GREEN™ PLATFORM STRATEGY

Stock Code 4720

TEX YEAR INDUSTRIES INC.

2022 Annual General Shareholders' Meeting

Meeting Handbook
(Translation)

Meeting Time: 9:30 a.m., June 27, 2022

Note to Readers

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 version shall prevail.

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I.Meeting Procedures

TEX YEAR INDUSTRIES INC.

2022 General Meeting of Shareholders Meeting Procedures

1. Announcement of the Commencement of the Meeting

2. Chairman’s Remarks

3. Report Items

4. Recognition Items

5. Discussion Items I

6. Election Items

7. Discussion Items II

8. Extempore Motions

9. Adjournment

II.Meeting Agenda

TEX YEAR INDUSTRIES INC.

2022 General Meeting of Shareholders Meeting Agenda

Date and Time: 9:30 a.m., Monday, June 27, 2022

Place: 4F., No. 9, Wuquan 6th Rd., New Taipei Industrial Park, New Taipei City, Taiwan (Meeting Room on the 4th Floor of the Company).

Shareholders meeting will be held by means of: Physical shareholders meeting.

I. Chairman's Remarks

II. Report Items

1. The Company's 2021 Business report.
2. 2021 Supervisors' Examination Report.
3. Report of the distribution of employee compensation and directors' and supervisors' remuneration for 2021.
4. Report of implementation status of domestic convertible bonds issued in 2019.
5. Amendments to the "Rules and Procedures of Board of Directors Meetings".
6. Renaming and amendments to the "Code of Ethics for Directors, Supervisors and Managers".
7. Amendment to the "Procedures and Instrustions of Ethical Corporate Management".

III. Recognition Items

1. Recognition of the Company's 2021 Business Report and Financial Statements.
2. Recognition of 2021 Earnings Distribution Plan.

IV. Discussion Items I

1. Amendments to part of the "Articles of Incorporation".
2. Amendments to part of the "Rules and Procedures of Shareholders Meeting".
3. Renaming and amendments to part of the "Rules for Election of Directors and Supervisors".
4. Amendments to part of the "Procedures for Acquisition or Disposal of Assets".
5. Amendments to part of the "Procedures for Lending Funds to Other Parties".
6. Amendments to part of the "Rules for Endorsement & Guarantee".
7. Amendments to part of the "Policies and Procedures for Financial Derivatives Transactions".

V. Election Items

1. To elect the 11 directors of the Board of Directors (including four independent directors).

VI. Discussion Items II

1. Release Directors and Representatives of Juristic-Person Directors from Non-Competition Restrictions.

VII. Extempore Motions

VIII. Adjournment

Report Items

1.The Company's 2021 Business Report, please kindly review.

Explanation: 2021 Business Report is attached as Attachment 1.

2.2021 Supervisors' Examination Report, please kindly review.

Explanation: 2021 Supervisors' Examination Report is attached as Attachment 2.

3.Report of the distribution of directors' and supervisors' remuneration and employee compensation for 2021, please kindly review.

Explanation:

i. The Company's distribution of directors' and supervisors' remuneration and employee compensation for 2021 was approved in the Board of Directors' meeting on March 29, 2022 and will be distributed in cash.

ii. The directors' and supervisors' remuneration and employee compensation are NT$800,000 and NT$2,275,076, respectively.

4.Report of implementation status of domestic convertible bonds issued in 2019, please kindly review.

Explanation: In order to repay the principal due on the first domestic secured convertible bond and bank loans, the Company issued the second secured and third unsecured convertible bonds in 2019, and the issuance terms are as follows:

Type of issuance	Second domestic secured convertible bond in 2019
Issue amount	NT$200 million
Denomination	NT$100,000
Bond interest rate	Coupon rate 0%
Issue period	5 years from October 23, 2019 to October 23, 2024
Conversion status	As of the end of February 2022,485 units were converted into 3,299,300 common shares.
Conversion Price	Since September 15, 2021, the conversion price has been adjusted to NT$14.7 from NT$15.4.

Type of issuance	Third domestic unsecured convertible bond in 2019
Issue amount	NT$100 million
Denomination	NT$100,000
Bond interest rate	Coupon rate 0%
Issue period	3 years from October 24, 2019 to October 24, 2022
Conversion status	As of the end of February, 2022, 918 units were converted into 6,624,168 common shares.
Conversion Price	Since September 15, 2021, the conversion price has been adjusted to NT$13.4 from NT$14.0.

5.Amendments to part of the "Rules of Procedure for Board Meetings", please kindly review.

Explanation: In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Rules of Procedure for Board Meetings", and please refer to Attachment 5 for the comparison table.

6.Renaming of and amendments to the "Code of Ethical Conduct for Directors, Supervisors and Managers", please kindly review.

Explanation: In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to rename the "Code of Ethical Conduct for Directors and Managers" and amend part of the "Code of Ethical Conduct for Directors and Managers", and please refer to Attachment 6 for the comparison table.

7.Amendments to part of the "Procedures for Ethical Management and Guidelines for Conduct", please kindly review.

Explanation: In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed amend the Company's "Procedures for Ethical Management and Guidelines for Conduct", and please refer to Attachment 7 for the comparison table.

Recognition Items

1. 2021 business report and financial statements, acknowledgment is respectfully requested.

Explanation:

i. The Company's 2021 consolidated financial statements and individual financial statements, which have been audited by CPAs, Chuang, Pi-Yu and Chien, Ming-Yen of Deloitte Taiwan, together with the business report, were approved by the board of directors, submitted to and examined by supervisors with the examination report.

ii. For the Company's 2021 Business Report and financial statements, please refer to Attachment 1, Attachment 3 and Attachement 4.

iii. Acknowledgment is respectfully requested.

Resolution:

2. 2021 earnings distribution plan, acknowledgment is respectfully requested.

Explanation:

i. The Company's 2021 earnings distribution plan was approved in the Board of Directors meeting on March 29, 2022, and the proposed earnings distribution plan in compliance with the Articles of Incorporation is as follows:

The 2021 profit allocation proposal	**(Unit: NT$)**
Unappropriated earnings of previous years	$ 8,375,266
Adjustments due to changes in other comprehensive income	922,550
Net income of 2021	28,877,310
Earnings available for distribution as of 31 December 2021	38,175,126
Legal reserve	(2,979,986)
Special reserve	(7,868,844)
Distribution item:	
Shareholders' dividend (NT$ 0.2/share in cash)	(20,627,012)
Unappropriated earnings	$ 6,699,284

(I) If there is any surplus in the annual financial statements, in addition to the tax payment, the Company shall first make up for the previous years' deficits and then set aside 10% of the legal reserve as legal reserve, provided that if the legal reserve has reached the amount of paid-in capital, it may not be set aside. After the special reserve has been appropriated or reversed in accordance with the law, it shall be retained or distributed together with the accumulated undistributed earnings of previous years by resolution of the shareholders' meeting.

(II) For the 2021 earning distribution, it is intended to provide NT$ 20,627,012, to distribute cash dividends NT$0.2 per share, based on the paid-in capital at the end of February 2022.

(III) It is requested the ratification and passage of the shareholders' meeting, and authorize the Chairman to determine the dividend distribution date, payment day, and other related matters, including that the cash dividends are calculated based on the shareholding proportionally, and rounded up to NT$1. The fractional amount is adjusted from the dismal number and the account number in descending power, until meeting the total amount of cash dividends.

(IV) In case where the buyback of the shares, transfer or cancellation of treasury shares, conducting cash capital increase, or exercise of employees' subscription warrant or convertible corporate bonds for common share conversion, and thus the number of outstanding shares changes, and the shareholder's yield changes as well, it is intended to request the shareholders' meeting to authorize the board of directors to handling the matters related to such changes with full power.

ii. Acknowledgment is respectfully requested.

Resolution:

Discussion Items I

1. Amendments to part of the "Articles of Incorporation", please kindly discuss.

Explanation:

i. In alignment with amendments to the Company Act and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Articles of Incorporation", and please refer to Attachment 8 for the comparison table.

ii. Please kindly discuss.

Resolution:

2. Amendments to part of the "Rules of Procedure for Shareholders Meetings", please kindly discuss.

Explanation:

i. In alignment with amendments to the Company Act and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Rules of Procedure for Shareholders Meetings", and please refer to Attachment 9 for the comparison table.

ii. Please kindly discuss.

Resolution:

3. Renaming of and amendments to part of the "Procedures for Election of Directors and Supervisors", please kindly discuss.

Explanation:

i. In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to rename the Procedures "Procedures for Election of Directors" and amend part of the Procedures, and please refer to Attachment 10 for the comparison table.

ii. Please kindly discuss.

Resolution:

4. **Subject: Amendments to part of the Company's "Procedures for Acquisition or Disposal of Assets", please kindly discuss.**

Explanation:

i. In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Procedures for Acquisition or Disposal of Assets", and please refer to Attachment 11 for the comparison table.

ii. Please kindly discuss.

Resolution:

5. **Subject: Amendments to the "Procedures for Lending Funds to Others", please kindly discuss.**

Explanation:

i. In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Procedures for Lending Funds to Others", and please refer to Attachment 12 for the comparison table.

ii. Please kindly discuss.

Resolution:

6. **Subject: Amendments to the "Regulations Governing Endorsements and Guarantees", please kindly discuss.**

Explanation:

i. In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Regulations Governing Endorsements and Guarantees", and please refer to Attachment 13 for the comparison table.

ii. Please kindly discuss.

Resolution:

7. **Subject: Amendments to the "Procedures for Engaging in Derivative Transactions", please kindly discuss.**

Explanation:

i. In alignment with laws and regulations and that the Company will establish an Audit Committee in replacement of Supervisors after the election in the 2022 shareholders meeting, it is proposed to amend the Company's "Procedures for Engaging in Derivative Transactions", and please refer to Attachment 14 for the comparison table.

ii. Please kindly discuss.

Resolution:

Election Items

1. **Election of directors, please kindly discuss.**

Explanation:

i. The Company's 16th term of directors and supervisors will expire on June 23, 2022, it is proposed to hold the election in this general meeting of shareholders. Pursuant to Article 195 of the Company Act, in case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

ii. According to Article 13 of the Articles of Incorporation, it is proposed to elect 11 directors, including 4 independent directors, and the newly elected 17th term of directors will assume office immediately after the general shareholders meeting with a term of office of three years from June 27, 2022 to June 26, 2025, effective since the date being elected. The term of office of outgoing-directors ends upon the adjournment of this general shareholders meeting.

iii. The four independent directors elected will form the Audit Committee and take over the duties and obligations of supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The list of candidates is as follows:

List of director candidates:

Title	Stock Accout Number	List of director candidates	Education	Experience	Current job	Shareholding
Director	37	Hsiao, Hsiang-Chih	B.S. degree, Department of Chemistry, National Tsing Hua University	General Manager of Tex Year Fine Chemical Co., Ltd. General Manager of Tex Year (Hong Kong) Ltd. Chairman of Wuxi More Tex Technology Co.	Chairman and Chief Executive Officer of Tex Year Industries Inc. Chairman of Wuxi Tex Year International Trading Co., Ltd Director of Tex Year Europe Sp.z o. o. Chairman of Tex Year Minima Technology Inc. Tsing Hua Entrepreneur Network (TEN)-Taipei Branch Convenor Taiwan Synthetic Resins & Adhesives Industrial Association-executive director	5,088,681

Title	Stock Accout Number	List of director candidates	Education	Experience	Current job	Shareholding
Director	1	Hsiao, Chin-Tsung	Bachelor's degree in commerce, National Taiwan University	Chairman of Tex Year Fine Chemical Co., Ltd. President, Tex Year Social Welfare Promotional Association (Taiwan)	Director, Tex Year Industries Inc.	16,237,570
Director	6933	Huang, Li-Hung	M.S., Institute of Forestry, National Taiwan University	Director of The Chinese Forest Products Association	Chairman of Wood Glue Industrial Co., Ltd.	3,072,340
Director	4065	Lai, Chih-Hung	Master's Degree, Department of International Business, University of Wolverhampton, U.K.	Director of National Petroleum Co., Ltd.	General Manager of Vic Hung Petroleum Chemical Co., Ltd. Chairman of Dehong International Biotech Co., Ltd.	2,994,214
Director	6097	Adhesive Technologies,Inc.	MBA from Amos Tuck School of Finance	Adhesive Technologies,Inc. President	Adhesive Technologies,Inc. President	2,538,051
Director	3665	Chen, Cheng-Jen	M.S., Kaohsiung University	General Manager, Taicera Enterprise Co., Ltd., Vietnams	Chairman, Taicera Enterprise Co., Ltd., Vietnam	1,321,823
Director	24252	Tsai, Ming-Chun	National Taipei Institute of Technology	Sales Manager, Yuan Sin Industry Co., Ltd. Manager of Domestic Sales Department, Texmen Enterprises Corp.	Chairman, Dah Cherng Stationery Co., Ltd. Director, Texmen Enterprises Corp.	366,986
Independent Director	7133	Tseng, Tsai-Wei	Visiting Researcher and Visiting Scholar, University of Texas at Austin, U.S. Master's Degree, Department of Chemistry, Tsing Hua University Bachelor's Degree, Department of Chemistry, Tamkang University	Supervisor, Specialty Polymer Division, Chemical Research Laboratories, Industrial Technology Research Institute General Manager, Covestro Resins (Taiwan) Ltd. Chairman, JPT Corporation	General Manager, JPT Corporation	318,286

Title	Stock Accout Number	List of director candidates	Education	Experience	Current job	Shareholding
Independent Director	-	Wang, Chung-Ping	Ph.D. in Accounting, Jinan University, Guangzhou Masters' Degree in Business Administration, Soochow University	Director, Addcn Technology Co., Ltd. Director, Humanistic Education Foundation Juristic-person supervisor representative, Element I Venture Capital Co., Ltd.	Partner, Jia Wei & Co., CPAs	0
Independent Director	-	Weng, Wen-Pin	Master and Ph. D., Department of Materials Science and Engineering, National Taiwan University Masters' Degree, Graduate Institute of Management, National Taiwan University of Science and Technology Bachelor in Materials Engineering, National Cheng Kung University	Director, Department of Chemical and Materials Engineering, Lunghwa University of Science and Technology Deputy Director, Office of Research and Development, Lunghwa University of Science and Technology Independent Director, Long Time Technology Corp.	Associate Professor, Department of Chemical and Materials Engineering, Lunghwa University of Science and Technology	0
Independent Director	-	Lin, Shu-Chuan	Master's Degree, School of Law, National Chiao Tung University	Attorney, Patent Attorney, and Arbitrator of Lin & Associates, Maritime Law Office	Senior Partner, Dentons Taiwan	0

Reason to nominate the directors who have served for consecutive three terms of office:

- Mr. CHUNG-PING WANG has served as an independent director of the Company for more than three terms. Considering his qualifications as an accountant, work experience in the professional field of financial accounting and expertise in governance, he is of great benefit to the Company. The company provides important suggestions and board supervision opinions on the operation management of the company. Therefore, Mr. CHUNG-PING WANG is still listed as one of the candidates for independent director this time, so that he can still exert his expertise and provide professional opinions on board supervision when exercising his duties as an independent director.
- Mr. WENG, WEN-PIN has served as an independent director for more than three terms of office; however, taking into considerations that he has the qualifications of sustainable development carbon management administrator and sustainable development energy and resources

administrator, it is obvious he is helpful to the Company. For many years, he also has furnished important advices to the Company's operation and management, and supervision to the board of directors. Therefore, he is again nominated as the candidate of independent director this time, to enable him exert his expertise and provide the professional advices to supervise the board of directors in the future.

iv. Please Vote.

Election result:

Discussion Items II

1. **Release Directors and Representatives of Juristic-Person Directors from Non-Competition Restrictions, please kindly discuss.**

Explanation:

i. Following the election of directors, and in accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

ii. A newly elected director of the Company and representative of a juristic-person director, if engaging in acts of participation in other business operations similar or identical to the Company's scope of operations, shall request the Shareholders' Meeting to exempt the director and representative of a juristic-person director from non-competition restrictions.

iii. Please kindly discuss

Detail of competitive activities engaged by newly elected directors of the Company:

Person to be released from non-competition restrictions	Name of affiliate in which a position concurrently held	Position concurrently held
Hsiao, Hsiang-Chih	Wuxi Tex Year International Trading Co., Ltd	Chairman
		Director
	Tex Year Minima Technology Inc.	Chairman
Huang, Li-Hung	Wood Glue Industrial Co., Ltd.	Chairman
Tseng, Tsai-Wei	JPT Corporation	General Manager
Adhesive Technologies, Inc. Representative:		

Resolution:

Extempore Motions

Adjournment

III.Attachments

Attachment 1

Tex Year Industries Inc.

Business Report of 2021

Ladies and gentlemen of the shareholders:

In 2021, Tex Year Industries Inc. was awarded the “Sixth Taiwan Mittelstand Award,” demonstrating that the Company is solid foundation skills, and has the unique and key technologies in specific fields, with high international competitiveness, so it was recognized by the cross-segment selection panel, to be awarded with the honor of an invisible champion of Taiwan. For 64 years, Tex Year has focused on various green low-carbon adhesive products. In Taiwan, Europe, India, Vietnam, and China, nine production bases and six R&D centers, to position around the world for serving customers in the neighboring area. By the in-house R&D and various technology collaborations, we provide total solutions to customers in various industries. Looking to the future, we will keep on making efforts to for the goals to expand the global market in all aspect, and lead the industry to develop the products green, innovate, sustainable, and carbon-reducing.

Last November, Tex Year integrate the Group’s sustainable development strategic blueprint with the global R&D and operational management of resources, to work with the strategic partners from up- and downstream, for creating the “GPS Green Material Strategic Collaboration Platform,” for introducing various collaboration of cross-disciplines and cross-border via the GPS platform, to navigate the strategic partners to the new blue ocean of green materials and carbon-reducing solutions. In the opening ceremony of the GPS platform, Tex Year vowed the SDGs sustainable development directions to which Tex Year advance to, and structure four major technology development platforms, including: green economic platform, bio-economic platform, circular economic platform, and low-carbon economic platform. The member of GPS share the international regulations and trends, and collaborate to develop the green sustainable materials. The Company offers full series of green sustainable low carbon products, and receives various international certifications, and conforms to the future eco sustainable regulations and industrial carbon-neutral development trends; all of these are Tex Year’s future niche market.

For the new consumer sustainable products, Tex Year has established the deep strategic partnership with Minima Technology, a globally renown bio-degradable products, to collaboratively market the bio-degradable straws, utensils, shopping bags, and long lasting containers. A production base for Europe will be set up in Tex Year's European Plant, to localized the production and launch into European market.

The electronic specialty chemicals business unit that has outperformed in past two years, has been benefitted the continuous high growth in electronic industry as an agency of high-end adhesives and specialty chemicals from Japan and the U.S., and created better profit contributions. For the self-made products, Tex Yeas has had deep cooperation with international KA customers for the UV glue adhesive for display, and specialty chemicals for handheld and wearable industry, to develop new specialty chemicals simultaneously accommodating customers' demands, for the pioneer's advantages, while promote the products to the related market at the same time. In the Innovation Building in the Taoyuan Plant, a new dedicated clean room plant is built, and the capacity utilization increased rapidly, to expand the production efficiency for meeting the shipment demands of customers around the world. In this year, the international certificate IATF 16949 for the design/new product development, manufacturing, installation, and services for the automotive products, to meet customers' demands from various areas and industries.

Facing the global warming and climate changes, and the enterprises' global sustainable development, Tex Year has always responded with very active attitude and concrete actions, to the environmental, social, and governance (ESG) issues. In terms of green procurement, corporate governance, social care, and environmental protection, the Company has established cross-functioned units including the "Ethic Committee," "Corporate Sustainability Corporate," "Remuneration Committee," "Information Security and Personal Data Committee," and "Environment, Health, and Safety Committee," to ensure the Company's operation complies with the spirit of ESG in all aspects, and taking accounts of all stakeholders' interests in a balanced way.

In the recent years, with factors like surging prices of raw materials, raging COVID-19, the Russia and Ukraine war, inflation, and volatile exchange rate, a corporate's sustainable operation must monitor the external changes all the time, be flexible and agile, to stay solid in the evolving

environment. We are sincerely grateful to all shareholders for their full support to Tex Year, our dedicated colleagues, the government's guidance and assistance, and all customers and suppliers who love and care for us, in order to achieve today's success of Tex Year; in the future, we will continue to strive for the green sustainability and development of high-value products, to expand globally and strengthen our brand marketing, leading all employees to embrace the new landscape, success the history and create the future, to create more value for all shareholders.

Wish you all

Good health and good fortune

Chairman: HSIAO, HSIANG-CHIH

1. 2021 Business Results:

(1) Implementation Outcome of Business Plans

Unit: Unless otherwise stated, the unit of the rest of the items are stated in NT$1,000

Item	2021	2020	Increasing/ Decreasing Range (%)
Consolidated operating revenues	3,550,382	3,162,668	12.26
Consolidated operating net profit	68,717	136,830	(49.78)
Consolidated net income before income tax	56,041	144,443	(61.20)

(2) Status of implementation of budget

The Company only sets internal budget targets and does not disclose financial projections to the public.

The estimated consolidated operating revenues for 2021 were NT$3,519,105 thousand, and the actual consolidated operating revenues were NT$3,550,382 thousand, representing a budget achievement rate of 100.89%.

(3) Financial Revenue and Expenditure and Analysis of Profitability

Item		2021 (Consolidated)
Financial structure	Debt to asset ratio (%)	59.05
	Long term capital to property, plant and equipment ratio (%)	179.51
Solvency	Current ratio (%)	144.09
	Quick ratio (%)	90.02
	Interest coverage ratio (times)	505.71
Profitability	Return on assets (%)	1.49
	Return on equity (%)	2.47
	Pre-tax net profit to paid-in capital ratio (%)	5.72
	Net profit ratio (%)	1.02
	Earnings per share (NT$)	0.30

(4) Research and Development Status -

1.Technology Level and Research Development

There are three major targets for research and development: new products, new processes and new industries, which are described as follows.

1.1 Adhesive products:

1.1.1 Hot melt adhesive:

- In response to sustainable development, the Company has been actively developing eco-friendly hot melt adhesives that can improve recycling efficiency, reduce carbon, and minimize plastic. They are used in packaging, filters, medical products, woodworking, electronics and telecommunication, DIY and book binding businesses.
- Develop food contact grade hot melt adhesives for beverage, dairy and fruit food packaging.
- To meet the high performance requirements for the automotive and mattress industries, the Company has developed special adhesive strips, and hot melt products that operate at low temperatures, resist high temperatures, and have low VOC emissions, in order to expand the markets, to fulfill market demands, and to complete the hot melt product line.
- Develop the Bionis series (bio-based and biodegradable hot melt adhesive) to make the perfect hot melt adhesive products that are sustainable and eco-friendly.

1.1.2 Water-based adhesive: Develop environmentally friendly water-based adhesive that can replace solvent-based adhesives for tape, labels, packaging and other applications. It has the characteristics of fast processing, water resistance, low white mist, high temperature resistance, low temperature and low surface energy material adhesion.

1.1.3 Participate in the Ministry of Economic Affairs Technology Research and Development Project to develop sustainable and environmentally friendly hot melt adhesive products for the target industries of paper straw lamination and structural adhesive.

1.2 Special chemical products:

1.2.1 UV light hardening adhesive: UV light hardening buffering adhesive series for LCD panel automatic production, LED UV light hardening moisture proof adhesive.

1.2.2 UV photo-hardening mending adhesive series for carbon fiber composite industry.

1.2.3 UV light-hardening coating: PVC flooring high matte light-hardening coating,

SPC flooring matte light-hardening coating.

1.2.4 Specialty chemicals: user-friendly, low-odor two-component acrylic adhesive (SGA) for the speaker, optoelectronics, and electrical industries.

1.2.5 UV pressure sensitive adhesive: solvent-free high-value and eco-friendly UV pressure sensitive adhesive, which can be processed automatically and is reliable at high temperature.

1.3 Medical equipment products:

1.3.1 Develop a set of multi-purpose autoclave in add-on mode, so that the end consumer can use autoclave easily, quickly and conveniently.

1.3.2 Develop the sterilization equipment that does not operate in high temperature and pressure mode so as to expand the market to different customer groups.

1.3.3 Develop a wide range of sterilization products to further expand the business opportunities from medical care products to personal care devices.

1.3.4 Standardize the controller and parts used for all models and all components to reduce material costs and improve electrical control stability.

1.3.5 Continue to develop and manufacture the key components by ourselves.

1.4 Filtration materials:

1.4.1 H14 and U15 high-efficiency, low-resistance meltblown filter materials for household air cleaners.

1.4.2 Filter material for automobile air conditioning.

1.4.3 Professional respirator/mask low resistance filter material.

1.4.4 Anti-bacterial, antiviral, anti-allergy and other functional filter materials.

2.Group Research and Development staff and their academic experience

December 31, 2021

Item Educational Background	Master (PhD) and above	University (College)	High School (Vocational School)	Total
Number of People	26	29	0	55
Ratio (%)	47	53	0	100

(II). 2022 Overview of Business Plan

(1) Operating principle

1.Targeting: Focus on niche markets and create customer value together.

2.Eco-friendly: Combining environmental protection, safety and speed to create brand value.

3.X: Innovative technology to facilitate life.

4.YEAR: Long-standing and sustainable management.

(2) Expected Sales Volume and its Basis

The expected sales volume of consolidated hot melt adhesive-related self-produced products for 2022 is approximately 31,969 metric tons, which is an aggregate figure estimated with reference to past sales, future market supply and demand conditions and industry environment.

(3) Important Production and Marketing Policies

I.Strengthen international marketing as well as domestic and overseas partnerships to form an international distribution network and to increase market share.

II.Integrate the Group's resources, expand the sales synergy, adopt division of labor and global management, and pursue the Group's maximum interests.

III.To coordinate the Group's procurement and production resources to reduce costs and pursue sustainable development.

IV.Strategic alliance with international customers to expand economic scale and product lines.

V.Develop high value-added products with core technologies and strengthen new product business development.

VI.Improve production technology, reduce manufacturing cost, and take automation and energy-saving and environmental protection process as the basis.

VII.To increase the global market share of Tex Year's private label products.

VIII.Expand the range and scope of our green and sustainable products through self-development and technical cooperation.

(III) Future Company Development Strategy

Pursuit of balanced development, never-ending" is our management philosophy. We are committed to pursuing balanced development for our shareholders and employees, as well as long-term and short-term interests.

(IV) Impact of the external competitive environment, regulatory environment and overall business environment

(1) The war between Russia and Ukraine has caused tension around the world, and has led to a sharp rise in the price of crude oil and related natural resources, further pushing up global inflation; therefore, companies must have the ability to pass through costs.

(2) In addition, as regulations on environmental protection become more strict worldwide, products and technologies for circular economy become the key for industry transformation in the future.
(3) The rising trade conflict between the U.S. and China has weakened China's export advantage, and the global industry will rethink its positioning.
(4) As China continues to promote environmental protection policies, the petrochemical industry has been forced to shut down, relocate or cut down the production capacity. This has been accelerating the elimination of the weak in the industry and leaving the strong behind, resulting in reduced supply and higher prices.
(5) The Covid-19 epidemic that swept through the world caused great damage because of the isolation policies of countries and regions, resulting in a weakening of globalization and making those with regional supply capabilities more competitive.
(6) In response to the international anti-money laundering and anti-tax avoidance trend, multinational corporations need to rethink their investment structure to reduce global tax risks.

Attachment 2

TEX YEAR INDUSTRIES INC.

Supervisors' Examination Report

Hereby approved

The supervisors have examined the accompanying 2021 Business Report, earnings distribution plan, consolidated and individual financial statements of the Company, which have been audited by CPAs, Chien, Ming-Yen and Chuang, Pi-Yu of Deloitte Taiwan, and concluded that no irregularities were found. We hereby report as above in accordance with relevant laws and regulations.

Regards,

2022 General Meeting of Shareholders

Supervisors:

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March 29, 2022

INDEPENDENT AUDITOR'S REVIEW REPORT

To Tex Year Industries Inc.:

Audit Opinion

We have duly audited the consolidated balance sheet of Tex Year Industries Inc. and its subsidiaries as of December 31, 2021 and 2020, and the consolidated comprehensive income statement, consolidated statement of changes in equity and consolidated cash flow statement from January 1 to December 31, 2021 and 2020 as well as notes to the consolidated financial statements (including the summary of significant accounting policies).

In our opinion, based on our audits and the reports of the other auditors (see Other Matters), the consolidated financial statements referred to above have been prepared, in all material respects, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, and Interpretations and Interpretation Announcements issued by the Financial Supervisory Commission, and are fairly stated in terms of the consolidated financial position of Tex Year Industries Inc. and its subsidiaries as of December 31, 2021 and 2020, and the consolidated financial performance and consolidated cash flows for the years 2021 and 2020 from January 1 to December 31.

Basis of Audit Opinion

We conducted the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountant and the Generally Accepted Auditing Standards. Our responsibility under these standards will be further explained in the paragraph of our responsibility to review the consolidated financial statements. The staff of the firm to which we are affiliated, who are subject to the independence regulation, have maintained superior independence from Tex Year and its subsidiaries in accordance with the Code of Ethics for Accountants, and have fulfilled other responsibilities under the Code. We believe that we have obtained sufficient and appropriate audit evidence to form the basis of our audit opinion.

Key Audit Matters

A key audit matter is one that, in our professional judgment, is material to the examination of the consolidated financial statements of Tex Year Industries Inc. and its subsidiaries for 2021. These matters have been considered in the process of examining the consolidated financial statements taken as a whole and forming an opinion thereon, and we do not express an opinion on these matters individually.

The key audit matters of the financial statements of Tex Year Industries Inc. and its subsidiaries for 2021 are summarized as follows:

Authenticity of sales revenue

The sales revenue of Tex Year Industries Inc. and its subsidiaries from selling products to some of the top ten customers in 2021 increased compared with that in the same period of last year. Whether the sales revenue is correctly recognized when meeting the performance obligations will have a significant impact on the consolidated financial report, and therefore it is listed as a key audit matter of this year.

For the accounting policies and relevant disclosure information related to sales revenue, please refer to notes 4 (13), 25, 32 and 37 to the consolidated financial report.

Our audit procedures for assessing the authenticity of sales revenue in the course of the audit are as follows:

1. Understand and test the effectiveness of the design and implementation of the internal control system related to the authenticity of sales revenue.
2. Obtain on a sample basis the transaction documents of the aforementioned sales revenue, including sales orders, shipping documents and collection documents, to verify the authenticity of the sales revenue posted.

Other Matters

The consolidated financial statements of Tex Year Industries Inc. and its subsidiaries, certain subsidiaries and investment companies using the equity method have not been audited by us, but by other auditors. Accordingly, our opinion on the consolidated financial statements referred to above, which relates to the amounts included in the financial statements of certain subsidiaries and equity-method investees and the related information disclosed in the notes, is based on the reports of other auditors. The total assets of these subsidiaries as of December 31, 2021 and 2020 were NT$1,000,046 thousand and NT$995,959 thousand, respectively, accounting for 30% and 33% of the total combined assets; net operating income from January 1 to December 31, 2021 and 2020 was NT$759,275 thousand and NT$693,662 thousand respectively, representing 21% and 22% of the consolidated net operating income respectively. For these investments by the equity method, the balances of December 31, 2021 and 2020 were NTS61,364 thousand and NT$102,214 thousand respectively, representing 2% and 3% of the total assets respectively. From January 1 to December 31, 2021 and 2020, the

share of joint venture profit and loss recognized by the equity method was NT$(2,905) thousand and NT$2,809 thousand respectively, accounting for (5%) and 2% of the consolidated net profit before tax respectively.

Tex Year Industries Inc. has prepared its individual financial reports for 2021 and 2020, and we have issued the audit report with unqualified opinions and notes on other matters for reference.

Responsibility of Management and Governance Unit to Consolidated Financial Statements

The responsibility of management is to prepare consolidated financial statements that present fairly the financial position of the Company in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations and Interpretations issued by the Financial Supervisory Commission, and to maintain such internal control relevant to the preparation of consolidated financial statements as 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's responsibility also includes assessing Tex Year Industries Inc. and its subsidiaries' ability to continue as a going concern, the disclosure of related matters, and the adoption of the going concern basis of accounting, unless management intends to liquidate Tex Year Industries Inc. and its subsidiaries or to cease operations, or there is no practical alternative to liquidation or cessation of operations.

The governance units (including supervisors) of Tex Year Industries Inc. and its subsidiaries are responsible for overseeing the financial reporting process.

Responsibility of Accountants Auditing Consolidated Financial Statements

The purpose of our audit is to obtain reasonable assurance about whether the consolidated financial statements taken as a whole are free from material misstatement, whether due to fraud or error, and to issue a report thereon. However, an audit performed in accordance with generally accepted auditing standards does not provide assurance that material misstatements in the consolidated financial statements will be detected. Misrepresentation may be the result of fraud or error. Individual amounts or aggregates that are not true are considered material if they could reasonably be expected to affect the economic decisions made by users of the consolidated financial statements.

We conducted our audit in accordance with generally accepted auditing standards, exercising our professional judgment and maintaining our professional skepticism. We also perform the following tasks.

1. Identify and assess the risks of material misstatement of the consolidated financial statements arising from fraud or error; design and implement appropriate responses to the risks assessed; and obtain sufficient and appropriate evidence to provide a basis for an audit opinion. Because fraud may involve conspiracy, forgery, intentional omission, misrepresentation or a breach of internal control, the risk of not detecting material misstatement due to fraud is higher than that due to error.
2. We obtained an understanding of the internal control relevant to our 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 Tex Year Industries Inc. and its subsidiaries' internal control.
3. Evaluate the appropriateness of the accounting policies used by management and the reasonableness of the accounting estimates and related disclosures made by management.
4. Based on the evidence obtained, we have made a conclusion on the appropriateness of management's adoption of the going concern basis of accounting and whether there is any material uncertainty about the events or circumstances that may cast significant doubt on the ability of Tex Year Enterprises, Inc. and its subsidiaries to continue as a going concern. If we believe that there is a material uncertainty about such events or conditions, we should draw the attention of users of the consolidated financial statements to the relevant disclosures in the audit report or revise our audit opinion if such disclosures are inappropriate. Our conclusion is based on the audit evidence obtained up to the date of the audit report. However, future events or circumstances may cause Tex Year Industries Inc. and its subsidiaries to cease to have the ability to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the related notes, and whether the consolidated financial statements present fairly the related transactions and events.
6. We obtained sufficient and appropriate audit evidence on the financial information of the constituent entities of the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and execution of the Group's audits, and for forming an opinion on the Group's audits.

We will communicate with the governance unit regarding the scope and timing of the planned audit and significant audit findings, including significant deficiencies in internal control identified during the audit.

We also provide the governing body with a statement that the independence-regulated personnel of the firm to which we are affiliated have complied

with the Code of Ethics for Accountants with respect to independence, and communicate with the governing body about all relationships and other matters (including related safeguards) that may be considered to affect the accountant's independence.

From the matters communicated with the governance unit, we decided on the key audit items for the audit of the annual consolidated financial statements of Tex Year Industries Inc. and its subsidiaries for 2021. We identified those matters in our auditor's report, except for those matters that are not permitted by law to be disclosed publicly or, in the rarest of circumstances, where we decided not to communicate those matters in our auditor's report because the negative effect of such communication could reasonably be expected to outweigh the public interest that would be served.

The engagement partners on the reviews resulting in this independent auditor's review report are Pi-Yu Chuang and Ming-Yen Chien.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 31, 2022

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations 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 accepted and applied in the Republic of China.

For the convenience of readers, the auditor's 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 auditor's report and consolidated financial statements shall prevail.

Tex Year Industries Inc. and Subsidiaries

Consolidated Balance Sheet

December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code	Asset	December 31, 2021 Amount	%	December 31, 2020 Amount	%
	Current asset				
1100	Cash and cash equivalents (notes 4 and 6)	$ 438,772	13	$ 420,381	14
1110	Current financial assets at fair value through profit or loss (notes 4, 7 and 19)	59,020	2	60,078	2
1150	Notes receivable, net (notes 4 and 10)	26,625	1	24,148	1
1170	Accounts receivable, net (notes 4, 5 and 10)	643,258	20	597,994	19
1180	Accounts receivable due from related parties, net (notes 4, 5, 10 and 32)	21,676	1	37,681	1
1200	Other receivables (notes 4 and 10)	14,359	-	22,277	1
1210	Other receivables due from related parties (notes 4, 10 and 32)	411	-	1,433	-
130X	Current inventories (notes 4, 5, 11 and 33)	692,943	21	541,905	18
1470	Other current assets (note 17)	73,237	2	70,813	2
11XX	Total current assets	1,970,301	60	1,776,710	58
	Non-current assets				
1510	Financial assets at fair value through profit or loss - non-current (notes 4 and 7)	7,237	-	-	-
1535	Financial assets at amortized cost - non-current (notes 4 and 9)	7,797	-	76	-
1550	Investment under the equity method (note 4 and 13)	86,365	3	124,574	4
1600	Property, plant and equipment (notes 4, 14, 18 and 33)	986,443	30	1,006,358	33
1755	Right-of-use assets (notes 4 and 15)	77,068	2	72,943	2
1780	Intangible assets (notes 4 and 16)	16,661	1	20,385	1
1840	Deferred tax assets (notes 4 and 27)	40,080	1	37,428	1
1915	Advance payment for equipment	75,491	2	3,854	-
1990	Other non-current assets, others (note 10 and 17)	13,206	1	13,659	1
15XX	Total non-current assets	1,310,348	40	1,279,277	42
1XXX	Total assets	$ 3,280,649	100	$ 3,055,987	100
Code	Liabilities and equity				
	Current liabilities				
2100	Current liabilities (note 18)	$ 581,264	18	$ 356,408	12
2120	Current financial liabilities at fair value through profit or loss (notes 4 and 7)	-	-	4,102	-
2170	Accounts payable (note 20)	470,536	14	392,391	13
2180	Accounts payable to related parties (notes 20 and 32)	-	-	26,942	1
2200	Construction contracts payable to related parties (note 21)	137,511	4	154,551	5
2230	Current tax liabilities (notes 4 and 27)	13,454	1	12,408	-
2250	Current provisions (notes 4 and 22)	1,058	-	1,046	-
2280	Current lease liabilities (notes 4 and 15)	4,359	-	2,848	-
2320	Long-term borrowings and corporate bonds payable -current portion (notes 14, 18, 19 and 33)	115,244	4	115,384	4
2399	Other current liabilities, others (notes 21 and 29)	43,949	1	33,365	1
21XX	Total current liabilities	1,367,375	42	1,099,445	36
	Non-current liabilities				
2530	Corporate bonds payable (note 19)	193,050	6	261,082	9
2540	Non-current portion of non-current borrowings (notes 14, 18 and 33)	255,397	8	284,372	9
2570	Deferred tax liabilities (notes 4 and 27)	72,311	2	79,806	3
2580	Non-current lease liabilities (notes 4 and 15)	5,530	-	1,496	-
2630	Deferred income – non-current (notes 4 and 29)	3,712	-	6,852	-
2640	Net defined benefit liability, non-current (notes 4 and 23)	37,886	1	42,491	1
2670	Other non-current liabilities, others (note 21)	1,929	-	1,115	-
25XX	Total non-current liabilities	569,815	17	677,214	22
2XXX	Total liabilities	1,937,190	59	1,776,659	58
	Equity attributable to owners of the Company (notes 4, 8, 12, 13, 19, 23, 24, 27 and 31)				
	Share capital				
3110	Common stock	979,327	30	893,857	29
3130	Certificates of rights to exchange bonds for shares	150	-	12,143	1
3100	Total share capital	979,477	30	906,000	30
3200	Capital from retained earnings	58,677	2	48,570	1
	Retained earnings				
3310	Legal reserve	132,500	4	125,834	4
3320	Special reserve	110,779	4	95,226	3
3350	Undistributed earnings	38,176	1	75,916	3
3300	Total retained earnings	281,455	9	296,976	10
	Other equity interest				
3410	Foreign operating institute Translation of financial statements Exchange differences	(106,062)	(3)	(98,193)	(3)
3420	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	(12,586)	(1)	(12,586)	(1)
3400	Total other equity interest	(118,648)	(4)	(110,779)	(4)
31XX	Total equity attributable to owners of parent	1,200,961	37	1,140,767	37
36XX	Non-controlling interests	142,498	4	138,561	5
3XXX	Total equity	1,343,459	41	1,279,328	42
	Total liabilities and equity	$ 3,280,649	100	$ 3,055,987	100

The accompanying notes are an integral part of the consolidated financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc. and Subsidiaries

Consolidated Statement of Comprehensive Income

January 1 to December 31, 2021 and 2020

In thousand of New Taiwan Dollars, Except earnings per share.

Code		2021 Amount	2021 %	2020 Amount	2020 %
	Operating revenue (notes 4, 25, 32 and 37)				
4110	Total operating income	$ 3,571,213	101	$ 3,179,926	101
4170	Less: sales return	20,090	1	16,565	1
4190	Less: sales discount	741	-	693	-
4000	Net operating income	3,550,382	100	3,162,668	100
	Operating costs (notes 4, 5, 11, 22, 23, 26 and 32)				
5110	Total cost of sales	2,904,273	82	2,457,267	78
5900	Gross profit from operations	646,109	18	705,401	22
5910	Realized (unrealized) gains from joint ventures (note 4)	83	-	(88)	-
5950	Gross profit from operations	646,192	18	705,313	22
	Operating expenses (notes 4, 5, 10, 16, 23, 26 and 32)				
6100	Marketing expenses	350,125	10	311,844	10
6200	Administrative expenses	141,161	4	150,055	5
6300	Research and development expenses	86,189	2	106,584	3
6000	Total operating expenses	577,475	16	568,483	18
6900	Net operating income (loss)	68,717	2	136,830	4

(Continue)

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Code		2021 Amount	2021 %	2020 Amount	2020 %
	Non-operating income and expenses				
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (notes 4 and 13)	($ 6,170)	-	($ 4,400)	-
7100	Interest income (notes 4 and 26)	1,887	-	1,833	-
7010	Other income (notes 4, 26, 29 and 32)	22,023	1	36,685	1
7020	Other gains and losses, net (notes 4 and 26)	(540)	-	(1,715)	-
7590	Miscellaneous disbursements	(8,204)	-	(6,459)	-
7630	Foreign exchange losses (notes 4 and 35)	(7,859)	-	(2,570)	-
7510	Financial cost (notes 4, 18, 19 and 26)	(13,813)	(1)	(15,761)	(1)
7000	Total non-operating income and expenses	(12,676)	-	7,613	-
7900	Net profit before tax	56,041	2	144,443	4
7950	Income tax expense (notes 4 and 27)	19,995	1	42,632	1
8200	Net profit of the current period	36,046	1	101,811	3
	Other comprehensive income (notes 4, 8, 12, 13, 23 and 27)				
	Components of other comprehensive income that will not be reclassified to profit or loss				

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Code		2021 Amount	2021 %	2020 Amount	2020 %
8311	Gains (losses) on remeasurements of defined benefit plans	$ 1,153	-	($ 3,849)	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	-	-	(3,586)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(230)	-	770	-
8310		923	-	(6,665)	-
	Components of other comprehensive income that will not be reclassified to profit or loss				
8361	Foreign operating institute Translation of financial statements Exchange differences	($ 12,804)	-	($ 16,075)	-
8370	Share of other comprehensive income from joint ventures by the equity method	297	-	(1,715)	-

(Continue)

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Code		2021 Amount	2021 %	2020 Amount	2020 %
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	$ 1,967	-	2,992	-
8360		(10,540)	-	(14,798)	-
8300	Total other comprehensive income	(9,617)	-	(21,463)	-
8500	Total comprehensive income	$ 26,429	1	$ 80,348	3
	Net profit attributable to				
8610	Owners of the Company	$ 28,877	1	$ 69,740	2
8620	Non-controlling interests	7,169	-	32,071	1
8600		$ 36,046	1	$ 101,811	3
	Comprehensive income attributable to:Total comprehensive income attributable to				
8710	Owners of the Company	$ 21,931	1	$ 51,108	2
8720	Non-controlling interests	4,498	-	29,240	1
8700		$ 26,429	1	$ 80,348	3
	Earnings per Share (note 28)				
9710	Basic	$ 0.30		$ 0.74	
9810	Dilute	$ 0.28		$ 0.65	

The accompanying notes are an integral part of the consolidated financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc. and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code		Equity attributable to owners of the Company (notes 4, 8, 12, 13, 19, 23, 24, 27 and 31)									
		Share capital			Retained earnings			Other equity items		Non-controlling interests	
		Common stock	Certificates of rights to exchange bonds for shares	Capital from retained earnings	Legal reserve	Special reserve	Undistributed earnings	Foreign operating institute Translation of financial statements Exchange differences	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	(notes 4 and 12)	Total equity
A1	Balance on January 1, 2020	$ 885,767	$ 1,027	$ 68,494	$ 121,416	$ 54,831	$ 54,068	($ 86,226)	($ 9,000)	$ 116,039	$ 1,206,416
O1	Changes in non-controlling interests	-	-	-	-	-	-	-	-	(6,718)	(6,718)
	Appropriation and distribution of retained earnings for 2019										
B1	Legal reserve appropriated	-	-	-	4,418	-	(4,418)	-	-	-	-
B3	Special reserve appropriated	-	-	-	-	40,395	(40,395)	-	-	-	-
B5	Cash dividends of ordinary share	-	-	(26,753)	-	-	-	-	-	-	(26,753)
I1	Conversion of convertible bonds	7,063	12,143	6,829	-	-	-	-	-	-	26,035
I3	Conversion of certificates of bonds-to-share	1,027	(1,027)	-	-	-	-	-	-	-	-
D1	Profit of 2020	-	-	-	-	-	69,740	-	-	32,071	101,811
D3	Other comprehensive income of 2020	-	-	-	-	-	(3,079)	(11,967)	(3,586)	(2,831)	(21,463)
D5	Total comprehensive income of 2020	-	-	-	-	-	66,661	(11,967)	(3,586)	29,240	80,348
Z1	Balance on December 31, 2020	893,857	12,143	48,570	125,834	95,226	75,916	(98,193)	(12,586)	138,561	1,279,328
O1	Changes in non-controlling interests	-	-	-	-	-	-	-	-	(561)	(561)
	Appropriation and distribution of retained earnings for 2020										
B1	Legal reserve appropriated	-	-	-	6,666	-	(6,666)	-	-	-	-
B3	Special reserve appropriated	-	-	-	-	15,553	(15,553)	-	-	-	-
B5	Dividend to the Company's shareholders	45,321	-	-	-	-	(45,321)	-	-	-	-
M5	Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	-	-	-	-	-	-	-
I1	Conversion of convertible bonds	28,006	150	10,107	-	-	-	-	-	-	38,263
I3	Conversion of certificates of bonds-to-share	12,143	(12,143)	-	-	-	-	-	-	-	-
D1	Net income in 2021	-	-	-	-	-	28,877	-	-	7,169	36,046
D3	Other comprehensive income after tax in 2021	-	-	-	-	-	923	(7,869)	-	(2,671)	(9,617)
D5	Total comprehensive income in 2021	-	-	-	-	-	29,800	(7,869)	-	4,498	26,429
Z1	Balance on December 31, 2021	$ 979,327	$ 150	$ 58,677	$ 132,500	$ 110,779	$ 38,176	($ 106,062)	($ 12,586)	$ 142,498	$ 1,343,459

The accompanying notes are an integral part of the consolidated financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc. and Subsidiaries

Consolidated Cash Flow Statement

January 1 to December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code		2021	2020
	Cash flow from business activities		
A00010	Profit from continuing operations before tax	$ 56,041	$ 144,443
A20010	Adjustments to reconcile profit (loss)		
A20100	Depreciation expenses	89,862	91,271
A20200	Amortization expenses	7,734	7,863
A20300	Expected credit loss	2,072	7,983
A20400	Net loss on financial assets and liabilities at fair value through profit or loss	622	1,690
A20900	Finance costs	13,813	15,761
A21200	Interest income	(1,887)	(1,833)
A22300	Share of loss (profit) of associates and joint ventures accounted for using equity method	6,170	4,400
A22500	Losses (gains) on disposals of property, plant and equipment	(82)	25
A23700	Impairment loss on non-financial assets	2,596	7,386
A23900	Unrealized (realized) gains from joint ventures	(83)	88
A24100	Unrealized foreign exchange loss (gain)	(413)	2,380
A29900	Provision for (reversal of) refund liabilities	12	(619)
A29900	Other adjustments to reconcile profit (loss)	(9,485)	(6,244)
A30000	Changes in operating assets and liabilities		
A31115	Decrease (increase) in financial assets at fair value through profit or loss, mandatorily measured at fair value	(5,507)	(42,072)
A31130	Notes receivable	(2,477)	(600)
A31150	Accounts receivable	(48,998)	(63,754)

(Continue)

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Code		2021	2020
A31160	Accounts receivable - related parties	$ 15,492	($ 20,050)
A31180	Other receivable	7,747	405
A31190	Other receivables - related party	1,013	755
A31200	Inventories	(153,468)	(95,303)
A31240	Other current assets	(2,424)	(4,550)
A32150	Accounts payable	78,923	99,838
A32160	Accounts payable - related parties	(26,802)	(26,719)
A32180	Other payable	(21,380)	23,737
A32190	Other payable to related parties	(39)	(26)
A32230	Other current liabilities	16,674	329
A32240	Net defined benefit liability – non-current	(3,452)	(2,324)
A33000	Cash inflow generated from operations	22,274	144,260
A33100	Interest received	1,887	1,980
A33300	Interest paid	(11,289)	(11,255)
A33500	Income taxes refund (paid)	(27,359)	(31,879)
AAAA	Net cash inflow (outflow) from operating activities	(14,487)	103,106
	Cash flows from (used in) investing activities		
B00040	Acquisition of financial assets at amortised cost	(7,721)	-
B00050	Proceeds from disposal of financial assets at amortised cost	-	55,296
B00100	Acquisition of financial assets at fair value through profit or loss	(5,000)	-
B02700	Acquisition of property, plant and equipment	(61,701)	(57,391)
B02800	Proceeds from disposal of property, plant and equipment	825	9
B04500	Acquisition of intangible assets	(2,810)	(4,051)
B06700	Increase in other non-current assets	(657)	(503)
B07100	Increase in prepayments for business facilities	(77,740)	(4,583)

(Continue)

(Continue)

Code		2021	2020
B07600	Dividends received	$ 32,419	$ 5,316
BBBB	Net cash flows from (used in) investing activities	(122,385)	(5,907)
	Cash flow from financing activities		
C00100	Increase (decrease) in short-term loans	226,684	(21,445)
C01600	Proceeds from long-term debt	57,320	60,000
C01700	Repayments of long-term debt	(115,216)	(55,294)
C04020	Payments of lease liabilities	(6,029)	(5,661)
C04400	Increase in other non-current liabilities	1,025	12
C04500	Cash dividends paid	-	(26,753)
C09900	Cash dividends from non-controlling interests paid	(561)	(6,718)
CCCC	Net cash inflow (outflow) from financing activities	163,223	(55,859)
DDDD	Effect of exchange rate changes on cash and cash equivalents	(7,960)	(10,230)
EEEE	Net increase in cash and cash equivalents	18,391	31,110
E00100	Cash and cash equivalents at beginning of period	420,381	389,271
E00200	Cash and cash equivalents at end of period	$ 438,772	$ 420,381

The accompanying notes are an integral part of the consolidated financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

INDEPENDENT AUDITOR'S REVIEW REPORT

Tex Year Industries Inc.:

Audit Opinion

We have duly audited the individual balance sheet of Tex Year Industries Inc. as of December 31, 2021 and 2020, and the individual comprehensive income statement, individual statement of changes in equity and individual cash flow statement from January 1 to December 31, 2021 and 2020 as well as notes to the individual financial statements (including the summary of significant accounting policies).

In our opinion, based on our audits and the reports of the other auditors (see Other Matters), the individual financial statements referred to above have been prepared, in all material respects, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and are fairly stated in terms of the individual financial position of Tex Year Industries Inc. as of December 31, 2021 and 2020, and the individual financial performance and individual cash flows for the years 2021 and 2020 from January 1 to December 31.

Basis of Audit Opinion

We conducted the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountant and the Generally Accepted Auditing Standards. Our responsibility under these standards will be further explained in the paragraph of our responsibility to review the individual financial statements. The staff of the firm to which we are affiliated, who are subject to the independence regulation, have maintained superior independence from Tex Year in accordance with the Code of Ethics for Accountants, and have fulfilled other responsibilities under the Code. We believe that we have obtained sufficient and appropriate audit evidence to form the basis of our audit opinion.

Key Audit Matters

A key audit matter is one that, in our professional judgment, is material to the examination of the individual financial statements of Tex Year Industries Inc. for 2021. These matters have been considered in the process of examining the individual financial statements taken as a whole and forming an opinion thereon, and we do not express an opinion on these matters individually.

The key audit matters of the financial statements of Tex Year Industries Inc. for 2021 are summarized as follows:

Authenticity of sales revenue

The sales revenue of Tex Year Industries Inc. from selling products to some of the top ten customers in 2021 increased compared with that in the same period of last year. Whether the sales revenue is correctly recognized when meeting the performance obligations will have a significant impact on the individual financial report, and therefore it is listed as a key audit matter of this year.

For the accounting policies and relevant disclosure information related to sales revenue, please refer to notes 4 (13), 24 and 31 to the individual financial report.

Our audit procedures for assessing the authenticity of sales revenue in the course of the audit are as follows:

1. Understand and test the effectiveness of the design and implementation of the internal control system related to the authenticity of sales revenue.
2. Obtain on a sample basis the transaction documents of the aforementioned sales revenue, including sales orders, shipping documents and collection documents, to verify the authenticity of the sales revenue posted.

Other Matters

The individual financial statements of Tex Year Industries, Inc. certain subsidiaries and investment companies using the equity method have not been audited by us, but by other auditors. Accordingly, our opinion on the financial statements referred to above is based on our review of the amounts and disclosures in the notes to the financial statements of certain investees in respect of investments accounted for using the equity method. For these investments by the equity method, the balances of December 31, 2021 and 2020 were NTS873,386 thousand and NT$870,221 thousand respectively, representing 33% and 36% of the total assets respectively. From January 1 to December 31, 2021 and 2020, the share of joint venture profit and loss recognized by the equity method was NT$32,862 thousand and NT$70,116 thousand respectively, accounting for 94% and 91% of the net profit before tax respectively.

Responsibility of Management and Governance Unit to Individual Financial Statements

Management's responsibility is to prepare fairly presented financial statements in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers and to maintain such internal control relevant to the preparation of financial statements as is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the individual financial statements, management's responsibility also includes assessing Tex Year Industries Inc.'s ability to continue as a going concern, the disclosure of related matters, and the adoption of the going concern basis of accounting,

unless management intends to liquidate Tex Year Industries Inc. or cease operations, or there is no practical alternative to liquidation or cessation of operations.

The governance units (including supervisors) of Tex Year are responsible for overseeing the financial reporting process.

Responsibility of Accountants Auditing Individual Financial Statements

The purpose of our audit is to obtain reasonable assurance about whether the individual financial statements taken as a whole are free from material misstatement, whether due to fraud or error, and to issue a report thereon. However, an audit performed in accordance with generally accepted auditing standards does not provide assurance that material misstatements in the individual financial statements will be detected. Misrepresentation may be the result of fraud or error. Individual amounts or aggregates that are not true are considered material if they could reasonably be expected to affect the economic decisions made by users of the individual financial statements.

We conducted our audit in accordance with generally accepted auditing standards, exercising our professional judgment and maintaining our professional skepticism. We also perform the following tasks.

1. Identify and assess the risks of material misstatement of the individual financial statements arising from fraud or error; design and implement appropriate responses to the risks assessed; and obtain sufficient and appropriate evidence to provide a basis for an audit opinion. Because fraud may involve conspiracy, forgery, intentional omission, misrepresentation or a breach of internal control, the risk of not detecting material misstatement due to fraud is higher than that due to error.
2. We obtained an understanding of the internal control relevant to our 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 Tex Year Enterprises, Inc.' internal control.
3. Evaluate the appropriateness of the accounting policies used by management and the reasonableness of the accounting estimates and related disclosures made by management.
4. Based on the evidence obtained, we have made a conclusion on the appropriateness of management's adoption of the going concern basis of accounting and whether there is any material uncertainty about the events or circumstances that may cast significant doubt on the ability of Tex Year Industries Inc. to continue as a going concern. If we believe that there is a material uncertainty about such events or conditions, we should draw the attention of users of the individual financial statements to the relevant disclosures in the audit report

or revise our audit opinion if such disclosures are inappropriate. Our conclusion is based on the audit evidence obtained up to the date of the audit report. However, future events or circumstances may cause Tex Year Industries, to cease to have the ability to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the related notes, and whether the individual financial statements present fairly the related transactions and events.
6. We obtained sufficient and appropriate audit evidence on the financial information of the constituent entities of the Group to express an opinion on the individual financial statements. We are responsible for the direction, supervision and execution of the Company's audits, and for forming an opinion on the Company's audits.

We will communicate with the governance unit regarding the scope and timing of the planned audit and significant audit findings, including significant deficiencies in internal control identified during the audit.

We also provide the governing body with a statement that the independence-regulated personnel of the firm to which we are affiliated have complied with the Code of Ethics for Accountants with respect to independence, and communicate with the governing body about all relationships and other matters (including related safeguards) that may be considered to affect the accountant's independence.

From the matters communicated with the governance unit, we decided on the key audit items for the audit of the annual consolidated financial statements of Tex Year Industries Inc. for 2021. We identified those matters in our auditor's report, except for those matters that are not permitted by law to be disclosed publicly or, in the rarest of circumstances, where we decided not to communicate those matters in our auditor's report because the negative effect of such communication could reasonably be expected to outweigh the public interest that would be served.

The engagement partners on the reviews resulting in this independent auditor's review report are Pi-Yu Chuang and Ming-Yen Chien.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 31, 2022

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations 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 accepted and applied in the Republic of China.

For the convenience of readers, the auditor's 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 auditor's report and consolidated financial statements shall prevail.

Tex Year Industries Inc.
Individual Balance Sheet
December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code	Asset	December 31, 2021 Amount	%	December 31, 2020 Amount	%
	Current asset				
1100	Cash (notes 4 and 6)	$ 220,851	9	$ 162,199	6
1110	Current financial assets at fair value through profit or loss (notes 4, 7 and 18)	180	-	560	-
1150	Notes receivable, net (notes 4 and 10)	19,959	1	18,402	1
1170	Accounts receivable, net (notes 4, 5 and 10)	214,280	8	153,514	6
1180	Accounts receivable due from related parties, net (notes 4, 5, 10 and 31)	82,382	3	95,924	4
1200	Other receivables (notes 4 and 10)	11,271	-	19,552	1
1210	Other receivables due from related parties (notes 4, 10 and 31)	55,935	2	25,189	1
130X	Current inventories (notes 4, 5 and 11)	192,170	7	145,747	6
1470	Other current assets (note 16)	25,172	1	18,855	1
11XX	Total current assets	822,200	31	639,942	26
	Non-current assets				
1510	Financial assets at fair value through profit or loss - non-current (notes 4 and 7)	7,237	-	-	-
1535	Financial assets at amortized cost - non-current (notes 4 and 9)	7,797	-	76	-
1550	Investment under the equity method (note 4 and 12)	1,196,057	46	1,256,185	52
1600	Property, plant and equipment (notes 4, 13, 17 and 32)	488,387	19	496,302	20
1755	Right-of-use assets (notes 4 and 14)	4,275	-	1,433	-
1780	Other intangible assets, net (notes 4 and 15)	8,247	-	7,570	-
1840	Deferred tax assets (notes 4 and 26)	38,161	2	34,147	2
1990	Other non-current assets, others (note 10 and 16)	47,103	2	6,852	-
15XX	Total non-current assets	1,797,264	69	1,802,565	74
1XXX	Total assets	$ 2,619,464	100	$ 2,442,507	100

Code	Liabilities and equity				
	Current liabilities				
2100	Current borrowings (note 17)	$ 474,664	18	$ 293,000	12
2170	Accounts payable (note 19)	185,362	7	142,454	6
2180	Accounts payable to related parties (notes 19 and 31)	21,293	1	17,293	1
2200	Other payables (note 20)	88,485	3	94,917	4
2220	Other payables to related parties (note 31)	67	-	-	-
2230	Current tax liabilities (notes 4 and 26)	5,016	-	-	-
2250	Current provisions (notes 4 and 21)	1,058	-	1,046	-
2280	Current lease liabilities (notes 4 and 14)	1,568	-	739	-
2320	Long-term borrowings and corporate bonds payable -current portion (notes 13, 17, 18 and 32)	93,796	4	110,851	4
2399	Other current liabilities, others (note 20)	17,601	1	12,972	-
21XX	Total current liabilities	888,910	34	673,272	27
	Non-current liabilities				
2530	Corporate bonds payable (note 4 and 18)	193,050	7	261,082	11
2540	Non-current portion of non-current borrowings (notes 13, 17 and 32)	223,773	9	244,602	10
2570	Deferred tax liabilities (notes 4 and 26)	72,311	3	79,806	3
2580	Non-current lease liabilities (notes 4 and 14)	2,412	-	301	-
2640	Net defined benefit liability, non-current (notes 4 and 22)	37,886	1	42,491	2
2670	Other non-current liabilities, others (note 20)	161	-	186	-
25XX	Total non-current liabilities	529,593	20	628,468	26
2XXX	Total liabilities	1,418,503	54	1,301,740	53
	Equity (notes 4, 8, 18, 22, 23 and 26)				
	Share capital				
3110	Common stock	979,327	37	893,857	37
3130	Certificates of rights to exchange bonds for shares	150	-	12,143	-
3100	Total Share Capital	979,477	37	906,000	37
3200	Capital from retained earnings	58,677	2	48,570	2
	Retained earnings				
3310	Legal reserve	132,500	5	125,834	5
3320	Special reserve	110,779	4	95,226	4
3350	Undistributed earnings	38,176	2	75,916	3
3300	Total retained earnings	281,455	11	296,976	12
	Other equity interest				
3410	Foreign operating institute Translation of financial statements Exchange differences	(106,062)	(4)	(98,193)	(4)
3420	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	(12,586)	-	(12,586)	-
3400	Total other equity interest	(118,648)	(4)	(110,779)	(4)
3XXX	Total equity	1,200,961	46	1,140,767	47
	Total liabilities and equity	$ 2,619,464	100	$ 2,442,507	100

The accompanying notes are an integral part of the individual financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc.
Individual Statement of Comprehensive Income
January 1 to December 31, 2021 and 2020
In thousand of New Taiwan Dollars, Except earnings per share.

Code		2021 Amount	2021 %	2020 Amount	2020 %
	Operating revenue (notes 4, 24 and 31)				
4110	Total operating income	$ 1,567,115	100	$ 1,253,450	100
4170	Less: sales return	(1,658)	-	(1,649)	-
4190	Less: sales discount	(724)	-	(725)	-
4000	Net operating income	1,564,733	100	1,251,076	100
	Operating costs (notes 4, 5, 11, 21, 22, 25 and 31)				
5110	Total cost of sales	1,294,484	83	988,901	79
5900	Gross profit from operations	270,249	17	262,175	21
5910	Realized (unrealized) gains from subsidiaries and joint ventures (note 4)	(5,949)	-	559	-
5950	Gross profit from operations	264,300	17	262,734	21
	Operating expenses (notes 4, 5, 10, 15, 22, 25 and 31)				
6100	Marketing expenses	138,968	9	124,446	10
6200	Administrative expenses	69,451	4	74,946	6
6300	Research and development expenses	54,880	4	79,009	6
6000	Total operating expenses	263,299	17	278,401	22
6900	Net operating income (loss)	1,001	-	(15,667)	(1)

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Code		2021 Amount	2021 %	2020 Amount	2020 %
	Non-operating income and expenses				
7060	Share of profit of associates and joint ventures accounted for using equity method, net (notes 4 and 12)	$ 32,199	2	$ 84,170	7
7100	Interest income (notes 4 and 25)	1,416	-	896	-
7010	Other income (notes 4, 25, 28 and 31)	18,446	1	31,838	2
7020	Other gains and losses, net (notes 4 and 25)	1,964	-	532	-
7510	Finance costs (notes 4, 17, 18 and 25)	(10,727)	(1)	(12,729)	(1)
7590	Miscellaneous disbursements	(3,507)	-	(3,572)	-
7630	Foreign exchange losses (note 4 and 34)	(5,949)	-	(8,721)	(1)
7000	Total non-operating income and expenses	33,842	2	92,414	7
7900	Net profit before tax	34,843	2	76,747	6
7950	Income tax expense (notes 4 and 26)	5,966	-	7,007	-
8200	Net profit of the current period	28,877	2	69,740	6
	Other comprehensive income (notes 4, 8, 12, 22 and 26)				
	Components of other comprehensive income that will not be reclassified to profit or loss				

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Code		2021 Amount	2021 %	2020 Amount	2020 %
8311	Gains (losses) on remeasurements of defined benefit plans	$ 1,153	-	($ 3,849)	(1)
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	-	-	(3,586)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(230)	-	770	-
8310		923	-	(6,665)	(1)
	Components of other comprehensive income that will not be reclassified to profit or loss				
8361	Foreign operating institute Translation of financial statements Exchange differences	($ 8,944)	(1)	($ 12,612)	(1)

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Code		2021 Amount	2021 %	2020 Amount	2020 %
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	($ 892)	-	($ 2,347)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	1,967	-	2,992	-
8360		(7,869)	(1)	(11,967)	(1)
8300	Total other comprehensive income	(6,946)	(1)	(18,632)	(2)
8500	Total comprehensive income	$ 21,931	1	$ 51,108	4
	Earnings per Share (note 27)				
9710	Basic	$ 0.30		$ 0.74	
9810	Dilute	$ 0.28		$ 0.65	

The accompanying notes are an integral part of the individual financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc.

Individual Statement of Changes in Equity

January 1 to December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code		Share capital		Capital from retained earnings	Retained earnings (notes 4, 8, 18, 22, 23 and 26)			Other equity items (notes 4, 8 and 26)		Total equity
		Common stock (notes 4 and 23)	Certificates of rights to exchange bonds for shares (notes 4 and 18)	(notes 4 and 18 and 23)	Legal reserve	Special reserve	Undistributed earnings	Foreign operating institute Translation of financial statements Exchange differences	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
A1	Balance on January 1, 2020	$ 885,767	$ 1,027	$ 68,494	$ 121,416	$ 54,831	$ 54,068	($ 86,226)	($ 9,000)	$ 1,090,377
	Appropriation and distribution of retained earnings for 2019									
B1	Legal reserve appropriated	-	-	-	4,418	-	(4,418)	-	-	-
B3	Special reserve appropriated	-	-	-	-	40,395	(40,395)	-	-	-
B5	Cash dividends of ordinary share	-	-	(26,753)	-	-	-	-	-	(26,753)
I1	Conversion of convertible bonds	7,063	12,143	6,829	-	-	-	-	-	26,035
I3	Conversion of certificates of bonds-to-share	1,027	(1,027)	-	-	-	-	-	-	-
D1	Profit of 2020	-	-	-	-	-	69,740	-	-	69,740
D3	Other comprehensive income of 2020	-	-	-	-	-	(3,079)	(11,967)	(3,586)	(18,632)
D5	Total comprehensive income of 2020	-	-	-	-	-	66,661	(11,967)	(3,586)	51,108
Z1	Balance on December 31, 2020	893,857	12,143	48,570	125,834	95,226	75,916	(98,193)	(12,586)	1,140,767
	Appropriation and distribution of retained earnings for 2020									
B1	Legal reserve appropriated	-	-	-	6,666	-	(6,666)	-	-	-
B3	Special reserve appropriated	-	-	-	-	15,553	(15,553)	-	-	-
B9	Dividend to the Company's shareholders	45,321	-	-	-	-	(45,321)	-	-	-
I1	Conversion of convertible bonds	28,006	150	10,107	-	-	-	-	-	38,263
I3	Conversion of bond conversion right certificate into share capital	12,143	(12,143)	-	-	-	-	-	-	-
D1	Net income in 2021	-	-	-	-	-	28,877	-	-	28,877
D3	Other comprehensive income after tax in 2021	-	-	-	-	-	923	(7,869)	-	(6,946)
D5	Total comprehensive income in 2021	-	-	-	-	-	29,800	(7,869)	-	21,931
Z1	Balance on December 31, 2021	$ 979,327	$ 150	$ 58,677	$ 132,500	$ 110,779	$ 38,176	($ 106,062)	($ 12,586)	$ 1,200,961

The accompanying notes are an integral part of the individual financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Tex Year Industries Inc.

Individual Cash Flow Statement

January 1 to December 31, 2021 and 2020

In thousand of New Taiwan Dollars.

Code		2021	2020
	Cash flow from business activities		
A00010	Net profit before tax	$ 34,843	$ 76,747
A20010	Adjustments to reconcile profit (loss)		
A20100	Depreciation expenses	35,038	31,560
A20200	Amortization expenses	2,404	2,415
A20300	Expected credit impairment loss	(1,586)	7,721
A20400	Net loss on financial assets and liabilities at fair value through profit or loss	(1,934)	(560)
A20900	Finance costs	10,727	12,729
A21200	Interest income	(1,416)	(896)
A22300	Share of loss (profit) of associates and joint ventures accounted for using equity method	(32,199)	(84,170)
A22500	Losses (gains) on disposals of property, plant and equipment	(30)	28
A23800	Losses (gains) on Loss on inventory valuation loss and sluggish inventory	(1,201)	2,516
A23900	Unrealized (realized) gains from subsidiaries and joint ventures	5,949	(559)
A24100	Unrealized foreign exchange loss (gain)	1,748	2,508
A29900	Provision for (reversal of) liabilities	12	(620)
A30000	Changes in operating assets and liabilities		
A31115	Financial assets at fair value through profit or loss, mandatorily measured at fair value	77	-
A31130	Notes receivable	(1,557)	(654)
A31150	Accounts receivable	(60,682)	(677)
A31160	Accounts receivable - related parties	13,029	(1,615)

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Code		2021	2020
A31180	Other receivable	$ 8,281	($ 10,840)
A31190	Other receivables - related party	(30,879)	14,991
A31200	Inventories	(45,115)	17,006
A31240	Other current assets	(6,317)	(8,326)
A32150	Accounts payable	43,168	2,568
A32160	Accounts payable - related parties	4,140	8,135
A32180	Other payable	(10,135)	17,027
A32190	Other payable to related parties	67	(72)
A32230	Decrease in other current liabilities	4,629	(11,247)
A32240	Net defined benefit liability – non-current	(3,452)	(2,324)
A33000	Cash inflow generated from operations (applications)	(32,391)	73,391
A33100	Interest received	1,416	943
A33300	Interest paid	(8,176)	(8,259)
A33500	Income taxes refunded (paid)	(10,722)	2,622
AAAA	Net cash inflow (outflow) from operating activities	(49,873)	68,697
	Cash flows from (used in) investing activities		
B00040	Acquisition of financial assets at amortised cost	(7,721)	-
B00050	Proceeds from disposal of financial assets at amortised cost	-	19,924
B00100	Acquisition of financial assets at fair value through profit or loss	(5,000)	-
B02700	Acquisition of property, plant and equipment	(15,440)	(40,300)
B02800	Proceeds from disposal of property, plant and equipment	30	-
B03700	Decrease (increase) in refundable deposits	174	(1,700)
B04500	Acquisition of intangible assets	(2,810)	(4,051)
B06700	Increase in other non-current assets	-	(469)
B07100	Increase in prepayments for business facilities	(45,823)	(3,509)

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Code		2021	2020
B07600	Dividends received	$ 76,542	$ 5,316
BBBB	Net cash flows from (used in) investing activities	(48)	(24,789)
	Cash flows from (used in) financing activities		
C00100	Increase in short-term loans	181,664	11,203
C01600	Proceeds from long-term debt	40,000	60,000
C01700	Repayments of long-term debt	(110,873)	(50,541)
C04020	Payments of lease liabilities	(2,193)	(1,504)
C04400	Decrease in other non-current liabilities	(25)	(25)
C04500	Cash dividends paid	-	(26,753)
CCCC	Net cash inflow (outflow) from financing activities	108,573	(7,620)
EEEE	Net increase in cash	58,652	36,288
E00100	Cash at beginning of period	162,199	125,911
E00200	Cash at end of period	$ 220,851	$ 162,199

The accompanying notes are an integral part of the individual financial statements.
(please refer to the audit report of Deloitte & Touche Taiwan dated March 31, 2022)

Attachment 5

Comparison Table for the Amendment to “Rules and Procedures of Board of Directors Meetings ".

After Amendment	Before Amendment	Reason
Article 3: Date of Board Meeting 1. The first meeting of each term of the board of directors shall be convened within 15 days after the re-election. However, in case the re-election of directors was conducted prior to the expiration of the term of office of the directors of the preceding term, and a resolution was adopted not to discharge the directors of the preceding term until the expiration of the term of their offices as directors, the first meeting of the newly elected directors shall be convened within 15 days after expiration of the term of office of the directors of the preceding term. 2. The Board of Directors shall meet at least quarterly for business purposes, and shall give seven days' notice to the Directors. In emergency circumstances, the Board meeting may be convened at any time. 3. The notice of Board meeting in this Article may be sent via electronic means with respective Board member’s consent.	Article 3: Date of Board Meeting 1. The first meeting of each term of the board of directors shall be convened within 15 days after the re-election. However, in case the re-election of directors was conducted prior to the expiration of the term of office of the directors of the preceding term, and a resolution was adopted not to discharge the directors of the preceding term until the expiration of the term of their offices as directors, the first meeting of the newly elected directors shall be convened within 15 days after expiration of the term of office of the directors of the preceding term. 2. The Board of Directors shall meet at least quarterly for business purposes, and shall give seven days' notice to each director and supervisor. In emergency circumstances, the Board meeting may be convened at any time. 3. The notice of Board meeting in this Article may be sent via electronic means with respective Board member’s consent.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 4: Time for notice: In accordance with Article	Article 4: Time for notice: In accordance with Article	As the Company has

After Amendment	Before Amendment	Reason
204 of the Company Act, the reasons for calling a Board meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a Board meeting may be called at short notice.	204 of the Company Act, the reasons for calling a Board meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a Board meeting may be called at short notice.	set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 5: Materials of the board meeting 1. The Board of Directors of the Company has appointed the Chairman's Office to handle the administrative affairs for the Board. The Office shall prepare agenda items for board of directors' meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.	Article 5: Materials of the board meeting 1. The Board of Directors of the Company has appointed the Finance and Accounting Department to handle the administrative affairs for the Board. The Office shall prepare agenda items for board of directors' meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.	Amended the agenda working group for the Board.
Article 6: Convener of Board Meeting 1. Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. 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	Article 6: Convener of Board Meeting 1. Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. 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	Amended the wording.

After Amendment	Before Amendment	Reason
elected, the meeting shall be chaired by that director with power to convene; 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.	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.	
Article 8: When holding a Board meeting, the Chairman may, as necessary for the agenda items of the meeting, notify the staff from subsidiary(ies) to attend the meeting as nonvoting participants. When necessary, the Chairman may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and give explanations. However, such nonvoting participants shall leave the Board meeting during discussion and voting process of the Board.	Article 8: Personnel Attending the Board Meeting 1. Supervisors may attend the Board' meetings to give their opinions, but may not participate in voting. 2. 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. 3. When holding a Board meeting, the Chairman may, as necessary for the agenda items of the meeting, notify the staff from subsidiary(ies) to attend the meeting as nonvoting participants. When necessary, the Chairman may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and give explanations. However, such nonvoting participants shall leave the Board meeting during discussion and voting process of the Board.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
Article 9: The chair of the board meeting shall call the meeting to order at the designated time when a quorum of more than half of the Directors is present. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements, in combined total of not more than one hour. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 4, paragraph 1. The term "all board directors" as used in the preceding paragraph and in Article 12, Paragraph 1 and Article 13, Paragraph 4 shall be shall be calculated as the number of directors then in office.	Article 9: The chair of the board meeting shall call the meeting to order at the designated time when a quorum of more than half of the Directors is present. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements, in combined total of not more than one hour. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 4, paragraph 1. The term "all board directors" as used in the preceding paragraph and in Article 16, Paragraph 2 Subparagraph 2 shall be shall be calculated as the number of directors then in office.	Adjusted the article number.
Article 13: 3. Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following: (1) Session (or year), time, and place of meeting. (omitted) (7) Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the	Article 13: 3. Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following: (1) Session (or year), time, and place of meeting. (omitted) (7) Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities and article number have been revised

After Amendment	Before Amendment	Reason
name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 11, paragraph 4.	persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 4.	accordingly.
(8) Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Article 14paragraph 1, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated	(8) Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding paragraph, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that	

After Amendment	Before Amendment	Reason
in writing. (9) Other matters required to be recorded. 4. Public announcement Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on the Market Observation Post System designated by the Financial Supervisory Commission: (1) Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing. (2) Any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee. 5. The minutes of a board of directors meeting announced shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the company. The production and distribution of the	were included in records or stated in writing. (9) Other matters required to be recorded. 4. Public announcement Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on the Market Observation Post System designated by the Financial Supervisory Commission: Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing. 5. The minutes of a board of directors meeting announced shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and well preserved as important company records during the existence of the company. The production and	

After Amendment	Before Amendment	Reason
meeting minutes referred to in Article 13, paragraph 3 may be done in electronic form.	distribution of the meeting minutes referred to in Article 13, paragraph 3 may be done in electronic form.	

Attachment 6

Comparison Table for Amendments to the "Code of Ethics for Directors, Supervisors and Managers".

After Amendment	Before Amendment	Reason
Code of Ethical Conduct for Directors and Managerial Officers	Code of Ethical Conduct for Directors, Supervisors and Managerial Officers	Rename the Regulations
Article 2: Scope: Directors, and managerial officers of the Company (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers, and other persons authorized to manage affairs and sign documents on behalf of the Company).	Article 2: Scope: Directors, supervisors, and managerial officers of the Company (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers, and other persons authorized to manage affairs and sign documents on behalf of the Company).	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
V. Operations: 1. Prevention of conflicts of interest: Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the Company, as for example when a director, or managerial officer of the Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the Company to obtain improper benefits for either themselves or their spouse, parents, children, or	V. Operations: 1. Prevention of conflicts of interest: Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the Company, as for example when a director, supervisor, or managerial officer of the Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the Company to obtain improper benefits for either themselves or their spouse,	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The Company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, audit committee, and managerial officers to voluntarily explain whether there is any potential conflict between them and the Company.	parents, children, or relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The Company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and the Company.	
2. Minimizing incentives to pursue personal gain: The company shall prevent its directors, or managerial officers from engaging in any of the following activities: 2.1 Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions. 2.2 Obtaining personal gain by using company property or information or taking advantage of their positions. 2.3 Competing with the company.	2. Minimizing incentives to pursue personal gain: The Company shall prevent its directors, supervisors, or managerial officers from engaging in any of the following activities: 2.1 Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions. 2.2 Obtaining personal gain by using company property or information or taking advantage of their positions. 2.3 Competing with the Company.	

After Amendment	Before Amendment	Reason
When the company has an opportunity for profit, it is the responsibility of the directors, or managerial officers to maximize the reasonable and proper benefits that can be obtained by the company.	When the Company has an opportunity for profit, it is the responsibility of the directors, supervisors, or managerial officers to maximize the reasonable and proper benefits that can by obtained by the Company.	
3. Confidentiality: The directors, or managerial officers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.	3. Confidentiality: The directors, supervisors, or managerial officers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.	
4. Fair trade: Directors, or managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of	4. Fair trade: Directors, supervisors, or managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through	

After Amendment	Before Amendment	Reason
important matters, or through other unfair trading practices. 5. Safeguarding and proper use of company assets: All directors, or managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the Company's profitability. 6. Legal compliance: (omitted) 7. Encouraging reporting on illegal or unethical activities: The Company shall raise awareness of ethics internally and encourage employees to report to the audit committee, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants	misrepresentation of important matters, or through other unfair trading practices. 5. Safeguarding and proper use of company assets: All directors, supervisors, or managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability. 6. Legal compliance: (omitted) 7. Encouraging reporting on illegal or unethical activities: The Company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.	

After Amendment	Before Amendment	Reason
and protect them from reprisals. 8. Disciplinary measures: When a director, or managerial officer violates the code of ethical conduct, the Company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. It is advisable that the Company establish a relevant complaint system to provide the violator with remedies. 9. Procedures for exemption The code of ethical conduct adopted by the Company must require that any exemption for directors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of	8. Disciplinary measures: When a director, supervisor, or managerial officer violates the code of ethical conduct, the Company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. It is advisable that the Company establish a relevant complaint system to provide the violator with remedies. 9. Procedures for exemption The code of ethical conduct adopted by the Company must require that any exemption for directors, supervisors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of	

After Amendment	Before Amendment	Reason
the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the Company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs. 10. Method of disclosure: (omitted) 11. Enforcement: The Company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, and submitted to a shareholders meeting. The same applies to amendments.	the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the Company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs. 10. Method of disclosure: (omitted) 11. Enforcement: The Company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to each supervisor, and submitted to a shareholders meeting. The same applies to amendments.	

Attachment 7

Comparison Table for Amendments to the “Procedures and Instrustions of Ethical Corporate Management”.

After Amendment	Before Amendment	Reason
Article 2: For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations. Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.	Article 2: For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations. Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 11: 1. When a director, officer or other stakeholder of the Company or its group enterprises and organizations attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in 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 the Company 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	Article 11: 1. When a director, supervisor, officer or other stakeholder of the Company or its group enterprises and organizations attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in 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 the Company 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	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
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.	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.	
Article 21: Handling of unethical conduct by personnel of the Company (omitted) The responsible unit of the Company shall observe the following procedure in handling whistleblowing matters: (1) An information shall be reported to the department head if involving the rank and file and to Audit Committee if involving a director or a senior executive.	Article 21: Handling of unethical conduct by personnel of the Company (omitted) The responsible unit of the Company shall observe the following procedure in handling whistleblowing matters: (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.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 24: These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be reported to the shareholders' meeting. The same applies to amendments.	Article 24: Implementation: These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting. The same applies to amendments.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

Attachment 8

Comparison Table for the Amendments to "the Article of Incorporation".

After Amendment	Before Amendment	Reason
Article 1: This Company shall be incorporated in accordance with the Company Act, and its name shall be TEX YEAR INDUSTRIES INC. in the Chinese language, and TEXYEARINDUSTRIESINC. in the English language.	Article 1: This Company shall be incorporated in accordance with the Company Act, and its name shall be TEX YEAR INDUSTRIES INC. in the Chinese language, and TEXYEARINDUSTRIESINC in the English language.	The wording was revised (the English name of the Company).
Article 8: Shareholders' meetings of this Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law. For a public company, a notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. In case a public company intends to convene a special meeting of shareholders, a meeting notice shall be given to each shareholder no later than 15 days prior to the scheduled meeting date. The reasons for convening a shareholders meeting shall be specified in the meeting notice. With the consent of the addressee, the meeting notice may be given in electronic form.	Article 8: Shareholders' meetings of this Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law.	In line with the amendment of the Company Act.

After Amendment	Before Amendment	Reason
Article 8-1: The shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority. In case a shareholders' meeting is proceeded via visual communication network, then the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.		This article is added to comply with the laws and regulations stipulated by the FSC.
Chapter IV Directors and Functional Committees	Chapter IV Directors, Supervisors and Functional Committees	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 13: This Company shall have nine to eleven directors, shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office for directors shall be three years. The directors are eligible for re-election. After this Company has been publicly listed, the percentage of shareholdings of all the directors selected shall be subject to the provisions prescribed by the	Article 13: This Company shall have nine to eleven directors, and three supervisors. They shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office for directors shall be three years. The directors and supervisors are eligible for re-election. After this Company has been publicly listed, the percentage of shareholdings of all the directors and	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised

After Amendment	Before Amendment	Reason
competent authority in charge of securities affairs.	supervisors selected shall be subject to the provisions prescribed by the competent authority in charge of securities affairs.	accordingly.
Article 13-2: The Company's Board of Directors may establish the kinds of other functional committees of which the committee charter shall be approved by the Board of Directors.	Article 13-2: The Company's Board of Directors may establish the kinds of other functional specialty committees of which the committee charter shall be approved by the Board of Directors. The Company has established the audit committee in lieu of the supervisor in accordance with the law.	Amend the text in response to the establishment of the Audit Committee of the Company.
Article 13-3: The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. Regulations governing exercise by the audit committee and its powers, and matters related thereto, shall be in accordance with the Securities and Exchange Act and related laws and regulations.		This article is added in response to the establishment of the Audit Committee of the Company.

After Amendment	Before Amendment	Reason
Article 15: The dismissal of a director of the Company shall be specified in the notice of the reasons for convening the shareholders meeting. It shall not be raised by an extraordinary motion.	Article 15: The dismissal of a director or supervisor of the Company shall be specified in the notice of the reasons for convening the shareholders meeting. It shall not be raised by an extraordinary motion.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 18: The Board of Directors is authorized to determine the compensation for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry, no matter whether the Company has profit or suffered loss.	Article 18: The Board of Directors is authorized to determine the compensation for the directors and supervisors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry, no matter whether the Company has profit or suffered loss.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
	Article 19: Except for carrying out the duties in accordance with the law, supervisors may attend the board of directors' meetings, but may not have voting rights.	This article has been deleted as the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 19 This Company has one President. The appointment, removal, and compensation of the President shall be made in accordance with Article 29 of the Company Act.	Article 20 This Company has one President. The appointment, removal, and compensation of the President shall be made in accordance with Article 29 of the Company Act.	Adjusted the article number.
Article 20: Upon closing of each fiscal year, the board of directors shall prepare the following documents and submit them to the Audit Committee for review 30 days prior to the regular shareholders' meeting for ratification: 1. Business report. 2. Financial statements. 3. Proposals of profit allocation or loss offsetting.	Article 21: Upon closing of each fiscal year, the board of directors shall prepare the following documents and submit them to the supervisors for review 30 days prior to the regular shareholders' meeting for ratification: 1. Business report. 2. Financial statements. 3. Proposals of profit allocation or loss offsetting.	1. Adjusted the article number. 2. As the Company has set up an audit committee, the description of the original supervisor's duties

After Amendment	Before Amendment	Reason
		and responsibilities has been revised accordingly.
Article 21: The Company shall maintain a register of shareholders in the Company. Share affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.	Article 22: The Company shall maintain a register of shareholders in the Company. Share affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.	Adjusted the article number.

After Amendment	Before Amendment	Reason
Article 22: Where there is pre-tax profit before deducting employees' compensation, and directors and supervisors' remuneration at the end of each fiscal year, after covering the accumulated losses, the Company should allocate 1% to 10% of the remaining balance to employees' compensation and up to 3% to directors and supervisors' remuneration in order to provide incentives to employees and management team. The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation distributed in the form of shares or in cash; and in addition, thereto a report of such distribution shall be submitted to the shareholders' meeting. Qualification requirements of employees entitled to receive compensation in the form of stock or cash include the employees of parents or subsidiaries of the company meeting certain specific requirements. Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, the Company shall first set aside ten percent of said profits as legal reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. After the special reserve	Article 23: Where there is pre-tax profit before deducting employees' compensation, and directors and supervisors' remuneration at the end of each fiscal year, after covering the accumulated losses, the Company should allocate 1% to 10% of the remaining balance to employees' compensation and up to 3% to directors and supervisors' remuneration in order to provide incentives to employees and management team. The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation distributed in the form of shares or in cash; and in addition, thereto a report of such distribution shall be submitted to the shareholders' meeting. Qualification requirements of employees entitled to receive compensation in the form of stock or cash include the employees of parents or subsidiaries of the company meeting certain specific requirements. Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, the Company shall first set aside ten percent of said profits as legal reserve. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. After the special	1. Adjusted the article number. 2. This Article is added in accordance with Article 240, Paragraph 5 of the Company Act.

After Amendment	Before Amendment	Reason
has been appropriated or reversed in accordance with the law, it shall be retained or distributed together with the accumulated undistributed earnings of previous years by resolution of the shareholders' meeting. The Company's dividend policy takes into account the significant expansion plans and capital expenditures in the coming years. The distribution of dividends to shareholders shall be at least 50% of the distributable earnings of the year, less legal reserve and special reserve, of which cash dividends shall account for at least 20% of the total dividends to shareholders, provided that cash dividends of less than NT$0.50 per share (inclusive) may be paid in the form of stock dividends instead.If the distribution is made in the form of cash, the Board of Directors shall be authorized to resolve the cash distribution by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, in accordance with Article 240, Paragraph 5 of the Company Act, and shall report the distribution to the shareholders' meeting.	reserve has been appropriated or reversed in accordance with the law, it shall be retained or distributed together with the accumulated undistributed earnings of previous years by resolution of the shareholders' meeting. The Company's dividend policy takes into account the significant expansion plans and capital expenditures in the coming years. The distribution of dividends to shareholders shall be at least 50% of the distributable earnings of the year, less legal reserve and special reserve, of which cash dividends shall account for at least 20% of the total dividends to shareholders, provided that cash dividends of less than NT$0.50 per share (inclusive) may be paid in the form of stock dividends instead.	

After Amendment	Before Amendment	Reason
Article 23: The Company may invest in other businesses, and the percentage of such investment shall not be subject to the limits set forth in Article 13 of the Company Act.	Article 24: The Company may invest in other businesses, and the percentage of such investment shall not be subject to the limits set forth in Article 13 of the Company Act.	Adjusted the article number.
Article 24: The Company may provide guarantees to another company in the same industry.	Article 25: The Company may provide guarantees to another company in the same industry.	Adjusted the article number.
Article 25: The Company Act and related regulations shall govern any matter not provided in the Articles of Incorporation.	Article 26: The Company Act and related regulations shall govern any matter not provided in the Articles of Incorporation.	Adjusted the article number.
Article 26: These Articles of Incorporation were approved on April 13, 1976. The first amendment was made on June 20, 1978, ...(omitted)..., the forty-first amendment was made on July 26, 2021. The forty-second amendment was made on June 27, 2022.	Article 27: These Articles of Incorporation were approved on April 13, 1976. The first amendment was made on June 20, 1978, ...(omitted)..., the forty-first amendment was made on July 26, 2021.	1. Adjusted the article number. 2. The date of the amendment to the Articles of Incorporation was added.

Attachment 9

Comparison Table for the Amendment to Rules of the “Rules and Procedures of Shareholders Meeting”

After Amendment	Before Amendment	Reason
Article 1: To establish a strong governance system and sound supervisory capabilities for the Company'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.		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.
Article 2: The rules of procedures for TEX YEAR INDUSTRIES INC. 's (collectively "the Company") shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.	Article 1: The TEX YEAR INDUSTRIES INC. 's (collectively "the Company") shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be conducted in these Rules.	Amended the article number.
Article 3: Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors. Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of an explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days	Article 2: Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of an explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors、supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a	一、Amended the article number. 二、Added the paragraph 2 in order to inform the shareholders that there is a change in the means of holding the shareholders' meeting, the Board of Directors shall resolve the change in the means of holding the

After Amendment	Before Amendment	Reason
before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company 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. If, however, the Company has the paid-in capital of NT$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company 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 the Company and the professional shareholder services agent designated thereby. This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting: 1. For physical shareholders meetings, to be distributed on-site at the meeting.	regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company 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, the Company 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 be displayed at the Company and the professional shareholder services agent designated thereby, and distributed on-site at the meeting.	shareholders' meeting, and the change shall be made no later than the date of mailing the notice of the shareholders' meeting. 三、 In order for the Company to hold virtual shareholders' meetings, there are different means of holding shareholders' meetings, such as physical meeting and virtual meeting. Amended paragraph 3 and added paragraph 4 in order to provide the shareholders who attend the physical shareholders' meeting or virtual shareholders' meeting the opportunity to have access to the shareholders' meeting

After Amendment	Before Amendment	Reason
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform. 3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform. The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.	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, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Where re-election of all directors or supervisors, as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same	agenda and supplementary meeting materials on the day of the shareholders' meeting. 四、This article is amended in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE. 五、As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda.	meeting. A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder's proposal for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.	
When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.	When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.	
Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and period for their submission; the period for submission of shareholder proposals may not be less than 10 days.	Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and period for their submission; the period for submission of shareholder proposals may not be less than 10 days.	
Shareholder-submitted proposals are		

After Amendment	Before Amendment	Reason
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, the Company 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.	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, the Company 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 the Company 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 the Company before five 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 the Company, 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 article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail. If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.		
Article 5:（Principles determining the time and place of a shareholders meeting） The venue for a shareholders meeting shall be the premises of the Company, 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. The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.	Article 3: The venue of the Company's shareholders' meetings shall be at the place where the Company operates 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. the meeting.	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.
Article 6:(Preparation of documents such as the attendance book) The Company shall specify in its shareholders meeting notices the time during which attendance registrations for	Article 4: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place	1.Amended the article number. 2.This article is added in accordance

After Amendment	Before Amendment	Reason
shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.	to register for attendance, and other matters for attention.	with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE. 3.As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.	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 shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. the Company 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.	Shareholders or a pshall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.	
The Company 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.	The Company 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.	
The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.	The Company 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,	

After Amendment	Before Amendment	Reason
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. In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date. In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.	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.	

After Amendment	Before Amendment	Reason
Article 6-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice) To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice: 一、How shareholders attend the virtual meeting and exercise their rights. 二、Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume. (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session. (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online,		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. (4) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out. 三、When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.		
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	Article 5: 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	一、Amended the article number. 二、This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by

After Amendment	Before Amendment	Reason
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.	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 attended by a majority of the directors. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves. The Company may appoint its attorneys,	TWSE.

After Amendment	Before Amendment	Reason
The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.	certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.	
Article 8:(Documentation of a shareholders meeting by audio or video) The Company, 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 one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation. Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph	Article 6: The Company, 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 one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.	一、Amended the article number. 二、This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting. In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.		
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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one	Article 7: 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 meeting shall be called to order by the chair at the appointed meeting time and relevant information such as concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting shall be disclosed at the same 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 one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6. 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.	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 one month. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair shall resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.	
Article 10: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a	Article 8: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed by the scheduled agenda, which may not be changed without a resolution	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders

After Amendment	Before Amendment	Reason
resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.	of the shareholders meeting. The provisions in the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.	Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
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 9: Before speaking, an attending shareholder must fill in a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The priority 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, or disrupts the order of the meeting, the chair may terminate or suspend 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.	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.		

After Amendment	Before Amendment	Reason
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 the Company, 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 three 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 10: Except for special resolutions as otherwise provided in the Company Act, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. A resolution shall be deemed adopted if no opposition is raised when the person presiding over the meeting makes an oral inquiry to the shareholders concerning the acceptance of the same, and such resolution shall have the same effect as a voting by ballot.	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
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 the Company 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 the Company 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 the Company before two 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	Article 11: 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 the Company 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 the Company 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 the Company before two 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	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Company'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.	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 the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Company'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.	

After Amendment	Before Amendment	Reason
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 the Company. 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. When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.	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 the Company. 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.	

After Amendment	Before Amendment	Reason
When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.		
Article 14: The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.	Article 12: The election of directors and supervisors at a shareholders meeting is held in accordance with the applicable election and appointment rules adopted by the Company, 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, and the names of directors and supervisors not elected and number of	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as

After Amendment	Before Amendment	Reason
	votes they received. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.	promulgated by TWSE. 3.As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
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. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the	Article 13: 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. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors and supervisors. The minutes shall be retained for the duration of the existence of the	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE. 3.As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
Company. Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.	Company.	
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	Article 14: 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."	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
any device other than the public address equipment set up by the Company, 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 five days in accordance with Article 182 of the Company Act.	Article 15: When the meeting is in session, if there is an air raid alarm, the meeting will be stopped and the participants will evacuate. The meeting will be resumed one hour after the alarm is lifted.	1.Amended the article number. 2.This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
Article 19: (Disclosure of information at virtual meetings) In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.
Article 20: (Location of the chair and secretary of virtual-only shareholders meeting) When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
Article 21: (Handling of disconnection) In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. When postponing or resuming a meeting according to the second paragraph, the		

After Amendment	Before Amendment	Reason
Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.		
Article 22: (Handling of digital divide) When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.		This article is added in accordance with the sample template of the "Rules of Procedure for Shareholders Meetings" as promulgated by TWSE.

After Amendment	Before Amendment	Reason
Article 23: All matters not provided for in these rules shall be governed by the Company Act and the Company's Articles of Incorporation.	Article 16: All matters not provided for in these rules shall be governed by the Company Act and the Company's Articles of Incorporation.	Amended the article number.
Article 24: These Rules shall take effect after having been submitted to and approved by a shareholders meeting. The same applies to amendments.	Article 17: These Rules shall take effect after having been submitted to and approved by a shareholders meeting. The same applies to amendments.	Amended the article number.

Attachment 10

Comparison Table for the Amendments to the ” Rules for Election of Directors and Supervisors”.

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
Article 1 Objectives These Regulations are adopted for the purpose of governing the election of directors of the Company.	Article 1 Objectives These Regulations are adopted for the purpose of governing the election of directors and supervisors of the Company.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.
Article 2 Scope Unless otherwise prescribed by the Company Act, relevant laws and regulations of the Securities and Exchange Act, or the Company’s Articles of Incorporation, these Regulations shall govern the election of the Company’s directors.	Article 2 Scope Unless otherwise prescribed by the Company Act, relevant laws and regulations of the Securities and Exchange Act, or the Company’s Articles of Incorporation, these Regulations shall govern the election of the Company’s directors and supervisors.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities has been revised accordingly.

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
Article 3 Operations 1. The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. Each board member shall have the necessary knowledge, skill, and experience to perform their duties. 2. Except as approved by the competent authority, more than half of the directors of the Company elected shall have one of the following relationships: (1) Spousal relationship (2) Relationship within the second degree of kinship. 3. The qualifications for the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. 4. Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and	Article 3 Operations 1. The election of directors and supervisors of the Company shall adopt the candidate system and be held at the shareholders' meeting.	As the Company has set up an audit committee, the description of the original supervisor's duties and responsibilities and article numbers have been revised accordingly.

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
procedures set out in Article 192-1 of the Company Act. When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies. When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies. 5. The cumulative voting method shall be used for election of the directors at the Company. 6. For the election of directors and	2. The cumulative voting method shall be used for elections of the directors and supervisors at the Company. 3. For the election of directors and supervisors of the Company, each	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
supervisors of the Company, each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. 7. The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance. 8. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be	share will have voting rights in number equal to the directors and supervisors to be elected, and may be cast for a single candidate or split among multiple candidates. 4. The number of directors and supervisors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance. Shareholders who are elected as both directors and supervisors in accordance with the preceding paragraph shall decide on their own to serve as directors or supervisors and shall not hold both positions at the same time. 5. The board of directors shall prepare separate ballots for directors and supervisors in numbers	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.	corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. 6. Except as approved by the competent authority, more than half of the directors of the Company elected shall have one of the following relationships: (1) Spousal relationship (2) Relationship within the second degree of kinship. (Move to the 2nd item of the operation procedure) The Company shall have at least one or more supervisors, or one or more supervisors and directors, among whom no relationship under the preceding subparagraphs exists. 7. When the elected supervisors or directors of the Company do not meet the conditions of the preceding paragraphs in this Article, determination of which directors or supervisors are elected shall be	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
9. At the beginning of the election, the chair will announce the voting time and appoint vote inspectors and vote counters to take charge of inspecting	made according to the following provisions: 7.1 When there are some among the directors who do not meet the conditions, the election of the director receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid. 7.2 When there are some among the supervisors who do not meet the conditions, the provisions of the preceding subparagraph shall apply mutatis mutandis. 7.3 When there are some among the directors and supervisors who do not meet the conditions, the election of the supervisor receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid. 8. The qualifications for the independent directors of the Company shall comply with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies". (Move to the 3rd item of the operational	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
and counting the votes. 10. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote inspectors before voting commences. 11. If the candidate is a shareholder, voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, the candidate's name and identity document number shall be filled in. In the event the government or legal entity is the candidate, both the full registered name of the government or legal entity and the name of the representative of the government or legal entity shall be entered in the name field of the candidate on the ballot; if there are several representatives, the names of the representatives shall be entered separately. 12. A ballot is invalid under any of the following circumstances: 12.1 The ballot was not prepared by a person with the right to convene. 12.2 A blank ballot is placed in the ballot box.	procedure) 9. At the beginning of the election, the chair will announce the voting time and appoint vote inspectors and vote counters to take charge of inspecting and counting the votes. 10. In the event that both directors and supervisors are elected at the same time, separate ballot boxes shall be prepared by the board of directors and publicly checked by the vote inspectors before voting commences. 11. If the candidate is a shareholder, voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, the candidate's name and identity document number shall be filled in. In the event the government or legal entity is the candidate, both the full registered name of the government or legal entity and the name of the representative of the government or legal entity shall be entered in the name field of the candidate on the ballot; if there are several representatives, the names of the representatives shall be entered	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
12.3 The writing is unclear and indecipherable or has been altered. 12.4 The candidate whose name is entered in the ballot does not conform to the director candidate list. 12.5Other words or marks are entered in addition to the number of voting rights allotted. 13. (omitted) 16. After checking the total number of valid and invalid votes, the vote inspector shall enter the number of valid and invalid votes and the numbers of votes into the record sheet, and then the chair shall announce the list of persons elected as directors and the numbers of votes with which they were elected.	separately. 12. A ballot is invalid under any of the following circumstances: 12.1 The ballot was not prepared by the Board of Directors. 12.2 A blank ballot is placed in the ballot box. 12.3 The writing is unclear and indecipherable or has been altered. 12.4 If the candidate is a shareholder, the name and shareholder's account number of the candidate do not match the shareholders' roster; if the candidate is not a shareholder, the name and identity document numberof the candidate do not match the roster. 12.5Other words or marks are entered in addition to the candidate's account name (name) or shareholder account number (identity document number) and the number of voting rights allotted. 12.6The candidate's name is the same as other shareholders and cannot be identified by the shareholder's account number or identity document number.	

After Amendment	Before Amendment	Reason
Regulations Governing Election of Directors	Regulations Governing Election of Directors and Supervisors	Rename the Regulations
	13. (omitted) 16. After checking the total number of valid and invalid votes, the vote inspector shall enter the number of valid and invalid votes and the numbers of votes into the record sheet, and then the chair shall announce the name of persons elected as directors and the shareholder's account numbers.	

Attachment 11

Comparison Table for Amendment to "Procedures for Acquisition or Disposal of Assets".

After Amendment	Before Amendment	Reason
Article 8: Disclosure items and standards Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading	Article 8: Disclosure items and standards Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares.	In line with the amendment of the law.

After Amendment	Before Amendment	Reason
reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: 4.1 For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. 4.2 For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. 5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall	3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: 4.1 For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. 4.2 For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. 5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a	

After Amendment	Before Amendment	Reason
be a transaction amount reaching NT$1 billion or more. 6. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million. 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: 7.1 Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan</u>. 7.2 Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of	related party, then the threshold shall be a transaction amount reaching NT$1 billion or more. 6. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million. 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: 7.1 Trading of domestic government bonds. 7.2 Where done by professional investors—securities trading on securities exchanges or OTC	

After Amendment	Before Amendment	Reason
foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 7.3 Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the	markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued by securities firm in the domestic primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 7.3 Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with	

After Amendment	Before Amendment	Reason
same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. ceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by	the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. ceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by	

After Amendment	Before Amendment	Reason
regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.	regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.	
Article 10: In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction	Article 10: In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction	In line with the amendment of the law.

After Amendment	Before Amendment	Reason
price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. 2. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained. 3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 3.1 The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction	price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. 2. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained. 3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 3.1 The discrepancy between the appraisal result and the transaction amount is 20	

After Amendment	Before Amendment	Reason
amount. 3.2 The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. 4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.	percent or more of the transaction amount. 3.2 The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. 4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.	
Article 11: The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly	Article 11: The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price; and the CPA engaged needs to use the report of an expert as evidence ,the CPA shall comply with the	

After Amendment	Before Amendment	Reason
quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).	provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).	
Article 12: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.	Article 12: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.	In line with the amendment of the law.
Article 15: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1. May not have previously received a final and unappealable sentence to	Article 15: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1. May not have previously received a final and unappealable sentence to	In line with the amendment of the law.

After Amendment	Before Amendment	Reason
imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions: 3.1 Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.	imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following provisions: 3.1 Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.	

After Amendment	Before Amendment	Reason
3.2 When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.3 They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 3.4 They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.	3.2 When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.3 They shall undertake an item-by-item evaluation of the completeness, accuracy and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 3.4 They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	
Article 18: When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to	Article 18: When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to	In line with the amendment of the law.

After Amendment	Before Amendment	Reason
acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the Audit Committee for approval and approved by the board of directors: 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with regulations. 4. The date and price at which the related party originally acquired the real property, the original transaction	acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors: 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with regulations. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction	

After Amendment	Before Amendment	Reason
counterparty, and that transaction counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the fund’s utilization. 6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. 7. Restrictive covenants and other important stipulations associated with the transaction. With respect to the types of transactions listed below or the acquisition or disposal of equipment held for business use, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued	counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the fund’s utilization. 6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. 7. Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 8, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by board of directors and recognized by the supervisors need not be counted toward the transaction amount. With respect to the types of transactions listed below or the acquisition or disposal of equipment held for business use, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or	

After Amendment	Before Amendment	Reason
shares or authorized capital, the Company's board of directors may based on authorized amount, hierarchy, execution unit and transaction process, delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting: 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. After these rules have been approved by the board of directors, they shall be submitted to the audit committee, and then to a shareholders' meeting for approval. Where there any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinions to audit committee and for discussion by the shareholders' meeting. The same applies to amendments. When a matter is submitted for discussion by the board of directors pursuant to preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or	indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may based on authorized amount, hierarchy, execution unit and transaction process, delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting: 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. When a matter is submitted for discussion by the board of directors pursuant to preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent	

After Amendment	Before Amendment	Reason
expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the public company's total assets, the Company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Company and its subsidiaries or between its subsidiaries. The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 8, paragraph 7 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders meeting or board of directors and recognized by the audit committee need not be counted toward the transaction amount.	director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.	
Article 26: After these procedures have been approved by the board of directors, they shall be submitted to the audit committee, and then to a shareholders' meeting for approval. The same applies to	Article 26: After these procedures have been approved by the board of directors, they shall be submitted to the each supervisor, and then to a shareholders' meeting for approval. The same applies	In line with the amendment of the law.

After Amendment	Before Amendment	Reason
amendments. Where there any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinions to the audit committee. When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. When these procedures are adopted or amended they shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution. If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" in paragraph 2 and "all directors" in the preceding paragraph	to amendments. Where there any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinions to each supervisor. When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.	

After Amendment	Before Amendment	Reason
shall be counted as the actual number of persons currently holding those positions.		

Attachment 12

Comparison Table for Amendments to the Company's " Procedures for Lending Funds to Other Parties".

After Amendment	Before Amendment	Reason
Article 10: Internal Control 1. The Company shall prepare a memorandum book for its fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated under the regulations. 2. Internal auditors of the Company shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the Audit Committee in writing of any material violation found. Also, the managers and personnel in charge may be subject to penalties depending on the severity of the violation. 3. If, as a result of a change in circumstances, an entity for which a loan is made does not meet the requirements of these Regulations or the loan balance exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the Audit Committee, and	Article 10: Internal Control 1. The Company shall prepare a memorandum book for its fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated under the regulations. 2. Internal auditors of the Company shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify each supervisor and independent director in writing of any material violation found. Also, the managers and personnel in charge may be subject to penalties depending on the severity of the violation. 3. If, as a result of a change in circumstances, an entity for which a loan is made does not meet the requirements of these Regulations or the loan balance exceeds the limit, the Company shall adopt rectification	In line with the amendment of the law.

shall complete the rectification according to the timeframe set out in the plan so as to improve the internal control of the Company. 4. When the responsible person of the Company violates the provisions of Article 3, Paragraph 1 of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the responsible person shall bear joint and several liability with the borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages.	plans and submit the rectification plans to each supervisor and independent director, and shall complete the rectification according to the timeframe set out in the plan so as to improve the internal control of the Company. 4. When the responsible person of the Company violates the provisions of Article 3, Paragraph 1 of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the responsible person shall bear joint and several liability with the borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages.	
Article 13: Implementation and amendments The Procedures for Lending Funds to Others established by the Company shall be approved by the Audit Committee. These Procedures shall be submitted to the shareholders' meeting for approval after being approved by the Board of Directors. Any dissenting opinion of the directors which is recorded or written in a statement shall also be reported to the shareholders' meeting. The same applies to amendments. The opinions of each independent director shall be given full consideration	Article 13: Implementation and amendments The Procedures for Lending Funds to Others established by the Company shall be approved by the Board of Directors. These Procedures shall be submitted to the shareholders' meeting for approval after being delivered to each supervisor. Any dissenting opinion of the directors which is recorded or written in a statement shall also be delivered to each supervisor and reported to the shareholders' meeting. The same applies to amendments. The opinions of each independent director shall be given full consideration	In line with the amendment of the law.

in the discussion of these Procedures at the board meeting in accordance with the preceding paragraph, and each independent director's explicit assenting or dissenting opinion and reasons for dissent shall be recorded in the board of directors meeting minutes. When these procedures are adopted or amended they shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution. If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" in paragraph 4 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.	in the discussion of these Procedures at the board meeting in accordance with the preceding paragraph, and each independent director's explicit assenting or dissenting opinion and reasons for dissent shall be recorded in the board of directors meeting minutes.	

Attachment 13

Comparison Table for Amendments of the "Rules for Endorsement & Guarantee".

After Amendment	Before Amendment	Reason
Article 6: If, as a result of a change in circumstances, the Company for which an endorsement/guarantee is made does not meet the requirements of these Procedures, or the amount of the endorsement/guarantee exceeds the limit due to a change in the calculation base for the limit, the Company shall, upon the expiration of the contract period or the adoption of rectification plan to discharge all the endorsement/guarantee amount within a certain period, submit the rectification plan to the Audit Committee and report to the Board of Directors.	Article 6: If, as a result of a change in circumstances, the Company for which an endorsement/guarantee is made does not meet the requirements of these Procedures, or the amount of the endorsement/guarantee exceeds the limit due to a change in the calculation base for the limit, the Company shall, upon the expiration of the contract period or the adoption of rectification plan to discharge all the endorsement/guarantee amount within a certain period, submit the rectification plan to each supervisor and report to the Board of Directors.	In line with the amendment of the law.
Article 10: Internal Control 1. The Company's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the Audit Committee in writing of any material violation found. 2. The Company shall comply with the prescribed procedures when engaging in endorsement and guarantee. If any material violation found, the	Article 10: Internal Control 1. The Company's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify each supervisor and independent director in writing of any material violation found. 2. The Company shall comply with the prescribed procedures when engaging in endorsement and	In line with the amendment of the law.

managers and personnel in charge may be subject to penalties depending on the severity of the violation. 3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made no longer meets the requirements of these Regulations, or the amount of endorsement/guarantee exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the Audit Committee, and shall complete the rectification according to the timeframe set out in the plan so as to improve the internal control of the Company.	guarantee. If any material violation found, the managers and personnel in charge may be subject to penalties depending on the severity of the violation. 3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made no longer meets the requirements of these Regulations, or the amount of endorsement/guarantee exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to each supervisor and independent director, and shall complete the rectification according to the timeframe set out in the plan so as to improve the internal control of the Company.	
Article 14: These Procedures shall be approved by the Audit Committee. These Procedures shall be submitted to the shareholders' meeting for approval after being approved by the Board of Directors. Any dissenting opinion of the directors which is recorded or written in a statement shall also be delivered to Audit Committee and reported to the shareholders' meeting. The same applies to amendments. The opinions of each independent director shall be given full consideration in the discussion of these Procedures at the board meeting in accordance with the	Article 14: After these Procedures have been approved by the board of directors, they shall be delivered to each supervisor and submitted to a shareholders' meeting for approval. Where there any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinions to each supervisor and for discussion by the shareholders' meeting. The same applies to amendments. The opinions of each independent director shall be given full consideration in the discussion of these Procedures at the board meeting in accordance with the	In line with the amendment of the law.

preceding paragraph, and each independent director's explicit assenting or dissenting opinion and reasons for dissent shall be recorded in the board of directors meeting minutes. When these procedures are adopted or amended they shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution. If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" in paragraph 4 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.	preceding paragraph, and each independent director's explicit assenting or dissenting opinion and reasons for dissent shall be recorded in the board of directors meeting minutes.	

Attachment 14

Comparison Table for the Amendment to the “Polices and Procedures for Financial Derivatives Transactions”.

After Amendment	Before Amendment	Reason
Article 12: Internal Audit Internal auditors shall check the suitability of internal control of derivative transactions periodically and inspect monthly the compliance of the financial planning department with the "Handling Procedure to Engage in the Transaction of Derivative Products" and analyze the trading cycle in order to make the auditing report. A written report of any violation must be submitted to notify the Audit Committee of same. Also, the personnel who have violated the rules will be subject to penalties.	Article 12: Internal Audit Internal auditors shall check the suitability of internal control of derivative transactions periodically and inspect monthly the compliance of the financial planning department with the "Handling Procedure to Engage in the Transaction of Derivative Products" and analyze the trading cycle in order to make the auditing report. A written report of any violation must be submitted to notify the each supervisor of same. Also, the personnel who have violated the rules will be subject to penalties.	In line with the amendment of the law.

IV.Appendix

Appendix 1

TEX YEAR INDUSTRIES INC.

Rules and Procedures of Board of Directors Meetings (Version before correction)

Article 1: Objectives

To establish a strong governance system and sound supervisory capabilities for the Company's Board of Directors, and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.

Article 2: Scope

The Company's rules of procedure for meetings of its board of directors; the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with these Regulations.

Article 3: Date of Board Meeting

1. The first meeting of each term of the board of directors shall be convened within 15 days after the re-election. However, in case the re-election of directors was conducted prior to the expiration of the term of office of the directors of the preceding term, and a resolution was adopted not to discharge the directors of the preceding term until the expiration of the term of their offices as directors, the first meeting of the newly elected directors shall be convened within 15 days after expiration of the term of office of the directors of the preceding term.
2. The Board of Directors shall meet at least quarterly for business purposes, and shall give seven days' notice to each director and supervisor. In emergency circumstances, the Board meeting may be convened at any time.
3. The notice of Board meeting in this Article may be sent via electronic means with respective Board member’s consent.

Article 4: Notice of the Board Meeting

1. Time for notice: In accordance with Article 204 of the Company Act, the reasons for calling a Board meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a Board

meeting may be called at short notice.

2. Items shall be included in the Notice
   (1) The time and the location of the Board meeting. A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.
   (2) Agenda items of the Board meeting. All matters set out in the Paragraph 4 of Article 11, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

Article 5: Materials of the Board Meeting

1. The Board of Directors of the Company has appointed the Finance and Accounting Department to handle the administrative affairs for the Board. The Office shall prepare agenda items for board of directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.
2. A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.
3. The agenda working group shall make the relevant meeting materials available for the Directors to review when the Board of Directors' meeting is held.

Article 6: Convener of Board Meeting

1. Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. 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.
2. 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.
3. 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.

Article 7: Attendees of the Board Meeting

1. When a meeting of the board of directors is held, all directors shall attend the meeting in person. A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may only be appointed by one person.
2. In case a board meeting is proceeded via visual communication network, then the board directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 8: Personnel Attending the Board Meeting

1. Supervisors may attend the Board' meetings to give their opinions, but may not participate in voting.
2. 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.
3. When holding a Board meeting, the Chairman may, as necessary for the agenda items of the meeting, notify the staff from subsidiary(ies) to attend the meeting as nonvoting participants. When necessary, the Chairman may also invite certificated public accountants, attorneys, or other professionals to attend as nonvoting participants and give explanations. However, such nonvoting participants shall leave the Board meeting during discussion and voting process of the Board.

Article 9: The chair of the board meeting shall call the meeting to order at the designated time when a quorum of more than half of the Directors is present. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements, in combined total of not more than one hour, may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 4, paragraph 1.

The term "all board directors" as used in the preceding paragraph and in Article 16, Paragraph 2, Subparagraph 2 shall be shall be calculated as the number of directors

then in office.

Article 10: Agenda Items of the Board Meeting

Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:
   (1) Minutes of the last meeting and actions arising.
   (2) Reporting on important financial and business matters.
   (3) Reporting on internal audit activities.
   (4) Other important matters to be reported.
2. Discussions:
   (1) Items discussed and continued from the last meeting.
   (2) Items for discussion at this meeting.
3. Extraordinary motions.

Article 11: Discussion of Board Meetings

1. A board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.
2. The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.
3. If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Article 9 shall apply mutatis mutandis.
4. The following items shall be discussed in the board directors meeting:
   (1) The Company's business plan.
   (2) Annual and second quarter financial reports audited and attested by a certified public accountant (CPA).
   (3) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
   (4) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, 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, and endorsements or

guarantees for others.

(5) The offering, issuance, or private placement of any equity-type securities.

(6) The appointment or discharge of a financial, accounting, or internal audit officer.

(7) A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.

(8) Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 12: Vote in the Board Meetings

1. When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote. When a proposal

comes to a vote at a board of directors meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. Where any present director expresses dissent upon the chair’s inquiry,

the motion shall be put to vote.

The votes may be decided by the chair in any of the following manners, provided that where any present director expresses dissent, they shall be decided in the manner determined subject to a majority of the present directors’ opinion:

(1) A show of hands or a vote by voting machine.

(2) A roll call vote.

(3) A vote by ballot.

(4) A vote by a method selected at the Company's discretion.

"All directors present at the meeting" in the preceding two paragraphs does not include directors prohibited from exercising voting rights pursuant to Article 14.

2. Except as otherwise stated in the Securities and Exchange Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors. 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. However, when any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

3. If supervisor and vote counter are needed to monitor the voting process and count ballots, the chair shall appoint such persons to do so. And the person monitoring the voting process should be a director.

4. The voting result should be reported to the board and recorded in the meeting minutes.

Article 13: Minutes of Board Meeting

1. Set up an attendance book for directors' meetings, stating the convener of the meeting, time of the meeting, location of the meeting and the proposal, to be signed by the members and the nonvoting participants. The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the Company.

2. The Company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise. If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall

continue to be preserved until the litigation is concluded. Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

3. Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:
   (1) Session (or year), time, and place of meeting.
   (2) Name of the meeting chair.
   (3) Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
   (4) Names and titles of those attending the meeting as nonvoting participants.
   (5) Name of minutes taker.
   (6) Matters reported on.
   (7) Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 4.
   (8) Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding paragraph, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
   (9) Other matters required to be recorded.
4. Public announcement

   Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on the Market Observation Post System designated by the Financial Supervisory Commission: Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
5. The minutes of a board of directors meeting announced shall bear the signature

or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. and well preserved as important company records during the existence of the company. The production and distribution of the meeting minutes referred to in Article 13, paragraph 3 may be done in electronic form.

Article 14: Recusal of Directors' Interests:

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.

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.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 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.

Article 15: Delegation of the Board of Directors:

Apart from the matters referred to in Article 11, paragraph 4, which are required to be submitted for discussion by the board of directors, the specific matters for which the Board of Directors has delegated the exercise of powers to the Chairman of the Board as provided by law or the Company's Articles of Incorporation shall be set forth below:

1. Examine the accounting system, financial status and financial reporting procedures of the Company.
2. Review the procedures for handling material financial transactions such as acquisition or disposal of assets, lending funds and endorsements and guarantees to others.
3. Communicate with the Company's independent auditor.
4. Evaluate internal auditors and their works.
5. Establish the internal rules and regulations of the Company.
6. Evaluate, inspect and monitor the current or potential risks in the Company.
7. Examine the compliance with laws and regulations in the Company.
8. Review transactions involving conflicts of interest of directors as described in Article 32 of the "Corporate Governance Best Practice Principles for TWSE/TPEx

Listed Companies" that should be recused from the exercise of voting rights, in particular, significant related party transactions, acquisition or disposal of assets, lending funds and endorsement and guarantee to others, and formation of investment companies for investing purposes.

9. Review and evaluate the qualifications of the CPA and nominate a qualified candidate.
10. Review and approve major technical cooperative contracts.
11. Other powers and duties that the Board of Directors has delegated to the Chairman.

Article 16: Matters not covered by these Rules of Procedure shall be handled in accordance with the “Company Act”, the Company's Articles of Incorporation and other relevant laws and regulations.

Article 17: These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting; the same applies when the rules of procedure are amended.

Appendix 2

TEX YEAR INDUSTRIES INC.

Code of Ethics for Directors, Supervisors and Managers (Version before correction)

I. Purposes:

This Code is established for the purpose of establishing the Company's code of conduct to meet ethical requirements and to enable all stakeholders to better understand the Company's corporate ethical guidelines.

II. Applicable Parties:

Directors, supervisors, and managerial officers of the Company (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers, and other persons authorized to manage affairs and sign documents on behalf of a company).

III. Terms and definitions: None

IV. Operational procedures: None.

V. Operations:

1. Prevention of conflicts of interest:

Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the Company, as for example when a director, supervisor, or managerial officer of the Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the Company to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The Company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and the Company.

2. Minimizing incentives to pursue personal gain:

The Company shall prevent its directors, supervisors, or managerial officers from engaging in any of the following activities:

2.1 Seeking an opportunity to pursue personal gain by using company property or

information or taking advantage of their positions.

2.2 Obtaining personal gain by using company property or information or taking advantage of their positions.

2.3 Competing with the Company. When the Company has an opportunity for profit, it is the responsibility of the directors, supervisors, or managerial officers to maximize the reasonable and proper benefits that can by obtained by the Company.

3. Confidentiality:

   The directors, supervisors, or managerial officers of the Company shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

4. Fair trade:

   Directors, supervisors, or managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

5. Safeguarding and proper use of company assets:

   All directors, supervisors, or managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

6. Legal compliance:

   In addition to strengthening the compliance with the “Securities and Exchange Act” and other applicable laws, regulations for insiders, the Company has established a code of conduct for all employees to govern the behaviors of all employees in the Company.

7. Encouraging reporting on illegal or unethical activities:

   The Company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of

informants and protect them from reprisals.

8. Disciplinary measures:

   When a director, supervisor, or managerial officer violates the code of ethical conduct, the Company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. It is advisable that the Company establish a relevant complaint system to provide the violator with remedies.

9. Procedures for exemption

   The code of ethical conduct adopted by the Company must require that any exemption for directors, supervisors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the Company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

10. Method of disclosure:

    A TWSE or GTSM listed company shall disclose the code of ethical conduct it has adopted on its company website, in its annual reports and prospectuses and on the MOPS, The same applies to amendments.

11. Enforcement: The Company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to each supervisor, and submitted to a shareholders meeting. The same applies to amendments.

VI.Attachment: None.

Appendix 3

TEX YEAR INDUSTRIES INC.

Procedures and Instrustions of Ethical Corporate Management (Version before correction)

Article 1 The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where the Company and its business groups and organizations operate, with a view to providing all personnel of the Company with clear directions for the performance of their duties. The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

Article 2 For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations. Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.

Article 3 Unethical conduct:

1. For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.
2. The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and

government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4 Types of benefits: For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5 Responsible unit: The Company designates the Ethical Management Committee as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be 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:

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. Adopting 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.
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 effectiveness.
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.

Article 6 Prohibition against providing or accepting improper benefits: Except under one of the

following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other benefits, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. It shall be in compliance with the laws and regulations of the country where the Company is doing business.
2. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
3. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
4. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
5. Attendance at folk festivals that are open to and invite the attendance of the general public.
6. Rewards, emergency assistance, condolence payments, or honorariums from the management.
7. Other conduct that complies with the rules of the Company.

Article 7 Procedures for handling the acceptance of improper benefits

1. Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other benefits, the matter shall be handled in accordance with the following procedures:
   (1) If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.

(2) If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

2. "A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:
   (1) When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
   (2) When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
   (3) Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.
3. The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved by the President of the Company.

Article 8 Prohibition of and handling procedure for facilitating payments

1. The Company shall neither provide nor promise any facilitating payment.
2. If any personnel of the Company provide or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.
3. Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9 Stance on Political Neutrality: The Company and its subsidiaries shall hold their stances on political neutrality and in no circumstances embark on any campaign contributions. The personnel of the Company during the working hours shall not discuss any political

issues with each other, engage in any political activities and be restricted either to post any posters, advertisements or disseminate any speech materials in connection with political activities in workplace.

Article 10 Procedures for handling charitable donations or sponsorships: Charitable donations or sponsorships by the Company and its subsidiaries shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to the responsible unit before proceeding:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.
2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of the Company's and subsidiaries' commercial dealings or a party with which any personnel of the company has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

Article 11 Recusal

1. When a director, supervisor, officer or other stakeholder of the Company or its group enterprises and organizations attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in 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 the Company 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.
2. If in the course of conducting company business, any personnel of the Company 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 supervisor shall provide the personnel with proper instructions.

3. No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.

Article 12 Special unit in charge of confidentiality regime and its responsibilities: The Company's legal affairs unit is in charge of formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of the Company's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of the Company unrelated to their individual duties.

Article 13 Prohibition against unfair competition: The Company 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.

Article 14 Prevention of damage caused by products and services to stakeholders

1. The Company's personnel shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.
2. The Company shall adopt and publish on its website a policy on the protection of

the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, within seven days, recall those products or suspend the services, verify the facts and present a review and improvement plan.

The responsible unit of the Company shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to the board of directors.

Article 15 Prohibition against insider trading and non-disclosure agreement: All personnel of the Company shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading. Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

Article 16 Compliance and announcement of policy of ethical management: the Company shall request its 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. The Company 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.

Article 17 Ethical management evaluation prior to development of commercial relationships

1. Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company and its subsidiaries shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.
2. When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:
   (1) The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
   (2) Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
   (3) Whether enterprise's business operations are located in a country with a high risk of corruption.
   (4) Whether the business operated by the enterprise is in an industry with a high risk of bribery.
   (5) The long-term business condition and degree of goodwill of the enterprise.
   (6) Consultation with the enterprise's business partners on their opinion of the enterprise.
   (7) Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 Statement of ethical management policy to counterparties in commercial dealings: Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name. This includes rebates, commissions, facilitating payments or other means of offering or receiving improper benefits.

Article 19 Avoidance of commercial dealings with unethical operators: All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When

the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.

Article 20 Stipulation of terms of ethical management in contracts: Before entering into a contract with another party, the Company and its subsidiaries shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim damages from the other party, and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 Handling of unethical conduct by personnel of the Company

1. The Company encourages insiders and outsiders for informing of unethical or unseemly conduct. If the reported case is proved to be true and the circumstance concerned is material, the Company will handle it in accordance with the law or relevant regulations of the Company, and also grant adequate reward to the whistleblower. 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.

2. The Company 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 insiders and outsiders of the Company to submit reports.
3. A whistleblower shall at least furnish the following information:
   (1) The whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), 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. Personnel of the Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. the Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of the Company shall observe the following procedure in handling whistleblowing matters:

(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 the Company 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 the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
(4) Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until

the conclusion of the litigation.

(5) With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

(6) The responsible unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

Article 22 Actions upon event of unethical conduct by others towards the Company: If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

Article 23 Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures

The responsible unit of the Company shall organize at least once 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.

1. The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.
2. If any personnel of the Company seriously violates ethical conduct, the Company 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 the Company.
3. The Company 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.

Article 24 Enforcement: These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

Appendix 4

Tex Year Industries Inc.
Articles of Incorporation (Version before correction)

Chapter I General Provisions

Article 1: The Company is organized under the provisions on Limited Company of the Company Act, and is named Tex Year Industries Inc.

Article 2: The businesses operated by the Company are as follows:

C801100	Synthetic Resin and Plastic Manufacturing
CF01011	Medical Devices Manufacturing
E604010	Machinery Installation
F106020	Wholesale of Daily Commodities
F107990	Wholesale of Other Chemical Products
F108021	Wholesale of Western Pharmaceutical
F108031	Wholesale of Medical Devices
F113990	Wholesale of Other Machinery and Tools
F119010	Wholesale of Electronic Materials
F207990	Retail Sale of Other Chemical Products
F208021	Retail Sale of Western Pharmaceutical
F208031	Retail Sale of Medical Apparatus
F213080	Retail Sale of Machinery and Tools
F219010	Retail Sale of Electronic Materials
F401010	International Trade
ZZ99999	All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company has its head office in New Taipei City. If necessary, the board of directors may decide to establish branches at home or abroad.

Article 4: Deleted.

Chapter II Shares

Article 5: The Company's capital is rated at one billion and five hundred million New Taiwan dollars, divided into one hundred and fifty million shares, with ten dollars per share. The shares may be issued in different trenches.

Article 6: The Company's shares are all in registered form. They are signed or sealed by the

directors representing the Company, and certified by the competent authority or the registration agency it approves before issuing. The Company may be exempted from printing physical shares after it is publicly listed. The shares issued under the preceding paragraph shall be registered with the Taiwan Depository and Clearing Corporation.

Article 7: The registration for transfer of shares shall cease within 60 days before the general shareholders' meeting, 30 days before the extraordinary shareholders' meeting, or within 5 days before the ex-date of the Company's distribution of dividends, bonuses or other benefits.

Chapter III Shareholders' Meetings

Article 8: The Company's shareholders' meetings are divided into the general shareholders' meeting and the extraordinary shareholders' meeting. The general shareholders' meeting is convened once a year and within six months after the end of each fiscal year. The extraordinary shareholders' meeting shall be convened when necessary in accordance with relevant laws and regulations.

Article 9: If unable to attend the shareholders' meeting for any reason, a shareholder may appoint a proxy to attend the meeting on his/her behalf by signing a power of attorney printed by the Company and stating the scope of powers authorized to the proxy. In addition to the provisions of Article 177 of the Company Act, the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority shall apply for the shareholder's appointment of a proxy to attend the shareholders' meeting

Article 10: Except shares which have no voting rights as stipulated in the Company Act, each share of the shareholders of the Company has one voting right.

Article 11: Unless otherwise provided in relevant laws and regulations, a shareholders' meeting proposal shall be adopted by a majority vote of the shareholders or proxies present, who represent more than half of the total number of voting shares. Shareholders of the Company may also exercise their voting rights by electronic means. Shareholders exercising their voting rights by electronic means shall be deemed to be present in person, and relevant matters shall be handled in accordance with laws and regulations.

Article 12: The shareholders' meeting shall be convened by the board of directors, and the chairman of the board shall preside over the meeting. When the chairman is on leave, the vice chairman shall act as a proxy. When the vice chairman is also unable to attend the meeting, one director shall be elected among the directors as the proxy. If the

meeting is convened by a person other than a member of the board of directors but with the power to convene, then the person shall act as the chairman. If there are more than two conveners, one shall be elected as the chairman.

Article 12-1: The resolutions of the shareholders' meeting shall be recorded into minutes, signed or stamped by the chairman, and distributed to the shareholders within 20 days after the meeting. The Company may also make a public announcement of the minutes of the preceding paragraph.

Chapter IV Directors, Supervisors and Functional Committees

Article 13: The Company has nine to eleven directors and three supervisors, selected via a candidate nomination system by the shareholders' meeting among people with the capacity for conduct. The term of office is three years, and re-election is allowed. After the Company is publicly listed, the total shareholding ratio of all directors and supervisors shall be in compliance with the provisions of the securities regulatory authority.

Article 13-1: Among the directors to be elected in the previous paragraph, the number of independent directors shall not be less than two and no less than one-fifth of the total number of directors. However, where an audit committee is required to be established in accordance with the Securities and Exchange Act, the laws and regulations of the competent authority and the rules and regulations of the Company, the number of independent directors shall not be less than three. The professional qualifications, shareholding, part-time job restrictions and nomination and election methods of independent directors and other matters to be observed shall be handled in accordance with the relevant regulations of the competent securities authority.

Article 13-2: The board of directors of the Company may establish other functional committees, and their organizational procedures shall be approved by the board of directors. If the Company establishes an audit committee according to law, the audit committee will replace the function of supervisors.

Article 14: The chairman of the board of directors shall be elected among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The same method above shall be employed for the election of a vice chairman. The chairman of the board carries out the business of the Company in accordance with the laws, regulations, articles of association and the resolutions of the shareholders' meeting and the board meeting, and represents the Company externally. When the chairman is on leave or unable to perform his duties for some reason, the vice chairman shall act as his

proxy. When the vice chairman is also on leave or unable to perform his duties for some reason, the directors shall elect one among themselves as the proxy.

Article 15: The dismissal of directors or supervisors of the Company shall be listed in the reasons for convening the shareholders' meeting, and shall not be proposed via an extemporary motion.

Article 16: The Company's business policies and other important matters shall be decided by the board of directors. Except that the first meeting of each term of the board of directors shall be convened in accordance with Article 203 of the Company Act, the chairman shall convene the meeting and serve as the chairman. When the chairman is unable to perform his duties, his proxy shall handle the matters in accordance with Article 208 of the Company Act.

Article 17: A director may authorize another director in writing to attend the board meeting on his behalf, provided that a power of attorney is issued each time with the scope of authorization listed, and each director may be authorized by one person only. The board meeting may be held via video conferencing. If the directors participate in the meeting by video, they shall be deemed to be present in person.

Article 18: When a director or supervisor carries out the business of the Company, the Company shall pay remuneration regardless of its business profit or loss. The board of directors is authorized to determine the remuneration according to the degree of their participation in the operation of the Company, the value of their contribution, and the normal level of the industry.

Article 19: In addition to performing their duties according to law, supervisors may attend the board of directors without voting rights.

Chapter V Managers and Staff

Article 20: The Company has a president, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Final Accounts

Article 21: The board of directors shall prepare the books and accounts on the left for the Company at the end of each fiscal year, and submit them to the general shareholders’ meeting for recognition.

1. Business report

2. Financial statements
3. Proposal for earnings distribution or loss compensation

Article 22: The Company shall maintain a register of shareholders on its premises, and the handling of stock affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

Article 23: In order to motivate employees and the management team, the Company shall allocate the employees' remuneration and the directors' and supervisors' remuneration from the pre-tax benefits of the current year. If there is a surplus after making up the losses, 1% to 10% of the surplus shall be allocated as the employees' remuneration and no more than 3% as the directors' and supervisors' remuneration. Employees' remuneration shall be made in the form of stock or cash, and by a board meeting resolution with at least two-thirds of the directors present and a majority approval of the directors present. The resolution shall be reported to the shareholders' meeting. The targets of employees' remuneration in the form of stock or cash include employees of subordinate companies who meet the criteria.

If there is any surplus in the final annual accounts, in addition to the tax payment, the Company shall first make up for the previous years' losses and then set aside 10% as the legal reserve; if the legal reserve has reached the amount of paid-in capital, then no further allocation is required. After a special reserve is appropriated or reversed in accordance with the law, the balance together with the accumulated undistributed earnings of previous years shall be reserved or distributed by resolution of the shareholders' meeting.

The Company has diversified products, stable profits and a sound financial structure. The dividend policy is based on the consideration of major plant expansion plans and capital expenditure in the next few years, and the actual distribution will be proposed by the board meeting and submitted to the shareholders' meeting according to the needs of the Company's operation. The shareholders' dividends shall be at least 50% of the distributable surplus of the current year after deducting the legal reserve and the special reserve, of which the cash dividend shall account for more than 20% of the total shareholders' dividends; however, if the cash dividend is less than NT$0.5 per share (inclusive), it may be distributed in the form of stock dividends.

Chapter VII Supplementary Provisions

Article 24: The Company may reinvest in other businesses, and the proportion of reinvestment may not be limited by Article 13 of the Company Act.

Article 25: The Company may provide external guarantees for its peers.

Article 26: Any matters not covered in these Articles of Association shall be handled in accordance with the provisions of the Company Act and relevant laws and regulations.

Article 27: These Articles of Association were established on April 13, 1976.
The 1st amendment was made on June 20, 1978, the 2nd amendment was made on June 9, 1980, the 3rd amendment was made on March 20, 1982, the 4th amendment was made on May 1, 1984, the 5th amendment was made on February 18, 1985, the 6th amendment was made on September 16, 1985, the 7th amendment was made on May 31, 1986, the 8th amendment was made on August 20, 1987, the 9th amendment was made on August 20, 1988, the 10th amendment was made on November 5, 1988, the 11th amendment was made on September 1, 1990, the 12th amendment was made on December 15, 1990, the 13th amendment was amended on March 27, 1991, the 14th amendment was made on September 21, 1992, the 15th amendment was made on May 22, 1993, the 16th amendment was made on May 20, 1996, the 17th amendment was made on October 18, 1996, the 18th amendment was made on November 18, 1996, the 19th amendment was made on September 1, 1998, the 20th amendment was made on May 29, 1999, the 21st amendment was made on June 17, 2000, the 22nd amendment was made on May 21, 2001, the 23rd amendment was made on May 29, 2002, the 24th amendment was made on November 28, 2002, the 25th amendment was made on June 9, 2003, the 26th amendment was made on June 7, 2004, the 27th amendment was made on June 20, 2005, the 28th amendment was made on June 12, 2006, the 29th amendment was made on June 12, 2007, the 30th amendment was made on December 7, 2007, the 31st amendment was made on June 11, 2008, the 32nd amendment was made on June 15, 2010, the 33rd amendment was made on June 15, 2011, the 34th amendment was made on June 12, 2012, the 35th amendment was made on June 17, 2013, the 36th amendment was made on June 17, 2014, the 37th amendment was made on June 15, 2015, the 38th amendment was made on June 27, 2016, the 39th amendment was made on June 20, 2017, the 40th amendment was made on June 27, 2018, and the 41st amendment was made on July 26, 2021.

Appendix 5

Tex Year Industries Inc.

Rules and Procedures of Shareholders Meeting (Version before correction)

Article 1: The shareholders' meeting of Tex Year Industries Inc. (hereinafter referred to as the "Company") shall be conducted in accordance with the Rules of Procedure except where otherwise provided in laws and regulations.

Article 2: Unless otherwise provided by laws or regulations, the company's shareholders' meeting shall be convened by the board of directors.

The Company shall, 30 days before the general shareholders' meeting or 15 days before the extraordinary shareholders' meeting, prepare an electronic file containing the notice of the shareholders' meeting, the form of a power of attorney, and reasons and explanations of the proposals of recognition cases, discussion cases and election or dismissal of directors and supervisors, and transmit it to the MOPS. The Company shall also, 21 days before the general shareholders' meeting or 15 days before the extraordinary shareholders' meeting, prepare an electronic file containing the handbook and supplementary information of the shareholders' meeting, and transmit it to the MOPS. 15 days before the shareholders' meeting, the Company shall make available the handbook and supplementary information of the meeting for the shareholders to read at any time; the Company shall also have them displayed at the Company and the professional stock affairs agency appointed by the Company, and distribute them at the shareholders' meeting. The meeting notice and announcement shall state the convening reason; if agreed by the counterparty, the meeting notice may be delivered electronically.

The election or dismissal of directors and supervisors, alteration of articles of association, capital reduction, application for suspension of the public offering, removal of directors' non-competition restriction, a capital increase from earnings, capital increase from the reserve, company dissolution, merger, division, or all circumstances in paragraph 1, Article 185 of the Company Act shall be listed under the convening reason with a description of the main contents of the matters. It shall not be proposed as an extemporary motion.

If the reason for convening the shareholders' meeting has stated full re-election of directors and supervisors and the date of assuming office, then after the re-election is completed at the shareholders' meeting, the date of assuming office may not be further changed via an extemporary motion.

Any shareholder holding more than 1% of the total issued shares may submit to the Company in writing a proposal for the general shareholders' meeting. However, each such shareholder is limited to making only one proposal. Otherwise, the excess proposals will not be included in the agenda. However, if the shareholder's proposal is

to urge the Company to promote public interests or fulfill its social responsibility, the board of directors may still include it in the agenda. In addition, the board of directors may not list the proposal from a shareholder in case of any of the circumstances in item 4, Article 172-1 of the Company Act. Before the book-close date of the general shareholders' meeting, the Company shall announce the acceptance of proposals, the written or electronic method accepted, and the location and period of acceptance; the period of acceptance shall not be less than 10 days. The proposal made by a shareholder is limited to 300 words, and those exceeding 300 words will not be included in the agenda; the proposing shareholder shall either attend the general shareholders' meeting personally or entrust an agent to attend, and participate in the discussion of the proposal. The Company shall notify the proposing shareholder of the acceptance results before the date the convening notice is sent and shall include in the meeting notice the proposals compliant with the requirements of this article. For shareholders' proposals not included in the agenda, the board of directors shall explain the reasons for non-inclusion.

Article 3: The place of the shareholders' meeting shall be the location of the Company or a place convenient for shareholders to attend, and suitable for the shareholders' meeting; the meeting start time shall be between 9 am and 3 pm.

Article 4: The Company may set up a signature book for the attending shareholders (hereinafter referred to as shareholders) to sign in. Instead, the attending shareholders or the proxies entrusted by shareholders may hand in the attendance signature card to sign.

The time for the shareholder's registration referred to in the preceding paragraph shall be at least 30 minutes before the meeting; the registration office shall be clearly marked, and sufficient qualified personnel shall be sent to handle the registration.

The shareholder himself or his agent (hereinafter referred to as the shareholder) shall attend the shareholders' meeting based on the attendance card, sign-in card or other attendance certificates. The solicitor of a power of attorney for attending the meeting shall carry identification for verification.

The Company shall prepare a sign-in book for the attending shareholders to sign in, or the attending shareholders may submit their sign-in cards for signing in. The Company shall deliver the meeting handbook, annual report, attendance card, speech slip, voting ballots and other meeting materials to the shareholders present at the shareholders' meeting; if there is an election of directors and supervisors, the electing ballots shall also be attached.

When the government or a legal person is a shareholder, the number of representatives present at the shareholders' meeting is not limited to one. When a legal person is entrusted to attend the shareholders' meeting, only one representative may be appointed to attend.

Article 5: If the shareholders' meeting is convened by the board of directors, the chairman shall preside over the meeting. When the chairman is on leave or unable to perform his duties for some reason, the vice chairman shall act as his proxy. When there is not a vice chairman or the vice chairman is also on leave or unable to perform his duties for some

reason, the chairman shall designate a managing director to act as his proxy. When there are no managing directors, one director shall be designated as the proxy; if the chairman does not appoint a proxy, the managing directors or the directors shall elect one among themselves as the proxy.

The chairman referred to in the preceding paragraph shall be a managing director or a director who has served for more than six months and understands the Company's financial and business conditions. The same applies if the chairman is the representative of a corporate director. For a shareholders' meeting convened by the board of directors, it is advised that more than half of the directors of the board shall attend the meeting, If the shareholders' meeting is convened by someone other than a member of the board of directors who has the right to convene, the person shall act as the chairman. When more than two persons have the right to convene, one person shall be elected to act as the chairman.

The Company may appoint its designated lawyers, accountants or related personnel to attend the shareholders meeting as non-voting delegates.

Article 6: The Company shall, from the time of the shareholder's registration, continuously audio and video record the process of the shareholder's registration, the process of the meeting and the process of voting and vote counting.

The audio and video recording data mentioned in the preceding paragraph shall be kept for at least one year. However, if any shareholder brings a lawsuit in accordance with Article 189 of the Company Act, the data shall be kept until the end of the lawsuit.

Article 7: Attendance at shareholders' meetings shall be calculated based on the number of shares.

The number of attending shares is calculated based on the number of shares represented by the sign-in cards from the attending shareholders or the shareholders' proxies, plus the number of shares of shareholders exercising their voting rights in writing or electronically.

The chairman shall call the meeting to order at the specified meeting time, and at the same time announce relevant information such as the number of non-voting rights and the number of shares present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a meeting postponement, provided that the number of such postponement is no more than two, and the total time no more than 1 hour. If the attending shareholders still do not represent one-third of the total number of issued shares after two postponements, the chairman shall declare the meeting aborted.

Suppose the quorum is not met after two postponements as referred to in the preceding paragraph. Still, the attending shareholders represent one-third or more of the total number of issued shares. In that case, a tentative resolution may be adopted pursuant to paragraph 1, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders’ meeting shall be convened within one month.

When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative

resolution for voting by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 8: If a shareholders' meeting is convened by the board of directors, the meeting agenda (including extemporary motions and amendments to the original proposals) shall be set by the board of directors. The meeting shall proceed in the order set in 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 but is not a member of the board of directors.

The chairman may not declare the meeting adjourned prior to completion of the meeting agenda (including extemporary motions) of the preceding two paragraphs except by a resolution of the shareholders' meeting. If the chairman 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 chairman in accordance with statutory procedures, and then continue the meeting based on the agreement of a majority of the votes represented by the attending shareholders. The chairman shall allow ample opportunities during the meeting for explanation and discussion of proposals and of amendments or extemporary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to the vote, the chairman may announce a cessation of the discussion and call for a vote, and arrange sufficient time for voting.

Article 9: 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 chairman.

An attending shareholder 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 chairman's consent, 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 goes beyond the scope of the proposal, then the chairman may terminate the speech.

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

When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives appointed may speak on the same proposal.

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

Article 10: Unless otherwise provided in the Company Act, a proposal is passed with the consent of more than half of the shareholders present. If there is no objection after the chairman's inquiry, a proposal shall be deemed to be passed and its effect shall be the same as that

of voting.

Article 11: Each shareholder has one voting right per share, but this does not apply to those restricted or have no voting rights as specified in paragraph 2, Article 179 of the Company Act.

When the Company holds a shareholders' meeting, it shall have the voting rights exercised by electronic means or in writing; when the voting rights are exercised in writing or by electronic means, the exercise method shall be specified in the notice of the shareholders' meeting. The shareholders who exercise the voting rights in writing or by electronic means shall be deemed to attend the shareholders' meeting in person. However, for extemporary motions and amendments to the original motions of the shareholders' meeting, such shareholders shall be deemed to have waived their voting rights; therefore, the Company should avoid extemporary motions and amendments to the original motions. If the voting rights are exercised in writing or by electronic means as in the preceding paragraph, the intention of the said expression shall be delivered to the Company two days before the shareholders' meeting. If the intention is repeated, the first one delivered shall prevail. However, the above does not apply if a declaration is made on the revocation of the intention previously delivered.

After the shareholder exercises the voting right in writing or by electronic means, if he wants to attend the shareholders' meeting in person, he shall make revocation of the intention previously delivered in the same manner as the revocation of the voting intention in the previous paragraph two days before the shareholders' meeting; if the revocation is made after the deadline, the voting right exercised in writing or by electronic means shall prevail. If the voting right is exercised in writing or by electronic means and the agent entrusted via a power of attorney is present at the shareholders' meeting, the voting right of the entrusted agent shall prevail.

Unless otherwise provided by the law, a proposal shall be approved with the consent of more than half of the voting rights of the shareholders present. When voting, the chairman or his designated personnel shall announce the total number of voting rights of the shareholders present. The shareholders shall then vote on the proposals one by one. The results of shareholders' consent, objection and waiver shall be entered on the MOPS on the same day after the shareholders' meeting. When there is an amendment or replacement to a proposal, the chairman shall determine the order of voting together with the original proposal. If one of the proposals is approved, the other proposals shall be deemed to be rejected and no more voting shall be needed. The persons who supervise and calculate the votes on proposals shall be appointed by the chairman, but the vote supervisor shall have the status of shareholder.

The vote counting operation of voting or election at the shareholders' meeting shall be conducted in a public place of the venue of the shareholders’ meeting, and the voting results, including the number of voting rights, shall be announced on the spot after the completion of the counting and recorded accordingly.

Article 12: When there is an election of directors or supervisors at the shareholders' meeting, it shall be handled in accordance with the relevant election rules prescribed by the

Company, and the election results, including a list of elected directors and supervisors and the number of voting rights they received as well as a list of directors and supervisors not elected and the number of voting rights they received, shall be announced on the spot.

The ballots for the election referred to in the preceding paragraph shall be sealed and signed by the monitoring personnel and properly kept for at least one year. However, if any shareholder brings a lawsuit in accordance with Article 189 of the Company Act, the data shall be kept until the end of the lawsuit.

Article 13: The resolutions of the shareholders' meeting shall be recorded in the meeting minutes, signed or sealed by the chairman, and distributed to the shareholders within 20 days after the meeting. The production and distribution of the minutes may be done electronically. For the distribution of minutes referred to in the preceding paragraph, the Company may enter the minutes on the MOPS for public announcement. The minutes shall be taken in the order of the date, place, name of the chairman, resolution method, essentials of the proceedings and voting results (including the number of voting rights), and the number of voting rights received by each candidate shall be disclosed when there is an election of directors. The minutes shall be kept permanently during the existence of the Company.

Article 14: The meeting staff of the shareholders' meeting shall wear identification cards or armbands.

The chairman may command the picket (or security personnel) to assist in maintaining the order of the meeting venue. When assisting in maintaining order, the picket (or security personnel) shall wear an armband or identification card with the word "inspector".

Article 15: In case of air raid alarm during the meeting, the meeting shall be suspended and the attendees shall evacuate by themselves. The meeting shall resume one hour after the alarm is lifted.

Article 16: Matters not specified in these rules shall be handled in accordance with the Company Act and the Company’s articles of association.

Article 17: These rules shall come into force after being approved by the shareholders' meeting, and the same shall apply when they are amended.

Appendix 6

Tex Year Industries Inc.

Rules for Election of Directors and Supervisors (Version before correction)

Article 1 Purpose

These Measures are formulated for compliance in the election of directors and supervisors of the Company.

Article 2 Scope of Application

The election of directors and supervisors of the Company shall be governed by these Measures and the applicable laws and regulations of the Company Act, the Securities and Exchange Act and the Articles of Association of the Company,

Article 3 Operating Procedures

1. The candidate system is adopted for the election of directors and supervisors of the Company, and is carried out at the shareholders' meeting.
2. The cumulative voting system should be adopted for the election of directors and supervisors of the Company.
3. For the election of directors and supervisors of the Company, each share has the same number of voting rights as the number of directors and supervisors to be elected, and the votes may be given to only one person or several people.
4. The votes of independent directors and non-independent directors shall be calculated according to the number of directors and supervisors specified in the Articles of Association of the Company. The ones with more votes shall be elected in the order of the number of votes won. If two or more persons have the same number of votes but the specified number of persons to be elected is exceeded, the winners shall be determined by lot drawing, and the lots of the ones not present shall be drawn by the chairman on their behalf. Shareholders who are elected as both directors and supervisors in accordance with the provisions of the preceding paragraph shall decide to act as directors or supervisors at their own discretion, and shall not hold both positions at the same time.
5. The board of directors shall prepare ballots equal to the number of directors and supervisors to be elected, fill in the weights, and distribute them to shareholders attending the shareholders’ meeting. The name of the elector may be replaced by the attendance

certificate number printed on the ballot.

6. Unless approved by the competent authority, the elected directors of the Company shall have more than half of the seats, and shall not have one of the following relationships:
   (1) Spouse.
   (2) Relatives within the second tier of kinship.

   There shall be at least one seat between the elected supervisors or between the supervisor and the director, and shall not be any of the above-mentioned relationships.
7. If the elected director or supervisor of the Company does not meet the provisions of the preceding paragraph of this article, the elected director or supervisor shall be determined in accordance with the following provisions.
   7.1 If the directors do not meet the provisions, the votes received by the directors who do not meet the provisions represent those with lower voting rights, and their election win shall be invalid.
   7.2 The provisions of the preceding paragraph shall apply mutatis mutandis to supervisors who do not meet the provisions.
   7.3 If the supervisors and directors do not meet the provisions, the votes received by the supervisors who do not meet the provisions represent those with lower voting rights, and their election win shall be invalid.
8. The qualifications and election of independent directors of the Company shall comply with the provisions of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".
9. At the beginning of the voting, the chairman shall dictate the voting time and designate a scrutineer and vote counter to conduct scrutineering and vote.
10. If the directors and supervisors are elected at the same time, there shall be separate ballot boxes set up. The ballot boxes shall be prepared by the board of directors and opened by the scrutineer in public for verification before voting.
11. If the electee is a shareholder, the elector shall fill in the electee's account name and shareholder account number in the electee fields of the ballot; if the electee is not a shareholder, the electee's name and identification document number shall be filled in. However, when the government or legal person shareholder is the electee, the name of the electee on the ballot shall be filled in with the name of the government or legal person, or the name of the government or legal person and the name of its representative; when there are several representatives, the names of the representatives shall be added separately.
12. A ballot is invalid if any of the following circumstances occurs:

12.1 The ballot prepared by the board of directors is not used.

12.2 The ballot put into the ballot box is blank.

12.3 The handwriting is illegible or has been altered.

12.4 If the electee filled in is a shareholder, and his/her account name and shareholder account number do not match those in the shareholder register; if the electee filled in is not a shareholder, his/her name and identification document number are verified to be inconsistent.

12.5 In addition to filling in the account name (name) or shareholder account number (identification document number) of the electee and the number of voting rights allocated, there are other words included.

12.6 The name of the electee filled in is the same as that of another shareholder and the shareholder account number or identification document number is not filled in for identification purposes.

13.After the voting is completed, the scrutineer and the vote counter shall open the ballot box together and count the ballots on the spot.

14.The counting of votes shall be monitored by the scrutineer.

15.If there is any doubt about the ballot, the scrutineer shall first check whether it is invalid or not, and the invalid ballot shall be placed separately. The number of ballots and voting rights shall be counted, and the ballots shall be marked void and signed and sealed by the scrutineer.

16.After the results of voting, the scrutineer shall check the total number of valid and invalid ballots, and then fill in the record sheet with the number of valid ballots and voting rights as well as invalid ballots and voting rights, and then the chairman shall announce the names of the elected persons and their shareholder account numbers.

17.The ballots for the election matters in the preceding paragraph shall be sealed and signed by the scrutineer and shall be kept by the shareholders' meeting unit for at least one year. However, if any shareholder files a lawsuit in accordance with the law, the ballots shall be kept until the end of the lawsuit.

18.These Measures shall come into force after the resolution of the shareholders’ meeting, and the same shall apply to the amendments.

Appendix 7

TEX YEAR INDUSTRIES INC.

Procedures for Acquisition or Disposal of Assets (Version before correction)

Article 1: Objectives

These procedures are formulated to serve as the basis for the acquisition or disposal of assets by the Company. {1 However, if the finance-related regulations stipulate otherwise, such regulations shall prevail.

Article 2: Scope

The scope of assets referred to in these procedures is as follows:

1. Stocks, bonds, corporate bonds, financial bonds, securities representing funds, depository receipts, call (put) warrants, beneficiary securities and asset-based securities.
2. Real estate (including land, housing and construction, investment real estate and construction inventory) and equipment.
3 Membership cards.
4 Patents, copyrights, trademarks, franchises and other intangible assets.
5 Right-of-use assets.
6 Creditor's rights of financial institutions (including receivables, foreign exchange discounts, loans and receivables on demand).
7 Derivative products.
8 Assets acquired or disposed of by merger, division, acquisition or share transfer in accordance with the law.
9 Other important assets.

Article 3: Definitions

1. Derivative product: It refers to a forward contract, option contract, futures contract, leveraged margin contract, exchange contract, portfolio of the contracts above, portfolio contract with embedded derivatives or structured product whose value is derived from a specific interest rate, financial instrument price, commodity price, exchange rate, price or rate index, credit rating or credit number,

or other variables. The term forward contract shall not include insurance contract, performance contract, after-sales service contract, long-term lease contract and long-term purchase/sale contract.

2. Assets acquired or disposed of by merger, division, acquisition or share transfer according to law: Assets acquired or disposed of in accordance with the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act or other laws, or issuance of new shares in exchange for the shares of other companies in accordance with Article 156-3 of the Company Act (hereinafter referred to as share transfer).
3. Related party/subsidiary: It refers to the party recognized in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: It refers to a real estate appraiser or a person who may be engaged in the appraisal business of real estate or equipment in compliance with the law.
5. Date of occurrence: It refers to the date of signing, payment, entrusted transaction, ownership transfer, resolution of a board meeting or a date on which the trading counterparty and transaction amount may be determined, whichever is earlier. For matters which need to be approved by the competent authority, the earlier of the dates above or the date of receipt of approval by the competent authority shall prevail.
6. Investment in mainland China: It refers to investment conducted in mainland China in accordance with the Licensing Measures for Investment or Technical Cooperation in Mainland China by the Investment Commission of the Ministry of Economic Affairs.
7. Those who specialize in investment: Financial holding companies, banks, insurance companies, bills finance companies, trust companies, securities firms with proprietary or underwriting business, futures dealers with proprietary business, securities investment trust businesses, securities investment consulting businesses and fund management companies which are established in accordance with laws and regulations and managed by local financial authorities.
8. Stock exchanges: The domestic stock exchange refers to the Taiwan Stock Exchange Corporation; foreign stock exchanges refer to any organized securities exchange market managed by the country's securities authority.
9. Business premises of securities firms: The business premises of domestic securities firms refer to the premises where securities firms set up counters for

trading in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; business premises of foreign securities firms refer to the business premises of financial institutions which are regulated by foreign securities authorities and may operate securities business.

Article 4: Assessment procedures

1. When acquiring or disposing of securities that are not traded on the centralized trading market or the premises of securities firms, consideration shall be given to their net worth per share, profitability, future development potential, market interest rate, bond coupon rate and debtor's debt credit, and the price shall be negotiated with reference to the current trading price.
2. When acquiring or disposing of securities that are traded on the centralized trading market or the premises of securities firms, the price shall be determined according to the current market price.
3. To acquire or dispose of assets other than those mentioned in the preceding two paragraphs, choose one of the methods among price inquiry, price comparison, price negotiation or public bidding, and negotiate the price with reference to the current value of the announcement, the current value of the appraisal, and the actual transaction price of the adjacent real estate. If an announcement and declaration need to be made according to the procedures, the appraisal report of a professional appraiser should be referred to.

Article 5: Procedures for acquisition or disposal of assets

1. For the acquisition or disposal of assets, the undertaking unit shall, after evaluating the reasons for the acquisition or disposal, the subject matter, the counterparty of the transaction, the transfer price, the terms of receipt and payment and the reference basis of the price, submit it to the competent and responsible unit for adjudication, and the Management Department shall implement it accordingly. The relevant matters shall be handled in accordance with the operating regulations of the internal control system of the Company and these procedures.
2. The execution unit of the Company for long-term and short-term securities investment is the Finance Department, and the execution unit of real estate and equipment is the user department and the responsible units. Non-securities investment, real estate, equipment and other assets shall be evaluated by the

execution unit before execution.

3. The acquisition or disposal of assets shall be handled in accordance with the relevant provisions of the Company's internal control system. If major violations are found, relevant personnel shall be punished according to circumstances of the violation.

Article 6: Approval authority

The purchase and sale of long-term and short-term securities investments by the Company shall be submitted to the President for approval. If low-risk investment targets such as government bonds, corporate bonds, domestic bond funds, negotiable certificates of deposit, short-term commercial promissory notes and bank acceptance bills are acquired or disposed of for the purpose of short-term financial arrangement, the case shall be handled according to the level of authority after the resolution of the board meeting on the transaction amount.

Article 7: Investment limit

The Company may purchase real estate or securities that are not for business purpose; the investment in securities shall not exceed 35% of the total assets, and the investment in individual securities shall not exceed 30% of the total assets.

Article 8: Criteria for announcement and declaration

In case of acquisition or disposal of assets under the following circumstances, an announcement and declaration shall be made in accordance with relevant regulations within two days from the date of occurrence according to the nature and in accordance with the prescribed format:

1. Acquire or dispose of real estate or its right-of-use assets from related parties, or acquire or dispose of assets other than real estate or its right-of-use assets with related parties, and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the total assets or NT$300 million. However, this restriction does not apply to the trading of domestic government bonds, bonds with repurchase or resale conditions, or the subscription to or redemption of money market funds

issued by domestic securities investment trust enterprises.

2. Merger, division, acquisition or share transfer.
3. Derivative trading which reaches the loss limit of all or individual contract specified in the prescribed handling procedures.
4. Acquisition or disposal of equipment or its right-of-use assets for business use, where the transaction counterparty is not a related party, and the transaction amount meets any of the following provisions:
   4.1 A public company with a paid-in capital of less than NT$10 billion, and the trading amount is more than NT$500 million.
   4.2 A public company with a paid-in capital of more than NT$10 billion, and the trading amount is more than NT$1 billion.
5. A public company engaged in construction business acquires or disposes of real estate or its right-of-use assets for construction, its trading counterparty is not a related party, and the trading amount is not more than NT$500 million; the trading amount is more than NT$1 billion if the paid-in capital is more than NT$10 billion, the real estate constructed and completed by itself is disposed of, and the trading counterparty is not a related party.
6. The Company obtains real estate by means of entrusted construction of its own land, entrusted construction of leased land, joint construction and sharing, and joint construction and sub-sale, where the trading counterparty is not a related party, and the Company expects to invest less than NT$500 million in the transaction.
7. Any assets transaction, disposal of creditor's rights by a financial institution or investment in mainland China other than those mentioned in the preceding six paragraphs, where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more. However, the above does not apply to the following situations:
   7.1 Trading of domestic government bonds.
   7.2 For those who specialize in investment, trading in securities on the stock exchanges or on the business premises of securities firms, or securities firms offering and issuing common corporate bonds and general financial bonds (excluding subordinated bonds) that do not involve equity on the primary market, or subscribing to or buying back securities investment trust funds or futures trust funds, or securities firms acting as consultants for emerging stock companies to recommend securities firms to subscribe to securities in

accordance with the regulations of the Taipei Exchange due to the needs of the underwriting business.

7.3 Trading of bonds with repurchase or resale conditions, or subscription to or redemption of money market funds issued by domestic securities investment trust enterprises.

The calculation methods of the transaction amount referred to in the preceding paragraph are as follows:

a. The amount of each transaction.
b. The cumulative amount of transactions of acquisition or disposal of subjects of the same nature by the same counterparty within one year.
c. The cumulative amount of acquisition or disposal of real estate of the same development plan or its right-of-use assets within one year.
d. The cumulative amount of the same securities acquired or disposed of (amounts accumulated separately) within one year.

The said one-year period is based on the date of the occurrence of the transaction, which is calculated retroactively one year backward, and the part that has been announced in accordance with the provisions of these procedures is exempt from inclusion.

The Company shall, on a monthly basis, enter the information reporting website designated by the FSC before the tenth day of each month the information on the derivative transactions of the Company and its non-domestic public subsidiaries as of the end of the previous month according to the prescribed format.

If there are errors or omissions in the announcement of the items that should be announced and should be corrected, the Company shall re-announce and re-declare all the items within two days from the date of knowing.

When acquiring or disposing of assets, unless otherwise provided by other laws, the Company shall keep relevant contracts, minutes of proceedings, reference books, appraisal reports, and opinions of

accountants, lawyers, or securities underwriters with the Company for at least five years.

Article 9: Time limit for announcement and declaration

After the Company announces and declares a transaction in accordance with the regulations, if any of the following circumstances occurs, it shall announce and declare in accordance with the regulations within two days from the date of occurrence:

1. There is any change, termination or cancellation of the relevant contracts signed for the original transaction.
2. The merger, division, acquisition or share transfer is not completed according to the schedule of the contract.
3. The content of the original announcement and declaration has changed.

Article 10: For the Company's acquisition or disposal of real estate, equipment or its right-of-use assets, other than the transactions with domestic government agencies, commissioned construction of self-own land, commissioned construction of leased land, or acquisition or disposal of equipment or its right-of-use assets for business purposes, if the transaction amount reaches 20% of the paid-in capital of the Company or exceeds NT$300 million, the Company shall obtain the appraisal report issued by a professional appraiser before the date of occurrence and comply with the following:

1. If a limited price, specific price or special price is used as the reference basis for the transaction price due to special reasons, the transaction shall be submitted to the board meeting for resolution first; the same procedure shall be followed if the transaction conditions are changed later.
2. If the transaction amount reaches NT$1 billion or more, two or more professional appraisers shall be invited to evaluate the transaction.
3. In case of any of the following circumstances, except that the appraisal results of the assets obtained are higher than the transaction amount, or the appraisal results of the disposed assets are lower than the transaction amount, the accountant shall be requested to express a concrete opinion about the reasons for the difference and the fairness of the transaction price:
   3.1 The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.

3.2 The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.

4. The interval between the date of the professional appraiser's report and the establishment date of the contract shall not exceed three months. However, if the announced current value of the same period is applicable and the announcement date is less than six months ago, the original professional appraiser may issue a written opinion.

Article 11: When acquiring or disposing of securities, the latest audited and certified or checked financial statements of the target company shall be taken as the reference for evaluating the trading price before the date of occurrence. In addition, if the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, the Company shall consult an accountant for a fairness opinion on the transaction price before the date of occurrence. If the accountant needs to adopt an expert’s report, the accountant shall comply with the provisions of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China.. However, this restriction does not apply if the securities are publicly quoted in an active market or there are other applicable requirements by the Financial Supervisory Commission.

Article 12: If the transaction amount of intangible assets or its right-of-use assets or membership cards acquired or disposed of by the Company reaches 20% of the Company's paid-in capital or NT$300 million or more, except dealing with government agencies, the Company shall, before the date of occurrence, consult the accountant to express an opinion on the fairness of the transaction price. The accountant shall comply with the provisions of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China.

Article 13: The calculation of the transaction amount in the preceding three articles shall be handled in accordance with the provisions of paragraph 2 of Article 8. The said one-year period is based on the date of the occurrence of the transaction, and is calculated retroactively for one year. The part that has been submitted to the shareholders' meeting, the board meeting and the supervisor for recognition in accordance with these procedures is exempted from being included.

Article 14: If the Company acquires or disposes of assets through the court auction procedure,

the certification documents issued by the court may replace the appraisal report or accountant's opinion.

Article 15: For the appraisal report or opinion of an accountant, lawyer or securities underwriter obtained by the Company, the professional appraiser and its appraising staff, accountant, lawyer or securities underwriter shall comply with the following requirements:

1. Having not been sentenced to fixed-term imprisonment of more than one year for violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act , and the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery or business crimes. However, this restriction shall not apply if three years have passed after the completion of execution or expiration of probation or after a pardon.
2. Not a related party of or having a substantial relationship with the transaction counterparty.
3. If the Company should obtain the appraisal reports of two or more professional appraisers, the different appraisers or appraising staff shall not be related to each other or have substantial relationship with each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following requirements:

3.1 Carefully evaluating its own professional ability, practical experience and independence before undertaking a case.

3.2 When inspecting the case, appropriate operating procedures should be properly planned and implemented to form conclusions and issue a report or opinion; the procedures, information collected and conclusions shall be detailed in the working paper of the case.

3.3 The appropriateness and rationality of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing the appraisal report or opinion.

3.4 The statement shall include the professional and independent nature of the relevant personnel, and that the information used in the evaluation is <381>appropriate and reasonable and in compliance with relevant laws and regulations.

Article 16: To acquire or dispose of assets between the Company and its related parties, the

Company shall handle the relevant resolution procedures and evaluate the rationality of trading conditions in accordance with the regulations. If the transaction amount reaches more than 10% of the total assets of the Company, an appraisal report issued by a professional appraiser or a CPA's opinion shall also be obtained in accordance with the requirements from article 10 to article 12.

The transaction amount referred to in the preceding paragraph shall be calculated in accordance with Article 12-1.

Article 17: When judging whether the trading counterparty is a related party, in addition to paying attention to its legal form, the substantive relationship shall be considered.

Article 18: If the Company acquires or disposes of real estate or its right-of-use assets from a related party, or acquires or disposes of assets other than real estate or its right-of-use assets with a related party, and the transaction amount reaches 20% of the Company's paid-in capital or 10% of the Company's total assets or NT$300 million, other than trading domestic government bonds or debts with repurchase or resale conditions, or subscription to or redemption of money market funds issued by domestic securities investment trust enterprises, the following information shall be submitted to the Audit Committee and approved by more than half of its members, and further submitted to the board meeting for resolution before the transaction contract can be signed and the payment can be made:

1. The purpose, necessity and expected benefits of the acquisition or disposal of assets.
2. The reason for selecting the related party as the trading counterparty.
3. Information related to the evaluation of the reasonableness of the assessment of the scheduled trading conditions when acquiring real estate or its right-of-use assets from related parties.
4. The original acquisition date and price of the related party, the trading counterparty and its relationship with the Company and the related party.
5. The cash income and expenditure forecast statement of each month in the coming year starting from the expected contracting month, and evaluation of the necessity of the transaction and the rationality of the use of funds.
6. An appraisal report issued by a professional appraiser obtained in accordance with the previous article, or a CPA's opinion.
7. Restrictions on this transaction and other important agreements.

The calculation of the transaction amount in the preceding paragraph shall be carried out in accordance with the provisions of paragraph 2 of Article 8, and the said one-year period is based on the date of the transaction, and retrospectively calculated one year backward; the part which has been submitted to the board meeting for approval and to the supervisor for recognition in accordance with the procedures is exempt from inclusion.

For the acquisition or disposal of equipment for business purposes between the Company and the parent company or a subsidiary, or between subsidiaries which the Company directly or indirectly holds 100% of the issued shares or capital, the board meeting may authorize the Chairman to approve within a specified limit in advance in accordance with the authorized amount, level, execution unit and transaction process, and then have the approval submitted to the next board meeting for ratification:

a. Acquisition or disposal of equipment or its right-of-use assets for business purposes.
b. Acquisition or disposal of real estate right-of-use assets for business purposes.

When submitting to the board meeting for discussion in accordance with the provisions of the preceding paragraph, full consideration shall be given to the opinions of independent directors. If independent directors have objections or reservations, they shall be stated in the minutes of the board meeting.

Article 19: When the Company acquires real estate or its right-of-use assets from a related party, the reasonableness of transaction costs shall be assessed in accordance with relevant regulations. Except for any of the following circumstances, a CPA shall be contacted to review and express a specific opinion:

1. The related party acquired real estate or its right-of-use assets by inheritance or gift.
2. The time when the related party acquired the real estate or its right-of-use assets is more than five years before the transaction's contract date.
3. The real estate is acquired by signing a joint construction contract with the related party.

Article 20: If the Company acquires real estate or its right-of-use assets from a related party, and the appraised value is lower than the transaction price according to the regulations, then the following matters shall be handled:

1. The Company shall, in accordance with the regulations, set aside a special reserve for the difference between the transaction price of the real estate or its right-of-use assets and the appraised cost. The special reserve shall not be distributed or converted into rights offering. If an investor in the Company which evaluates the investment by the equity method is a public Company, it shall also set aside a special reserve in accordance with the proportion of its shareholding
2. The supervisors shall handle the case in accordance with Article 218 of the Company Act. Where an Audit Committee has been established in accordance with the regulations, the above shall apply mutatis mutandis to the members of the independent directors of the Audit Committee.
3 The handling situation in the previous two items shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and the prospectus.
4. If a special reserve has been set aside in accordance with the aforementioned provisions, the special reserve may be used with the consent of the Financial Supervisory Commission only after a falling price loss has been recognized for the assets purchased or leased at a high price, or such assets have been disposed of, or the lease has been terminated, or appropriate compensation is made, or such assets have been restored to the original state, or there are other evidences confirming that the price is no unreasonable.
5. Where the Company obtains real estate or its right-of-use assets from related parties, if there is other evidence showing that the transaction is not in line with business practices, it shall also be handled in accordance with the previous two paragraphs.

Article 21: When the Company engages in derivative financial products, it should follow the Company's "Procedures for Derivative Product Trading", and should pay attention to risk management and audit to firmly implement the internal control system.

Article 22: The Company shall, before convening a board meeting for resolution, appoint an accountant, lawyer or securities underwriter to discuss the share swap ratio, purchase price or cash distribution or express opinions on the rationality of the property, and

submit it to the board meeting for discussion and approval.

1. A public document about the important agreed contents and related matters of merger, division or acquisition shall be prepared before the shareholders' meeting, and deliver it to shareholders together with the expert opinion in the preceding paragraph and the notice of the shareholders' meeting, so as to serve as a reference for whether or not to agree to the merger, division or acquisition. However, this does not apply if the shareholders' meeting is exempted from convening to resolve the merger, division or acquisition in accordance with other laws.
2. If any of the companies participating in a merger, division or acquisition is unable to convene a shareholders' meeting or make a resolution due to insufficient attendance or voting rights or other legal restrictions, or the resolution is vetoed by the shareholders' meeting, the company participating in the merger, division or acquisition shall immediately explain in public the cause of the occurrence, the follow-up processing operations and the expected date of the shareholders' meeting.
   However, for a merger of the Company's subsidiary of which the Company directly or indirectly holds 100% of its issued shares or total capital, or a merger between the Company's subsidiaries of which the Company directly or indirectly holds 100% of their issued shares or total capital, the expert opinion on the rationality may be exempt.

Article 23: The Company shall convene the board meeting and shareholders' meeting on the same day to resolve the merger, division or acquisition-related matters, unless otherwise stipulated by the laws or if there are special factors that have been reported to and approved by the Financial Supervisory Commission in advance.

Unless otherwise stipulated by the laws or if there are special factors that have been reported to and approved by the Financial Supervisory Commission in advance, companies participating in the share transfer shall hold a board meeting on the same day.

If a company participating in a merger, division, acquisition or share transfer is listed or has its shares traded at the business premises of securities firms, it shall make complete written records of the following information and keep them for five years for

inspection:

1. Basic information of personnel: including all persons involved in the merger, division, acquisition or share transfer plan or implementation of the plan before the news is released, their titles, names, and ID card numbers (passport numbers if foreigners).
2. Date of important matters: including the date of signing the letter of intent or memorandum, entrusting the financial or legal advisor, signing the contract and the board meeting.
3. Important documents and minutes: including the merger, division, acquisition or share transfer plan, letter of intent or memorandum, important contracts and minutes of board meetings.

If a company participating in a merger, division, acquisition or share transfer is listed or has its shares traded at the business premises of securities firms, it shall, within two days from the date when the resolution of the board meeting is passed, report the information in subparagraphs 1 and 2 of the preceding paragraph to the Financial Supervisory Commission in the Internet information system in the prescribed format for recordation.

If a company participating in a merger, division, acquisition or share transfer is not listed or has its shares traded at the business premises of securities firms, the companies which is listed or have their shares traded at the business premises of securities firms shall sign an agreement with it, and handle the matter in accordance with the provisions in< 1} the previous two paragraphs.

Article 24: When the Company participates in a merger, division, acquisition or share transfer, the share swap ratio or purchase price shall not be changed arbitrarily except in the following circumstances, and the circumstances subject to change shall be stipulated in the merger, division, acquisition or share transfer contract:

1. Handling cash capital increase, issuance of convertible corporate bonds, free allotment of shares, issuance of corporate bonds with stock options, preferred shares with stock options, warrants or other equity securities.
2. Disposing of the Company's major assets and other acts that affect the Company's

financial business.

3. The occurrence of major disasters, major technological changes, etc. that affect the Company's shareholders' equity or securities prices.
4. An adjustment due to the repurchase of treasury shares in accordance with the law by any of the companies in the merger, division, acquisition or share transfer.
5. Changes in the number of entities or companies in the merger, division, acquisition or share transfer.
6. Other conditions for changes which have been stipulated in the contract and have been disclosed to the public.
7. The Company's merger, division, acquisition or share transfer contract shall specify relevant matters in accordance with the regulations to safeguard the rights and interests of the participating companies.

Article 25: Provisions on the acquisition or disposal of subsidiary assets

1. The "Procedures for Acquisition or Disposal of Assets " of the Company's subsidiaries is the same as that of the parent company.
2. If a subsidiary of the Company is not a domestic public company, and the acquisition or disposal of assets meets the criteria of announcement and declaration stipulated in Article 8, the parent company shall handle the announcement and declaration on its behalf.
3. The "20% of the Company's paid-in capital" or "10% of the total assets" as mentioned in the criteria of announcement and declaration of the subsidiary is based on the paid-in capital or total assets of the parent company.

The term “subsidiary” refers to the investee company in which the Company directly holds more than 50% of the issued voting shares, or an investee company in which the Company indirectly holds more than 50% of the issued voting shares through a subsidiary, or an investee company in which the Company directly or indirectly through its subsidiary holds more than 50% of the issued voting shares.

Article 26: After the procedures are approved by the board meeting, it shall be sent to the supervisors and submitted to the shareholders' meeting for approval, and the same shall apply to the amendments.

If a director expresses an objection and there is a record or written statement, the

Company shall send the director's objection information to each supervisor. When submitting the procedures for handling assets acquisition or disposal to the board meeting for discussion in accordance with the provisions of the preceding paragraph, the opinions of independent directors shall be fully considered, and their objections or reservations and reasons shall be recorded in the meeting minutes.

Appendix 8

TEX YEAR INDUSTRIES INC.

Procedures for Lending Funds to Other Parties (Version before correction)

Article 1: Objectives

These procedures are formulated to serve as the basis for extending loans to others.

Article 2: Objects of loan extension

Limited to non-shareholder legal persons or groups that have business transactions with the Company and have the need for financing.

Article 3: Definitions

“Short term” means one year. However, if the operating cycle of the Company is longer than one year, the operating cycle shall prevail. Financing amount refers to the accumulated balance of short-term financing funds of the Company.

Article 4: Reasons and necessity for extending loans to others

If the Company engages in loan extension due to business relationship with other companies or firms, it shall comply with the provisions of paragraph 2 of Article 3; if it is necessary to engage in loan extension due to the necessity of short-term financing, the following conditions shall apply:

1. The Company holds more than 50% of the shares of the company has the need for short-term financing due to business needs.
2. Other companies or firms which have the need for short-term financing due to the need for purchasing materials or business turnover.
3. Other borrowers approved by the board meeting of the Company.

Article 5: Aggregate and individual loan extension limits

1. The aggregate loan amount of the Company is limited to 50% of the Company's net value, but the total amount of loans extended to others due to the need for short-term financing between the Company and other companies or firms shall not exceed 40% of the Company's net value.
2. For the companies or firms that have business dealings with the Company, the individual loan amount is limited to the amount of business dealings between the

two parties. The said business transaction amount refers to the purchase or sales amount between the two parties, whichever is higher.

3. For companies or firms that need short-term financing, the individual loan amount is limited to 20% of the Company's net value.
4. When there is a need for short-term financing between foreign companies in which the Company directly or indirectly holds 100% of their voting shares, the amount shall not be subject to the provisions of paragraphs 1 and 3, but shall not exceed the net value of the loan extending company.

Article 6: Loan extension procedures

1. Credit check: When the Company handles loan extension matters, the borrower shall first submit the necessary company information and financial information, and apply to the Company in writing for a financing amount. After the Company accepts the application, the Finance Department shall investigate and evaluate the object’s business, financial status, solvency, credit history, profitability and purpose of the loan, and prepare a report accordingly. The Finance Department shall conduct a detailed evaluation and review of the loan to the object, and the evaluation items shall at least include the following:
   1.1 The necessity and rationality of loan extension to others.
   1.2 Whether the amount of the loan is necessary based on the financial status of the object of the loan.
   1.3 Whether the cumulative loan amount is still within the limit.
   1.4 Impact on the Company's operational risks, financial position and shareholders' equity.
   1.5 Whether collateral shall be obtained, and the appraised value of the collateral.
   1.6 Attach the credit record and risk assessment of the object of the loan.
2. Preservation: When the Company handles loan extension matters, it shall obtain a promissory note of the same amount as guarantee, and when necessary, handle the mortgage setting of movable or immovable property. For the guarantee of the creditor’s rights in the preceding paragraph, if the debtor provides an individual or company with considerable capital and a good credit record as the guarantor, instead of providing the collateral, the board meeting may refer to the credit report from the Finance Department for handling; if a company is used as the

guarantor, pay attention to whether it is stipulated in its articles of association that it may provide guarantees.

Article 7: Scope of authorization

For the Company’s extension of loans, after the credit check by the Company's Finance Department, the case shall be handled after submission of the document to the President for approval and to the board meeting for resolution, and no authorization to others for handling is permitted. The opinions of each independent director shall be fully considered, and the clear opinions of their agreement or objection and the reasons for their objection shall be recorded in the board meeting minutes. However, for a loan extension between the Company and its subsidiary or between its subsidiaries, the Chairman may be authorized to grant to the same loan object an installment or recycling loan limit determined by the board meeting within a period not exceeding one year.

For a loan extension between the Company and its subsidiary or between subsidiaries in which the Company directly or indirectly holds 100% of the voting shares, there is no limit on the authorized amount, but for a loan to a single enterprise, the authorized loan limit shall not exceed 10% of net value of the Company or the subsidiary in its most recent financial statements.

Article 8: Loan term and interest calculation method

1. The term of a loan shall not exceed one year in principle.
2. The loan interest rate shall not be lower than the highest interest rate for short-term borrowings by the Company from financial institutions. The calculation and collection of the Company's loan interest is on a monthly basis in principle. In special circumstances, this frequency may be adjusted with the approval of the board meeting according to the actual situation.

Article 9: Follow-up control measures for the loaned amount and overdue claim handling procedures

1. After the loan is extended, attention shall be constantly paid to the financial, business and credit status of the borrower and the guarantor. If collateral is provided, attention shall also be paid to whether there is any change in the value of the collateral. If there is a major change, it shall be reported immediately to the Chairman for instructions on proper handling.

2. When the borrower repays the loan on or before the due date, the interest payable shall be first calculated, and the promissory note may be canceled and returned to the borrower or the pledge setting canceled only after the loan interest together with the principal are repaid.
3. The borrower shall repay the principal and interest immediately when the loan is due. If the repayment cannot be made on the due date and needs to be deferred, a request must be made in advance and reported to the board meeting for approval. The deferred repayment period shall not exceed three months and cannot be extended. In case of violation, the Company may directly dispose of the collateral and recover the loan amount from the guarantor according to law

Article 10: Internal Control

1. For the handling of loan extensions, the Company shall establish a register to record the details of the loan object, amount, approval date of the board meeting, loan date and matters that should be carefully evaluated according to regulations.
2. The Company's internal auditors shall audit the Procedures for Extending Loans to Others and the execution status at least quarterly, and prepare written records accordingly. If any major violations are found, the supervisors and independent directors shall be notified in writing immediately, and the managers and sponsors involved shall be punished based on the degree of the violations.
3. If due to changes in circumstances, the object of loan extension subsequently does not meet the requirements or the loan amount later exceeds the set limit, the Company shall formulate an improvement plan, send it to the supervisors and independent directors, and complete the improvement according to the planned schedule.
4. When the person in charge of the Company violates the provisions of paragraph 1, Article 3 of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, he/she shall be jointly and severally liable with the borrower for the return of the funds; if the Company suffers any damages, he/she shall be liable for such damages.

Article 11: Announcement and declaration

1. The Company shall announce and declare the loan extension balance of the Company and its subsidiaries in the previous month before the tenth day of each month.

2. If the Company's loans extended meets any of the following criteria, an announcement and declaration shall be made within two days from the date of the occurrence of the fact:
   2.1 The balance of the loans extended by the Company and its subsidiaries reaches 20% of the Company’s net value in the most recent financial statements.
   2.2 The balance of the loans extended to a single enterprise by the Company and its subsidiaries reaches 10% of the Company’s net value in the most recent financial statements.
   2.3 The balance of new loans extended by the Company and its subsidiaries reaches NT$10 million and 2% of the Company’s net value in the most recent financial statements.
   2.4 If a subsidiary of the Company is not a domestic public company but has the matters that should be announced and declared in subparagraph 2.3 above, the Company shall do so on its behalf.
   2.5 The calculation of the proportion of the subsidiary's loan extension balance to the net value in the preceding paragraph shall be calculated based on the proportion of the subsidiary's loan extension balance to the Company's net value.

Article 12: Other matters

1. The Company shall evaluate the loan extension situation and set aside adequate provision for bad debts, properly disclose relevant information in the financial report, and provide relevant information for the CPAs to perform necessary audit procedures and issue an appropriate audit report accordingly.
2. If a subsidiary of the Company intends to loan funds to others, the Company shall instruct the subsidiary to comply with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies", formulate the Procedures for Extending Loans to Others, and follow the set procedures.
3. Matters not covered in these procedures shall be handled in accordance with relevant laws and regulations and the relevant rules of the Company.

Article 13: Implementation and amendment

After the procedures are approved by the board meeting, the Procedures for Extending Loans to Others shall be sent to the supervisors and submitted to the shareholders'

meeting for approval. If a director expresses an objection and there is a record or written statement, the Company shall submit the objection to all supervisors and report it at the shareholders' meeting for discussion; the same shall apply for the amendments. The opinions of the independent directors shall be fully considered when submitting these regulations to the board meeting for discussion in accordance with the provisions of the preceding paragraph. If any independent directors have any objections or reservations, they shall be recorded in the board meeting minutes.

Appendix 9

TEX YEAR INDUSTRIES INC.

Rules for Endorsement & Guarantee
(Version before correction)

Article 1: Objectives

These procedures are formulated to serve as the basis for the endorsements/guarantees by the Company.

Article 2: Scope

The endorsements/guarantees mentioned in these procedures refers to the following matters:

1. Financing endorsements/guarantees.
   - 1.1 Bills discount financing.
   - 1.2 Endorsements/guarantees for the purpose of financing for other companies.
   - 1.3 Bills issued to a non-financial enterprise as a guarantee for the purpose of financing for the Company.
2. Tariff endorsement/guarantee refers to the endorsement or guarantee for the Company or other companies regarding tariff matters.
3. Other endorsements/guarantees refer to endorsements or guarantees that cannot be classified into the preceding two paragraphs. (if the Company provides movable or immovable property to set pledge rights or mortgage rights for the guarantee of other Company's loans, it shall also be handled in accordance with the provisions of these procedures).

Article 3: Endorsement/guarantee objects

The Company may endorse/guarantee the following companies:

1. Companies with business relationships with the Company.
2. Subsidiaries in which the Company directly holds more than 50% of their ordinary shares.
3. Invested companies in which the parent Company and its subsidiaries hold more than 50% of their ordinary shares.
4. The parent Company that directly or indirectly through its subsidiaries holds more than 50% of the ordinary shares of the Company.

5. Between companies in which the Company directly or indirectly holds more than 90% of their voting shares.

Article 4: Endorsement/guarantee limits

1. The overall limit of endorsements/guarantees of the Company and its subsidiaries and the limit of endorsements/guarantees for a single enterprise shall first be prescribed by the board meeting and submitted to the shareholders' meeting for approval before implementation. An endorsement/guarantee is made for the guaranteed Company shall be approved by the board meeting before implementation. However, the board meeting may authorize the Chairman to make a decision within an overall limit, and then report it to the board meeting later for ratification. However, if the object of the endorsement/guarantee is a subsidiary whose net value is less than half of the paid-in capital, the board meeting shall not authorize the Chairman to make a decision within a certain limit.
2. The overall limit of endorsements/guarantees of the Company and its subsidiaries, the limit of endorsements/guarantees for a single enterprise, and the authorization levels and amounts are as follows:
   2.1 The total accumulated liabilities of the endorsements/guarantees of the Company and its subsidiaries for external parties shall not exceed 50% of the Company's net value.
   2.2 The endorsements/guarantees of the Company and its subsidiaries for a single enterprise shall not exceed 20% of the Company's net value. However, the endorsements/guarantees between companies in which the Company directly and indirectly holds 100% of their voting shares shall not exceed 30% of the Company's net value.
   2.3 For an endorsement/guarantee between companies in which the Company directly and indirectly holds 90% or more of their voting shares, it shall be submitted to the Company's board meeting for resolution before the endorsement/guarantee. However, this restriction does not apply to the endorsements/guarantees between companies in which the Company directly and indirectly holds 100% of their voting shares

Article 5: Application procedures for endorsements/guarantees

1. When the Company handles an endorsement/guarantee, the endorsed/guaranteed Company shall issue an application letter to the Company's Finance Department. After the review and approval, it shall be submitted to the President and the Chairman for approval and instruction, and collateral shall be obtained if necessary.
2. The Finance Department shall conduct a credit check and risk assessment for the endorsed/guaranteed Company, and the assessment items shall include:
   2.1 The necessity and rationality of the endorsement/guarantee.
   2.2 Whether the endorsement/guarantee amount is necessary based on the financial status of the endorsed/guaranteed Company.
   2.3 Whether the cumulative endorsement/guarantee amount is still within the limit.
   2.4 For the endorsement/guarantee due to business relationship, it shall be assessed whether the amount of the endorsement/guarantee and the amount of business transactions are within the limit.
   2.5 Impact on the Company's operational risks, financial position and shareholders' equity.
   2.6 Whether collateral shall be obtained, and the appraised value of the collateral.
   2.7 Attach the credit check and risk assessment records for the endorsement/guarantee. The Finance Department shall establish a register which details the endorsement/guarantee object, amount, date of approval by the board meeting or decision of the Chairman, date of the endorsement/guarantee, and matters that should be carefully evaluated according to the provisions of the preceding paragraph for future reference.
3. The Finance Department shall evaluate or recognize the contingent loss of the endorsement/guarantee and appropriately disclose the endorsement/guarantee information in the financial report, and provide the relevant information to the CPAs to enable them to adopt necessary audit procedures and issue an appropriate audit report.

Article 6: If due to changes in circumstances, the object of endorsement/guarantee originally complying with the provisions of these procedures subsequently does not meet the requirements, or the amount of endorsement/guarantee later exceeds the set limit due to a change in the basis on which the limit is calculated, the

endorsement/guarantee amount or the excess portion of the endorsement/guarantee to the object shall be completely eliminated when the period specified in the contract expires, or an improvement plan shall be established for the complete elimination within a certain period. The relevant improvement plan shall be sent to each supervisor and reported to the board meeting.

Article 7: Storage of seals and procedures

1. The seal of the endorsement/guarantee shall be the Company seal registered with the Ministry of Economic Affairs as the special seal of endorsements/guarantees, and the seal shall be kept by a dedicated person. When the relevant department wants to use the seal, it shall apply for the seal in accordance with the regulations on the management of seals.
2. The custodian of the seal of endorsement/guarantee shall be approved by the board meeting, and the same shall apply for any change.
3. If the Company acts as a guarantor for a foreign Company, the letter of guarantee issued by the Company shall be signed by a person authorized by the board meeting.

Article 8: Endorsement/guarantee cancellation

1. If the relevant documents or bills of the endorsement/guarantee need to be released due to debt repayment or renewal, the endorsed/guaranteed Company shall prepare a formal letter and deliver the original endorsement/guarantee related documents to the Financial Department of the Company to affix the seal of "Cancellation" and then return them. The application letter shall be kept for future reference.
2. The Finance Department shall record the cancellation of the endorsement/guarantee in the endorsement/guarantee register when necessary to reduce the amount of the endorsement/guarantee.

Article 9: Decision-making and authorization levels

1. The Company's handling of endorsements/guarantees shall be approved by the resolution of the board meeting. The opinions of each independent director shall be fully considered, and the clear opinions of their agreement or objection and the reasons for their objection shall be recorded in the board meeting minutes. The board meeting may authorize the Chairman to make a decision within a limit

in accordance with the relevant provisions of these procedures, and then report to the next board meeting for ratification.

2. If the Company's endorsement/guarantee exceed the quota stipulated in these procedures due to business needs but meet the conditions stipulated in these procedures, it shall be approved by the board meeting and by more than half of the directors to jointly guarantee on the loss that may be caused due to the excess over the limit, and the endorsement/guarantee procedures shall be revised and reported to the shareholders' meeting for ratification. If the shareholders' meeting disapproves, the Company shall formulate a plan to eliminate the excess part within a certain period of time.
3. During the board meeting discussion in the preceding paragraph, the opinions of each independent director shall be fully considered, and the clear opinions of their agreement or objection and the reasons for their objection shall be recorded in the board meeting minutes.

Article 10: Internal control

1. The internal auditors of the Company shall audit the endorsement/guarantee procedures and their implementation status at least quarterly, and prepare written records accordingly. If any major violations are found, the supervisors and independent directors shall be notified in writing immediately.
2. The Company shall follow the prescribed procedures when undertaking endorsements/guarantees. If any major violations are found, the managers and sponsors shall be punished based on the circumstances of the violations.
3. If due to changes in circumstances, the object of endorsement/guarantee subsequently does not meet the requirements or the amount of endorsement/guarantee later exceeds the set limit, the Company shall formulate an improvement plan, send it to the supervisors and independent directors, and complete the improvement according to the planned schedule.

Article 11: Announcement and declaration procedures

The Company shall announce and declare the balance of endorsements/guarantees by the Company and its subsidiaries in the previous month before the tenth day of each month. If the balance of the endorsements/guarantees meets any of the following criteria, an announcement and declaration shall be made within two days from the date of the occurrence of the fact:

1. The balance of the endorsements/guarantees of the Company and its subsidiaries reaches 50% of the Company's net value in the most recent financial statements.
2. The balance of the endorsements/guarantees for a single enterprise by the Company and its subsidiaries reaches 20% of the Company's net value in the most recent financial statements.
3. The balance of the endorsements/guarantees for a single enterprise by the Company and its subsidiaries reaches NT$10 million, and the endorsements/guarantees for it, the carrying amount of investments in it using the equity method, and the total balance of loans to it reaches 30% of the Company's net value in the most recent financial statements.
4. The new endorsement/guarantee amount of the Company or its subsidiaries reaches NT$30 million and 5% of the Company's net value in the most recent financial statements.
5. If a subsidiary of the Company is not a domestic public company but has the matters that should be announced and declared in subparagraph 4 above, the Company shall do so on its behalf.

Article 12: The "Procedures for Endorsements/Guarantees" of the subsidiary of the Company shall be handled in accordance with the provisions of the parent company's "Procedures for Endorsements/Guarantees", and related matters shall be handled in accordance with the prescribed procedures.

Article 13: Matters not covered in these procedures shall be handled in accordance with relevant laws and regulations and the relevant rules of the Company.

Article 14: After the procedures are approved by the board meeting, it shall be sent to the supervisors and submitted to the shareholders' meeting for approval. If a director expresses an objection and there is a record or written statement, the Company shall submit the objection to all supervisors and report it at the shareholders' meeting for discussion; the same shall apply for the amendments.

The opinions of the independent directors shall be fully considered when submitting these regulations to the board meeting for discussion in accordance with the provisions of the preceding paragraph. If any independent directors have any objections or reservations, they shall be recorded in the board meeting minutes.

Appendix 10

TEX YEAR INDUSTRIES INC.

Policies and Procedures for Financial Derivatives Transactions (Version before correction)

Article 1: Objectives

The procedures are formulated to protect investment, implement information disclosure, and establish a risk management system for derivative trading.

Article 2: Scope

1. Transaction type
   - 1.1 The term "derivative product" as used in these procedures refers to the trading contract whose value is derived from assets, interest rates, exchange rates, indices or other benefits (such as forward contracts, options, futures, leveraged margin, swap and composite contracts formed by a combination of the products above).
   - 1.2 The forward contracts referred to in these procedures include hedging transactions and investment trading contracts, but do not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts.
   - 1.3 The bond margin trading procedures shall be handled in accordance with the provisions in these procedures.
   - 1.4 For trading of other products, the approval or authorization of the chairman of the board of directors shall be obtained and these procedures be amended first.

Article 3: Operation and risk hedging strategy

The trading of derivative products shall be for risk hedging in principle, and the selected trading products shall be able to avoid the risks arising from the Company's business operation. In addition, the trading counterparties shall be banks with which the Company usually does business, so as to avoid credit risk.

Article 4: Division of rights and responsibilities

1. Financial unit: It is the hub of the foreign exchange management system which must master the process at any time from the acquisition of foreign exchange

market information, judgment of trends and risks, familiarity with financial products, rules and regulations and operation skills, and provides sufficient and timely information for the reference of the management, business, procurement, accounting and other departments. It also accepts the instructions and authorization of Chief Financial Officer and is authorized to manage foreign exchange positions, and hedge foreign exchange risks in accordance with the Company's policies. In terms of fund scheduling, it must comply with the use of bank lines and calculate cash flow in detail; the products used to hedge risks must also be settled through capital arrangement.

2. Accounting unit: Correctly and properly expresses the relevant hedging transactions and profit and loss results in the financial statements in accordance with relevant regulations.
3. Accounting treatment: Except as provided in these procedures, the accounting treatment of derivative transactions of the Company shall be handled in accordance with the relevant provisions of the accounting system.

Article 5: Trading limit

1. Total limit
   1.1 Risk hedging operation
   The total limit of the Company's overall hedging contracts shall not exceed the net position of the Company's receivables and payables or assets and liabilities due to business purpose in the next six months.
   1.2 Investment operation
   The financial unit shall draft the type and amount of trading products and then apply. The upper limit of the total amount of investment transactions shall be calculated according to the amount of margin required by the exchange, and shall not exceed 20% of the paid-in capital.
2. Loss limit:
   2.1. Hedging transactions shall not exceed 20% of the contract amount, and this limit applies to individual contracts and all contracts.
   2.2. The total cumulative loss of investment transaction contracts in the whole year shall not exceed NT$5 million; the loss of individual contracts shall not exceed 20% of the individual contract amount.

Article 6: Performance evaluation

1. The target of foreign exchange profit and loss is set according to the size of the foreign currency position. This target must be included in performance evaluation and reviewed regularly.
2. The financial personnel shall try their best to reach the target exchange rate according to the finalized types of financial products, and take this as the basis for performance evaluation.
3. Hedging transactions shall be evaluated at least twice a month, and an estimated profit and loss report shall be made.
4. Investment transactions shall be evaluated at least once a week, and an estimated profit and loss report shall be made. The evaluators shall not be the trading personnel.
5. The evaluation report shall be submitted to the Chief Financial Officer for initial review, and then submitted to the President for review for future management and reference.

Article 7: Authorized limit

In addition to the growth of the Company's turnover and the change of risk positions, based on the consideration of safety, each transaction must be submitted to the Chief Financial Officer for preliminary verification and then to the President for approval before becoming effective. If there is any amendment, it must be approved by the President.

Article 8: Execution unit

1. The financial unit is responsible for the transaction and shall comply with the provisions of the authorized limit above.
2. The confirmation of the transaction shall be made by the personnel of the financial unit who are not responsible for the transaction. In addition, the settlement personnel shall be the personnel of the financial unit who are not responsible for the transaction or confirmation.
3. The trading counterparties shall be notified of the assignment and dismissal of trading and confirmation personnel before the effective date, so as to safeguard the rights and interests of the Company.

Article 9: Scope of risk management

1. It shall include the risk management in credit, market price, liquidity, cash flow, operation and legal aspects. The risk measurement, supervision and control personnel shall belong to different departments from those in the preceding paragraph, and shall report to the board meeting or the senior executive who is not responsible for trading or position decision-making.
2. Derivative trading personnel shall not work concurrently as confirmation, settlement or other operations personnel.
3. The position held in a derivative product shall be evaluated at least once a week, but if it is a hedging transaction for business purpose, it shall be evaluated at least twice a month, and an evaluation report shall be submitted to the senior executive authorized by the board meeting.

Article 10: Supervision and administration

The senior executive authorized by the board meeting shall pay attention to the supervision and control of derivative trading risks at any time, and regularly evaluate whether the performance of derivative trading is in line with the established business strategy, and whether the risks undertaken are within the allowable range of the Company.

1. Regularly evaluate whether the current risk management procedures are appropriate and indeed handled in accordance with the relevant provisions of these procedures.
2. Supervise the trading and profit/loss situation. If any abnormality is found, take necessary countermeasures and immediately report to the board meeting. If independent directors have been established, the board meeting shall have independent directors present and express their opinions.
3. Where relevant personnel are authorized to handle the derivative trading in accordance with the procedures, they shall report to the board meeting afterwards.

Article 11: When engaging in derivative trading, the Company shall establish a register which records for future reference the type and amount of derivative trading, the date of approval by the board meeting and the matters that should be carefully evaluated in accordance with the regulations.

Article 12: Internal audit

Internal auditors shall regularly understand the appropriateness of the internal control

over derivative trading, and monthly audit the compliance of the financial planning team with the procedures for dealing with derivative trading, analyze the trading cycle, and prepare an audit report accordingly. If major violations are found, the supervisors shall be notified in writing and the relevant personnel shall be punished according to the violation.

Article 13: Announcement and declaration

When the derivative transaction is completed and confirmed by the confirmation personnel, it shall be processed in accordance with relevant regulations. In addition, the information of derivative trading as of the end of the previous month of the Company and its subsidiaries that are not domestic public companies shall be entered into the information reporting website designated by the FSC before the 10th day of each month in the prescribed format.

Article 14: The “Procedures for Derivative Transaction Processing” of the Company's subsidiaries is the same as that of the parent company.

Article 15: The "Procedures for Derivative Transaction Processing" shall be implemented after being approved by the board meeting and submitted to the shareholders' meeting for approval, and the same shall apply when amending.

Appendix 11

Current Shareholding of Directors and Supervisors

As of the suspension date for the general shareholders' meeting of this year: April 29, 2022

Title	Name	Assignment Date	Current Shareholding	
			Number of shares	Shareholding percentage (Note 1)
Chairman	Hsiao, Hsiang-Chih	June 24, 2019	5,088,681	4.94%
Director	Hsiao, Chin-Tsung	June 24, 2019	16,237,570	15.74%
Director	Huang, Li-Hung	June 16, 2020	3,072,340	2.98%
Director	Lai, Chih-Hung	June 24, 2019	2,994,214	2.90%
Director	Adhesive Technologies, Inc. Representative: Peter Sterling Melendy	June 24, 2019	2,538,051	2.46%
Director	Chen, Cheng-Jen	June 24, 2019	1,321,823	1.28%
Independent Director	Wang, Chung-Ping	June 24, 2019	0	0.00%
Independent Director	Weng, Wen-Pin	June 24, 2019	0	0.00%
Supervisor	Li, Yung-Tien	June 24, 2019	448,000	0.43%
Supervisor	Tsai, Ming-Chun	June 24, 2019	366,986	0.36%
Total number of shares held by all directors	Minimum number of shares shall be held (Note 2)	6,188,104	As a percentage to the total shares	6.00%
	Actual number of shares held	31,252,679	As a percentage to the total shares	30.30%
Total number of shares held by all supervisors	Minimum number of shares shall be held (Note 2)	618,810	As a percentage to the total shares	0.60%
	Actual number of shares held	814,986	As a percentage to the total shares	0.79%

Note 1：The table is based on the Company’s total outstanding shares of 103,135,059 shares as recorded in the shareholders' register as of the suspension date for the general shareholders' meeting of this year.

Note 2：As provided in Article 26 of the Securities and Exchange Act and subparagraph 3, Paragraph 1 and Paragraph 2 of Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.

Appendix 12 The effect of the gratis stock allotment on the Company's business performance, earnings per share and return on equity:

The Company is not required to publish its 2022 financial forecast, so it is not applicable.

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