareholders by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.
13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:
 - (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;
 - (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or
 - (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

(2) Subject to the preceding Paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.
14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.
15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C.(as revised).

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.
17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *paripassu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.
19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.

(2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.
21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.

(2) During the Relevant Period:

- (a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained profits, premium on capital stock, and realized Capital Reserve.
 - (b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.
- 22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.
- (2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.
- 23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register as the holder of the Treasury Shares, provided that:
 - (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;
 - (c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law; and
 - (d) no dividend/bonus may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.
- (2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person(including the Employees; the qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article)upon such terms and manner and subject to such conditions as the Board thinks fit. The Board may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.

- (3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.
 - (4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the “**Discount Transfer**”), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:
 - (a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;
 - (b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;
 - (c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;
 - (d) matters that the Board is of the opinion that may affect Shareholders' equity, including:
 - (i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and
 - (ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.
 - (5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.
24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive

distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

- (2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding Paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.
26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rule, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rule otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.
- (2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general

meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers (the “**Book Closure Period**”) at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the Book Closure Period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Commission, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.
30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.
31. During the Relevant Period, all general meetings shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.
32.
 - (1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued and outstanding Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.
 - (2) Any one or more Member(s) continuously holding more than half of the total issued and outstanding Shares of the Company for a period of no less than three months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.
 - (3) In addition to the circumstance where the Board should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.
33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the

voting matters.

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty(30) days' notice of an annual general meeting and fifteen(15) days' notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.
- (2) At any time other than the Relevant Period, at least fifteen (15) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.
35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
- (2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding Paragraph, together with the voting right exercise forms.
36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:
- (a) any election or removal of Director(s);
 - (b) any alteration of the Memorandum and/or these Articles;

- (c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Article 24(1);
 - (d) applying for the approval of ceasing the status as a public company;
 - (e) any dissolution, voluntary winding-up, Merger, share swap, Consolidation or Spin-off of the Company;
 - (f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;
 - (g) the transfer of the whole or any material part of the Company's business or assets;
 - (h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (i) carrying out a Private Placement of any equity-type securities issued by the Company;
 - (j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;
 - (k) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares; and
 - (l) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.
37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEX or the TWSE (where applicable) twenty-one(21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.
38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding

Shares with voting rights shall be a quorum of Members for all purposes.

40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.
- (2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.
- (3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
- (4) The Board shall include a proposal submitted by Member(s) unless:
- (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;
 - (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued and outstanding Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company;
 - (c) the proposal contains more than one matter;
 - (d) the proposal contains more than three hundred (300) words; or
 - (e) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.
- (5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.
- (6) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.
41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly

convening such meeting, the chairman of the meeting shall be elected from those Persons.

42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.
43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.
44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.
45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.
46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:
 - (a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (d) distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;
 - (e) effect any Spin-off of the Company;
 - (f) authorise a plan of Merger or Consolidation involving the Company;
 - (g) resolve that the Company be wound up voluntarily for reasons other than the reason provided in Article 47;
 - (h) carry out a Private Placement;
 - (i) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;
 - (j) change its name;
 - (k) change the currency denomination of its share capital;

- (l) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (m) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (n) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;
 - (o) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;
 - (p) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;
 - (q) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules; and
 - (r) appoint an inspector to examine the affairs of the Company under the Law;
 - (s) issue new Shares to Employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 12; and
 - (t) apply for the approval of ceasing the status as a public company.
- (2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share swap arrangement or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.
47. Subject to the Law and the Applicable Listing Rules, the Company may by an Ordinary Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.
48. (1) Subject to the compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 46(1) is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution

to be adopted is in relation to the matter(s) set out in Paragraph(b) of Article 46(1) and at the same meeting the resolution for the winding up of the Company is also adopted.

- (2) Subject to the compliance with the Law, in the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or orally with an entry to that effect in the minutes of the meeting before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price.
 - (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the R.O.C. Courts for a ruling on the appraisal price. However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.
49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.
50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time; during the Relevant Period, such internal rules shall be in compliance with the Law and the Applicable Listing Rules.

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.
53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.

54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.
55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.
56. (1) Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:
- (a) the Company itself (if such holding is permitted by the Law);
 - (b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or
 - (c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.
- (2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.
- (3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.
57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic

transmission as one of the methods for exercising the voting power of a Member. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his Shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document, impromptu proposal and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.
- (2) During the Relevant Period, subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.
60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.
61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission,

he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail.

62. A Member who has served the Company with his voting decision in accordance with Article 57 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.
63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.
64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies(as amended, supplemented or otherwise modified from time to time)).

DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than seven (7) or more than nine (9) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.
- (2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.
- (3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.

- (4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (i) the number of votes conferred by such Member's Shares and (ii) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in these Articles, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.
- (5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.
66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.
67. Subject to these Articles, each Director shall be appointed to a term of office of three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.
68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at anytime by a Special Resolution adopted at a general meeting.
- (2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.

69. A chairman of the Board (the “**Chairman**”) shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.
70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (i) the extent of a Director's involvement with the operations of the Company, (ii) the contribution of a Director to the Company, (iii) the prevailing industry standard and (iv) such other relevant factors.
71. When the number of Directors then in office falls below seven (7) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.
72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.
- (2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting

from such violation.

- (3) The preceding two Paragraphs of this Article shall apply, *mutatis mutandis*, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.
74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).
76. During the Relevant Period, the qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.
78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

79. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company. Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors, or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.
80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.
81. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.
- 82.1(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the formation of audit committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.

- (2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.
- (3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:
 - (a) Adoption or amendment of an internal control system.
 - (b) Assessment of the effectiveness of the internal control system.
 - (c) Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
 - (d) A matter bearing on the personal interest of a Director.
 - (e) A material asset or derivatives transaction.
 - (f) A material monetary loan, endorsement, or provision of guarantee.
 - (g) The offering, issuance, or Private Placement of any equity-type securities.
 - (h) The hiring or dismissal of an Auditor, or the compensation given thereto.
 - (i) The appointment or discharge of a financial, accounting, or internal auditing officer.
 - (j) Annual and semi-annual financial reports.
 - (k) Any other material matter so required by the Company or the competent authority.
- (4) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.

82.2(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the formation of remuneration committee, the exercise of their powers of office, and related matters

shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.

- (2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, one of whom shall be the convener.
- (3) The remuneration committee of the Company shall exercise the care of a good administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:
 - (a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.
 - (b) Periodically evaluate and prescribe the remuneration of Directors and officers.
 - (c) Any other material matter so required by the Company or the competent authority.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:
- (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;
 - (b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;
 - (c) has been imposed a final sentence due to violation of the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;
 - (d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been

reinstated to his rights and privileges;

- (e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
 - (f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;
 - (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;
 - (h) ceases to be a Director by virtue of Article 84;
 - (i) resigns his office by notice in writing to the Company;
 - (j) is removed from office pursuant to these Articles; or
 - (k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.
- (2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.
- (3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the closing period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the closing period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Commission, the TPEX or the TWSE (where applicable), the following relationships shall not exist among half or the majority of the Directors: (a) a spousal relationship; or (b) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the

majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.
86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the outstanding Shares continuously for a period of six (6) months or more may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.
88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight (48) hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time if this has been agreed to by a majority of the Directors at such meeting. Notwithstanding the foregoing, at any time other than during the Relevant Period, a notice of

Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.

89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.
90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.
91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.
92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.
93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.
94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of Public Companies of the R.O.C.).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend or bonuses, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "**Special Reserve**").
96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Statutory Reserve and Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.
97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.
- (2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend/bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.
98. Where any difficulty arises in regard to any declaration of share dividends or share bonuses or other similar distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time

to time declare dividends/bonuses(including interim dividends/bonuses), and other distributions to the Members by issuing new, fully paid Shares and/or by cash in proportion to the number of Shares held by them respectively and authorise payment of the same out of the funds of the Company lawfully available therefore.The Directors may, before declaring any dividends, bonuses or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business or investments of the Company.

- 100.(1) As the Company is in the growing stage, the dividend/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wish to distribute.
- (2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than five percent (5%) and not more than ten percent (10%) of the profits for such year to the Employees as the Employees' compensation in the form of shares and/or in cash and may distribute not more than two percent (2%) hereof to the Directors as the Directors' compensations, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employees' and Directors' compensations shall be submitted to the general meeting of the Company.Except otherwise set forth by the Applicable Listing Rules, any Directors' compensations shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.
- (3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Company may distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years(including adjusted undistributed profits)in part or in whole as determined by an Ordinary Resolution passed at an annual general

meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.

- (4) During the Relevant Period, unless otherwise resolved by the general meeting of the Company, the Employees' and Directors' compensations and dividends, bonuses or other forms of distributions payable to the Members shall be declared in NTD.
 - (5) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.
 - (6) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.
 - (7) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed profits of the Company.
101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.
102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.
104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (a) the business report; (b) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (c) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon

adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.

105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.
106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.
107. During the Relevant Period, the Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.
108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen(15) days after receipt of the copy of the public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:
 - (a) the types, number and amount of shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;
 - (b) the recommendations made by the Board to the Members on such tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer, and the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;
 - (c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and the contents of such change, if any;
 - (d) the types, number and amount of the shares of the tender offeror or its affiliates held

by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and

- (e) other relevant significant information.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.
112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the TPEX or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.
114. Any Member present, either personally or by proxy, at any meeting of the Company shall for

all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.

115. Any notice or other document, if served by:

- (a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;
- (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
- (c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
- (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the

R.O.C. under the Applicable Listing Rules.

- (2) The preceding agent shall have residence or domicile in the R.O.C.
- (3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

- 121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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【Appendix 2】

Ventec International Group Co., Ltd.

Comparison Table for Amendments to the Rules of Procedure for Shareholders' Meetings

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/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 the Company's Articles of Incorporation or the laws and regulations, this Corporation's shareholders meetings shall be convened by the board of directors. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.

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. 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.

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 or supervisors, amendments to the articles of incorporation, any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24, applying for the approval of ceasing the status as a public company; 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 and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal or by way of electronic transmission for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

In addition, 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 shall include a proposal submitted by Member(s) unless of Article 172-1, paragraph 4 of the Company Act. If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal not with standing that one of the circumstances set forth in the preceding Paragraph.

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

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 or to exercise voting rights by correspondence or electronically, 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 specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance.

This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials.

Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the

company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8

(Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 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

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. 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 1 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. 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 and call for a vote.

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

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 shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting: When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 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, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

Article 14

(Election of directors and supervisors)

The election of directors or supervisors 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 supervisors and the numbers of votes with which they were elected.

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

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 results, and 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, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

【Appendix 3】

Ventec International Group Co., Ltd.

Shareholdings of All Directors

2020/4/13

Job title	Name	Number of Shares Held at Current	
		Shares	(%)
Chairman	Top Master Limited	4,713,307	6.67
	Representative: Lao, Kai- Lu	—	—
Director	ACHEM Technology Corporation	4,431,971	6.27
	Representative: Lin, Chien-Yu	—	—
Director	Alpha Victor Limited	4,090,908	5.79
	Representative: Wang, Yu-Tzu	—	—
Director	Chung, Chien- Jen	1,359,623	1.92
Independent Director	Sheu, Yuan- Kuo	—	—
Independent Director	Chen, Tsung-Hsi	—	—
Independent Director	Hou, Yu-Tau	—	—

Note: The type and number of the issued shares by the Company are 70,654,345 ordinary shares