Stock Code:3591



# **Edison Opto Corporation**

# 2023 Annual Shareholders' Meeting Meeting Handbook

Date: Tuesday, May 30, 2023, 9:00 a.m.

Location: 6th Floor, No. 800, Zhongzheng Road, Zhonghe District, New Taipei City (the Company's training classroom)

Meeting method: Physical shareholders' meeting

#### **Table of Contents**

			Pages
One. M	eeti	ng Agenda	1
Two. M	anag	gement Presentation (Company Reports)	2
Three. I	Reco	ognition Items	4
Four. Di	iscus	ssion Items	5
Five. Qu	uesti	ions and Motions	7
Six. End	l of t	the Meeting	7
Seven.	Anne	exes	
I		Annual Business Report for 2022	8
1	l.	Audit Report of the Audit Committee	11
1	II.	Audit Report of the Accountants and Financial Statements for 2022	12
Γ	V.	Comparison Table for Amended Articles of "Articles of Association of	29
		the Company"	
١	<b>/</b> .	Comparison Table for the Amended Articles of the Rules of Procedures	31
		for Shareholders' Meetings	
١	/I.	Comparison Table for the Amended Articles of the Rules of Procedures	67
		for Board of Directors' Meetings	
١	/II.	Articles of Association of the Company (full text before amendment)	73
١	/III.	Rules of Procedures for Shareholders' Meetings (full text before	81
		amendment)	
Ľ	X.	Rules of Procedures for Board of Directors' Meetings (full text before	91
		amendment)	
>	⟨.	Impact of the Free Rights Issuance Proposed at the Shareholders'	98
		Meeting on the Company's Operating Performance and Earnings per	
		Share	
>	<i.< td=""><td>XI. Shareholding of all Directors</td><td>99</td></i.<>	XI. Shareholding of all Directors	99
<b>y</b>	(II	XII Other Notes	100

# Edison Opto Corp. 2023 Annual Shareholders' Meeting Agenda

Meeting method: Physical shareholders' meeting

**Time:** May 30, 2023 (Tuesday), 9:00 a.m.

**Location:** 6th Floor, No. 800, Zhongzheng Road, Zhonghe District, New Taipei City

(the Company's training classroom)

- I. Call the Meeting to Order
- II. Chairperson's Remarks
- III. Management Presentation (Company Reports)
  - 1. The Company's Annual Business Report for 2022.
  - 2. Audit Report of the Audit Committee.
  - 3. The Company's Report on Distribution of Employees' and Directors' Remuneration for 2022.
  - 4. Implementation Report on Repurchasing of the Company's Shares.
  - 5. Implementation Report on the Company's Third Domestic Issuance of Secured Convertible Corporate Bonds.

#### IV. Recognition items

- 1. Proposal regarding the Company's Annual Final Accounts for 2022.
- 2. Proposal regarding the Company's Annual Profit Distribution Plan for 2022.

#### V. Discussion Items

- 1. Proposal regarding the Company's Annual Distribution of Cash Dividends from Capital Reserves for 2022.
- 2. Proposal for Amendments to the Company's Articles of Association
- Proposal for Amendments to the Company's Rules of Procedures for Shareholders' Meetings.
- 4. Proposal for Amendments to the Company's Rules of Procedures for Board of Directors' Meetings.

#### VI. Questions and Motions

#### VII. Ended

#### Two. Management Presentation (Company Reports)

#### Proposal 1

Reason for Proposal: The Company's Annual Business Report for 2022 is proposed for review.

#### Statement:

- 1. For the Company's Annual Business Report for 2022, please refer to Annex 1 of the Agenda Manual.
- 2. Please review the Report.

#### **Proposal 2**

Reason for Proposal: The Audit Report of the Audit Committee is proposed for review.

#### Statement:

- 1. For the Audit Report of the Audit Committee, please refer to Annex 2 of the Agenda Manual.
- 2. Please review the Report.

#### **Proposal 3**

Reason for Proposal: The Company's Report on Distribution of Employees' and Directors'
Remuneration for 2022 is proposed for review.

#### Statement:

- 1. The company's net profit after tax in 2022, but after recognizing Losses from the disposal of equity instrument investments measured at fair value through other comprehensive gains and losses, which were included in retained earnings, there are still accumulated losses to be made up, in accordance with the provisions of Article 18 of the company's articles of association, it is not proposed to allocate Employees' and Directors' Remuneration.
  - 2. Please review the Report.

#### **Proposal 4**

#### Reason for Proposal: Implementation Report on Repurchasing of the Company's Shares.

#### Statement:

Circumstances regarding the Company's repurchasing of treasury shares in the past three years, and cancellations and transfers that have not yet been made currently are listed as follows:

Number of Repurchase times	The fifth time	The sixth time	The seventh time
Repurchase Purpose	To Transfer the shares to employees	To maintain the Company's credit and shareholders' equity	To Transfer the shares to employees
Repurchase period	2018/11/7-2018/12/21	2020/04/13-2020/05/29	2022/9/5-2022/10/4
Interval price of repurchase	NTD 12-19	NTD 7.5 to NTD 15	NTD 13-22
Type and number of shares repurchased	Common stock 3,000 thousand shares	Common stock 1,618 thousand shares	Common stock 1,500 thousand shares
Amount of shares repurchased	NTD 42,337 thousand	NTD 19,832 thousand	NTD 24,847 thousand
Number of shares canceled and transferred	0shares	1,618 thousand shares	Oshares
Cumulative number of shares held in the Company	3,000 thousand shares	3,000 thousand shares	4,500 thousand shares
Percentage of the cumulative number of shares held in the Company to the total number of issued shares (%)	2.22%	2.22%	3.33%

#### **Proposal 5**

# Reason for Proposal: Implementation Report on the Company's Third Domestic Issuance of Secured Convertible Corporate Bonds.

#### Statement:

- 1. Due to the need for repaying bank loans, the Company issued a three-year (from January 25, 2021 to January 25, 2024) secured convertible corporate bond offering of NTD300,000 thousand on November 10, 2020 by a resolution of the Board of Directors. The fund raising was completed on January 21, 2021.
- 2. Due to the holding of the 2023 general shareholders' meeting, the conversion of the convertible corporate bonds shall be suspended during the period from April 1, 2023 to May 30, 2023, within which the transfer of shares is suspended, too.

#### **Three. Recognition Items**

**Proposal 1** 

(proposed by the Board of Directors)

Reason for Proposal: the Company's balance sheet for 2022 is proposed for recognition.

Statement:

- The Company's individual financial statements and consolidated financial statements for 2022 were prepared by itself, and then audited by CPAs Heng-Sheng Lin and Bei-Chi Chen of KPMG, who issued an Audit Report. The Audit Report, together with the Business Report, was audited by the Audit Committee and approved by the Board of Directors.
- 2. For the Business Report, individual financial statements, and consolidated financial statements for 2022, please refer to Annex 1 and Annex 3 of the Agenda Manual, respectively.
- 3. Please recognize.

Resolution:

**Proposal 2** 

(proposed by the Board of Directors)

Reason for Proposal: The Company's Annual Profit Distribution Plan for 2022 is proposed for recognition.

Statement:

- 1. The net profit after tax of the Company in 2022 was NTD (the same below) 25,647,817, plus undistributed earnings of 0 at the beginning of the period and the change in actuarial gains and losses of NTD 877,000 during this period, minus the losses of NTD 149,718,800 from the disposal of equity instrument investments measured at fair value through other comprehensive profits and losses, which was included in the retained surplus, and then, the losses to be made up were NTD 123,193,983. It is proposed to use the statutory reserves of NTD 11,068,489 and the special reserves of NTD 112,125,494 to make up the losses in accordance with the provisions in Article 239 of the Company Act, and after making up the losses, the unappropriated retained earnings at the end of the period are NTD 0.
- 2. The Profit Distribution Table is presented below, please review it.

Resolution:

#### Edison Opto Corporation Profit Distribution Table

Unit: NTD \$

Items	Am	ount
items	Subtotal	Total
Unappropriated retained earnings at the		0
beginning of the period		J
Plus: 2022 net profit after tax	25,647,817	
Changes in actuarial gains and losses during		
this period	877,000	
Minus: Losses from the disposal of equity		
instrument investments measured at fair		
value through other comprehensive gains		
and losses, which were included in retained		
earnings	(149,718,800)	(123,193,983)
Losses to be made up		(123,193,983)
Items for making up losses:		
Statutory reserves	11,068,489	
Special reserves	112,125,494	123,193,983
Unappropriated retained earnings at the end of the period		0

Chairperson: Jason Wu Manager: Jason Wu Accounting Officer: Aden Hsu

#### **Four. Discussion Items**

**Proposal 1** (proposed by the Board of Directors)

Reason for Proposal: The Company's Annual Distribution of Cash Dividends from Capital Reserves for 2022 is proposed for discussion.

#### Statement:

The Company considers the future operation development and the maximum protection of the shareholders' rights and interests at the same time and intends to distribute cash dividends from the capital reserves in accordance with the provisions of Article 241 of the Company Act. The method is shown as follows:

- 1. It is proposed to distribute cash dividends from capital reserves of NTD (the same below) 40,000,000.
- 2. Calculated according to the current number of 130,835,326 outstanding shares (the total number of 135,335,326 issued shares minus 4,500,000 treasury shares of the Company) on the day before the meeting of the Board of Directors on March 9, 2023 (March 8, 2023), it is proposed to

distribute cash dividends of NTD 0.30572782 per share from the capital reserves free of charge according to the proportion of shares held in the shareholders' register on the benchmark date of dividend distribution, and the total amount of cash dividends distributed is NTD 40,000,000 The amount of cash dividends distributed shall be calculated to a round number, and the decimal amount shall be rounded off. The amount of fractional cash dividends less than.NTD 1 shall be transferred to other income by the Company.

- 3. The benchmark date of distributing cash dividends from capital reserves and items related to the distribution of dividends are proposed to be submitted to a shareholders' meeting to be authorized by the Board of Directors through a resolution.
- 4. If the Company subsequently changes the dividend yield for the shareholders due to the repurchase of its shares, transfer of treasury shares, conversion of convertible corporate bonds, etc, which affects the number of outstanding shares, it is proposed that the items shall be submitted to a shareholders' meeting to authorize the Chairperson to handle the issue with full authority.
- 5. If the items related to the distribution of cash dividends from the capital reserves have been approved to be modified by a competent authority, or are required to be changed due to operational needs in the objective environment, they shall be submitted to a shareholders' meeting to authorize the Chairperson to handle the issue with full authority.
- 6. Please make a resolution.

Resolution:

#### **Proposal 2**

(proposed by the Board of Directors)

Reason for Proposal: The amendments to the Company's Articles of Association are proposed for discussion.

Statement:

- 1. In response to the Group's operational considerations and in conjunction with amendments to the laws and regulations, it is proposed toamend some articles of the "Articles of Association" of the Company. For the comparison table for the amended articles, please refer to Annex 4 of the Agenda Manual.
- 2. Please make a resolution.

Resolution:

**Proposal 3** 

(proposed by the Board of Directors)

Reason for Proposal: The amendments to the Company's Rules of Procedures for Shareholders' Meetings are proposed for discussion.

Statement:

 In order to improve corporate governance and protect the rights and interests of the shareholders, according to the Announcement of Tai-Zheng-Zhi-Li-Zi No. 11100042501 released by the Taiwan Stock Exchange Corporation on March 8, 2022, it is proposed to amend some articles of the Company's Rules of Procedures for Shareholders' Meetings. For the comparison table for the amended articles, please refer to Annex 5 of the Agenda Manual.

2. Please make a resolution.

Resolution:

**Proposal 4** 

(proposed by the Board of Directors)

Reason for Proposal: The amendments to the Company's Rules of Procedures for Board of Directors' Meetings were proposed for discussion.

Statement:

1. In conjunction with the amendments to the laws and regulations, it is proposed to amend some articles of the Company's "Rules of Procedures for Board of Directors' Meetings". For the comparison table for the amended articles, please refer to Annex 6 of the Agenda Manual.

2. Please make a resolution.

Resolution:

**Five. Questions and Motions** 

Six. End of the Meeting

#### [Annex 1]

# Edison Opto Corp. Annual Business Report for 2022

In 2022, the COVID-19 pandemic broke out domestically, international geopolitical risk increased, the impact of the Russia-Ukraine War led to more serious bottlenecks in the supply chain, the lack of energy supply drove up global inflation, and the strong interest rate rise of the Federal Reserve Board led to a significant increase in exchange rate risk, all of which affected the growth of the global economy. The Group continued to make transformation to develop lighting modules, finished products, and automotive modules, reduce orders of low-margin component products, and increase the sales proportion of high-margin products. Impacted by the above international factors, the consolidated operating revenues of the Group were NTD 1.84 billion, decreased by 13% compared with the previous year. However, the gross profit rate still increased by 1% compared with the previous year through changes to the product portfolio and controlling production costs. With the gradual release of controls due to the pandemic situation in the second half of the year, in order to expand the market, costs of exhibition and business trips increased in the second half of the year, so the operating expenses in the current period increased compared with the previous period. Due to the decrease of operating revenues and the increase of operating expenses, although the gross operating profit rate continued to rise, the net operating profit still decreased, and the net profit after tax also decreased compared with that in the previous year.

Due to intense competition in the LED industry, the Group continued to make developments into fields of high-level commercial lighting, automotive lighting, and special plant lighting, and constructed a differentiated operation mode which was different from other competitors and could be rapidly adjusted with market changes, in order to avoid the hard bargaining and competitive Red Sea market and strive for the best interests for all shareholders. The Business Report for 2022 and the summary for the Business Plan for 2023 are reported as follows:

- 1. Consolidated Business Report for 2022
  - (1) Implementation Results of the Business Plan
    - 1. In terms of consolidated operating revenues, the net consolidated operating revenues in 2022 were NTD 1,841,983 thousand(the same below), decreased by NTD 263,881 thousand compared with NTD 2,105,864 thousand in 2021.
    - 2. In terms of consolidated operating profit, the consolidated net operating profit in 2022 was NTD 43,561 thousand, decreased by NTD 106,512 thousand compared with the consolidated net operating profit of NTD 150,073 thousand in 2021.
    - 3. In terms of consolidated net profit after tax, the consolidated net profit after tax (including non-controlling interests) in 2022 was NTD 33,843 thousand, decreased by NTD 93,902 thousand compared with the consolidated net profit after tax of NTD 127,745 thousand in 2021.

#### (2) Budget Implementation

The Company did not announce its financial forecast for 2022, so its implementation need not be disclosed.

#### (3) Analysis of Financial Revenues, Expenditures, and Profitability (consolidated companies)

	Items		2022	2021
Financial	Ratio of liabilities to as	ssets (%)	27.41	31.20
Financial structure	Ratio of long-term cap	•	196.78	198.66
	Return on assets (%)		1.21	3.68
	Return on equity (%)		1.22	4.70
Drofitability	Proportion in paid-in	Net operating profit	3.22	11.65
Profitability	capital (%)	Net profit before tax	3.76	11.10
	Net profit margin (%)		1.84	6.07
	Earnings per share (yu	an)	0.20	0.95

#### (4) Research and Development Status

The Consolidated Companies invested NTD 115,059 thousand in research and development in 2022, increased by NTD 13,194 thousand compared with that in 2021, which was mainly due to the continuous investment in product development of automotive lighting and new products, and the increase in expenditures of sample delivery demand in 2022. The proportion of the overall research and development expenses increased to more than 6% of the consolidated revenues. The Company focuses on the research and development of lighting and automotive products and the improvement of packaging technology. The professional research and development team has accumulated rich technical experience, obtained patents for many components and finished products at home and abroad, continued to develop highly cost-effective LED components, intelligent lighting system with AC modules, finished products for long-effective energy-saving street lamps and LED component modules for vehicles, and other products that meet market demand and future orientation.

#### 2. Summary of Annual Business Plan for 2023

With the continuous expansion of LED lighting applications and the continuous participation of competitors, the Company's products have been transformed from LED components to customer demand-oriented modules and finished products services, and the Company will also actively expand the application of other LED plant lighting, medical lighting, interconnection lighting, commercial lighting, automotive lighting, etc.According to the TrendForce report, the scale of the global LED lighting market fell to USD 61.4 billion in 2022, decreased by 5% year-on-year. Looking forward to 2023, with the continuous promotion of energy conservation projects in Europe, the United States, and Japan, the replacement of LEDs will enter a peak period, and users' demand for high-quality lighting and human centric health lighting will enter a rapid development stage, and in conjunction

with the comprehensive opening of the Chinese market, the market demand for global LED lighting is expected to recover. TrendForce estimates that the global LED lighting market will grow by 4% to USD 63.8 billion in 2023. In addition, according to the estimate of Research and Markets, the global automotive lighting market is expected to increase from USD 12.11 billion in 2022 to USD 38.85 billion by 2031, and grow at a compound annual growth rate of 13.83% in the forecast period of 2022-2031. The Company has actively transformed to develop LED automotive lighting and LED special application lighting to avoid excessive price competition in the market.

#### 3. Future Company Development Strategies

Looking forward to 2023, although the COVID-19 pandemic has developed towards influenza, and economic activities of various countries are gradually reopening, it is predicted that the global economy will still tend towards a slow down in 2023 due to the continued interest rate increases of the US Federal Reserve, the ongoing conflict between Russia and Ukraine, supply chain bottlenecks, inflationary pressures, and other factors. At the present stage, the Company is still focusing on maintaining its flexibility as its main operational objective, and meanwhile, paying attention to the continuous transformation of products and the improvement and increasing efficiency of internal processes, enhancing its R&D strength and core technology and moving towards the goal of becoming an international professional optoelectronic manufacturing and service plant.

# 4. Impact of the External Competitive Environment, Regulatory Environment, and Overall Business Environment

Due to intense market competition, profit has seriously declined due to the low prices in the market. When supply and demand are not balanced, it easily leads to overcapacity and profit decline. In the face of this situation, in addition to prudently evaluating various investments, the Company will continuously launch new products, reduce production costs, improve product quality, shorten lead time for customers, and develop new application markets, such as intelligent applications, etc, for the purpose of promoting the substantial growth of its business. In addition, with the rise of global environmental awareness and the change of laws and regulations, the Company will be committed to re-increasing the efficiency, recycling, and reuse of resources, keeping an eye on changes in domestic and foreign policies and laws from time to time, and timely proposing countermeasures for the purpose of minimizing the adverse impacts of the external competitive environment and regulatory environment on the Company.

Thanks for the support of all shareholders in the past year. Although the market competition is intense, facing successive challenges, all the management teams of the Company, in addition to focusing on the research and development field and maximization of the interests of shareholders, are also committed to improving corporate governance and enhancing the mission of social responsibility.

**Chairperson**: Jason Wu **Manager**: Jason Wu **Accounting Officer**: Aden Hsu

[Annex2]

**Edison Opto Corp.** 

**Audit Committee's Report** 

The Board of Directors has prepared the 2022 Business Report, financial

statements and earnings distribution proposal, where the financial

statements have been audited by CPAs Heng-Sheng Lin and Bei-Chi Chen from

KPMG Taiwan with the Auditor's Report issued. The above report, statements

and proposal have been reviewed by the Audit Committee and found to be in

conformity. We hereby present the above in accordance with Article 14-4 of

the Securities and Exchange Act and Article 219 of the Company Act for your

scrutiny.

To The 2023 Regular Shareholders' Meeting of Edison Opto Corporation

**Audit Committee** 

Convener: Wen-Chao Wang

March 9, 2023

11



#### 安侯建業群合會計師重務的 KPMG

台北市110615信義路5段7號68樓(台北101大樓) 68F., TAIPEI 101 TOWER, No. 7, Sec. 5, Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel + 886 2 8101 6666 傳 真 Fax + 886 2 8101 6667 網 址 Web kpmg.com/tw

Independent Auditors' Report

To the Board of Directors of Edison Opto Corporation:

#### **Opinion**

We have audited the financial statements of Edison Opto Corporation, which comprise the statement of financial position as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Edison Opto Corporation as of December 31, 2022 and 2021, and its financial performance and its cash flows for the year then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key auditor matters that, in our professional judgment, should be communicated are as follows:

Description of key audit matter:

1. Impairment evaluation of accounts receivable

Please refer to Note 4(f) "Financial instruments", Note 5(a) "Significant accounting assumptions and judgments, and major sources of estimation uncertainty", and Note 6(c) "Notes and accounts receivable".

For the year ended December 31, 2022, the accounts receivable accounted for 5% of the total assets are material to the financial statements. In addition, the provision of bad debt allowance is a subject to the management's judgment. Therefore, it has been identified as a key audit matter.



How the matter was addressed in our audit:

Our principal audit procedures included:

- Assess the impairment of accounts receivable and whether the impairment has been modified by policy.
- Examine the aging analysis table, analyze the reason of overdue collection and the situation of subsequent collection.
- Evaluate the adequacy of impairment on the financial report date.

#### 2. Revenue recognition

Please refer to Note 4(m) Revenue from contracts with customers, and Note 6(s) "Revenue".

Description of key audit matter:

The major business activities of Edison Opto Corporation are manufacturing, selling, research and development of LED components, modules and products. Operating Revenue is the main indicator for the management of Edison Opto Corporation and investor to evaluate the financial and business performance of Edison Opto Company. Therefore, it has been identified as a key audit matter.

How the matter was addressed in our audit:

Our principal audit procedures included:

- Evaluate the Company's accounting policy of revenue recognition.
- Test the design and implementation of internal controls related with revenue recognition.
- A sample of whole year is selected, and the income transaction records and various vouchers are checked to confirm that the operating income is recognized.
- Analyzing the change in sales revenue from top ten clients and examining significant contracts to assess whether there are significant exceptions.
- Choose the period between the financial reporting, then examine the recognition of income transactions and vouchers cover for the appropriate period.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Edison Opto Corporation's financial reporting process.



#### Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

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

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

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



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

The engagement partners on the audit resulting in this independent auditors' report are HENG-SHEN LIN and PEI-CHI CHEN.

#### **KPMG**

Taipei, Taiwan (Republic of China) March 9, 2023

#### **Notes to Readers**

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the 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 parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION

**Balance Sheets** 

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollar)

	Accords	December 31, 2022	2022	December 31, 2021		I fabilities and Pentite.	December 31, 2022 December 31, 2021
11xx	Current assets:		· 	İ	21xx	J	
1100	Cash and cash equivalents (note 6(a))	\$ 458,222	14	338,165 10	2100	Short-term borrowings (note 6(j) and 8)	\$ 61,420 2 69,200 2
1150	Notes receivable, net (note 6(c))	6,707	•	4,797	2150	) Notes payable	- 17 -
1170	Accounts receivable, net (note 6(c))	152,485	5	145,348 5	2170	) Accounts payable	33,929 1 43,938 1
1180	Accounts receivable due from related parties, net (note 6(c) and 7)	13,871		9,851 -	2180	Accounts payable to related parties (note 7)	88,153 3 130,408 4
1200	Other receivables, net (note 6(d) and 7)	2,917		3,335 -	2200	Other payables (note 6(t))	45,647 1 44,508 1
1310	Inventories (note 6(e))	72,299	2	48,163	2280	Current lease liabilities (note 6(m))	1,860 - 3,708 -
1410	Prepayments	12,465		20,896	2322	Long-term borrowing due within one year (note 6(k))	16,080 1 16,080 1
1220	Current tax asset	3,188		3,149 -	2399	Other current liabilities, others	23,105 1 33,955 1
1470	Other current assets (note 8 and 11)	42	j	32,311		Total current liabilities	270,194 9 341,814 10
1	Total current assets	722,196	21	606,015 18	25xx	c Non-Current liabilities:	
6 15xx	Non-current assets:				2530	Bonds payable (note 6(1) and 8)	170,262 5 163,588 5
1510	Non-current financial assets at fair value through profit or loss (note 6(b))	16		574 -	2540	Long-term borrowing (note 6(k) and 8)	274,700 8 290,780 8
1550	Investments accounted for using equity method, net (note 6(f))	1,612,407	48	1,810,867 52	2570	Deferred tax liabilities (note 6(0))	3,008 - 2,460 -
1600	Property, plant and equipment (note 6(h), 7, 8 and 9)	964,974	29	934,220 27	2580	Non-current lease liabilities (note 6(m))	435 - 1,099 -
1755	Right-of-use asset (notes 6(i))	2,128		4,438 -	2600	Other non-current liabilities (note 6(n))	11,426 - 11,735 -
1780	Intangible assets	40		- 88		Total non-current liabilities	459,831 13 469,662 13
1840	Deferred tax assets (note 6(0))	59,430	7	60,488 2		Total liabilities	730,025 22 811,476 23
1915	Prepayments for business facilities			122 -	31xx	$\zeta$ Equity (notes $6(g)(1)(p)(q)$ ):	
1990	Other non-current assets, others (notes 8 and 9)	5,919	ij	35,075	3100	) Capital stock	1,353,353 40 1,288,617 37
	Total non-current assets	2,644,914	79	2,845,872 82	3200	) Capital surplus	1,519,350 45 1,619,038 47
					3310	) Legal reserve	16,903 2 4,841 -
					3320	Special reserve	112,126 3
					3350	Unappropriated retained earnings	(123,194) (4) 124,188 4
					3410	) Exchange differences on translation of foreign financial statements	(155,037) (5) (183,608) (5)
					3420	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	- (152,240) (4)
					3491	l Other equity, unearned compensation	(1,377) -
					3500	) Treasury shares	(86,416) (3) (59,048) (2)
						Total equity	2,637,085 $78$ $2,640,411$ $77$
	Total assets	\$ 3,367,110	100	3,451,887 100		Total liabilities and equity	$8 \frac{3,367,110}{2} \frac{100}{100} \frac{3,451,887}{100} \frac{100}{100}$

## (English Translation of Parent Company Only Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION

#### **Statements of Comprehensive Income**

#### For the years ended December 31, 2022 and 2021

#### (Expressed in Thousands of New Taiwan Dollar, Except Earnings Per Share)

		2022		2021	
		Amount	<u>%</u>	Amount	%
4000	Operating revenue (note 6(s) and 7)	\$ 908,361	100	959,314	100
5000	Operating costs (note 6(e)(h)(i)(m)(n) and 7)	764,327	84	788,442	82
5900	Gross profit from operations	144,034	16	170,872	18
5910	Unrealized profit (loss) from sales (note 7)	1,863		(581)	
5950	Gross profit from operations, net	145,897	16	170,291	18
	Operating expenses (note $6(h)(i)(m)(n)(q)$ ):				
6100	Selling expenses	66,772	7	48,870	5
6200	Administrative expenses	82,420	9	76,236	8
6300	Research and development expenses	28,100	3	29,227	3
6450	Expected credit loss(reversed) (note 6(c))	907		(361)	
	Total operating expenses	178,199	19	153,972	16
6900	Net operating income (loss)	(32,302)	<u>(3</u> )	16,319	2
	Non-operating income and expenses (note 6(g)(l)(u) and 7):				
7100	Total interest income	748	-	733	-
7010	Other income	14,548	2	20,931	2
7020	Other gains and losses, net	(6,338)	(1)	2,984	-
7050	Finance costs, net	(12,135)	(1)	(13,317)	(1)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (note 6(f))	62,733	7	94,298	10
	Total non-operating income and expenses	59,556	7	105,629	11
7900	Profit from continuing operations before tax	27,254	4	121,948	13
7950	Less: Income tax expenses (note 6(o))	1,606		1,690	
	Profit	25,648	4	120,258	13
8300	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss	5			
8311	Gains (losses) on remeasurements of defined benefit plans (note 6(n))	877	-	360	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income (note 6(p))	2,521	-	(134,814)	(14)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss				
	Components of other comprehensive income that will not be reclassified to profit or loss	3,398		(134,454)	_(14)
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	28,571	3	(6,583)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss				
	Components of other comprehensive income that will be reclassified to profit or loss	28,571	3	(6,583)	<u>(1</u> )
8300	Other comprehensive income (loss)	31,969	3	(141,037)	(15)
8500	Total comprehensive income (loss)	\$ 57,617		(20,779)	<u>(2</u> )
	Earnings per share (note 6(r))				
9750	Basic earnings per share	\$	0.20		0.95
9850	Diluted earnings per share	\$	0.19		0.91

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
EDISON OPTO CORPORATION

Statements of Changes in Equity
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollar)

					,	Ţ	Total other equity interest			
		'		Retained earnings		Evolundo	Unrealized gains			
	Ordinary	Canital			Retained earnings	differences on translation of foreion financial	(losses) on financial assets measured at fair value through other	Employees	Treasury	
Balance at January 1, 2021	shares 1,225,564	surplus 1,553,577	Legal reserve	Special reserve	retained earnings)	statements (177,025)	comprehensive income (17,426)	unrealized reward (6,378)	shares (61,902)	Total equity 2,564,821
Appropriation and distribution of retained earnings: Legal reserve appropriated	,		4,841	,	(4,841)		1	,	,	,
Cash dividends of ordinary share		,	- 4 0 41		(40,000)		,			(40,000)
- Mariana			4,841		(44,841)					(40,000)
Other commelensive income					360	(6 583)	(134 814)			(141 037)
Total comprehensive income		,	,		120,618	(6,583)				(20,779)
Other changes in capital surplus:  Due to recognition of equity component of convertible	,	31,990	,	,		1	,	,	,	31,990
bonds issued Conversion of convertible bonds	63,383	47,381			,		,	•	,	110,764
Acquisition of company's share by subsidiaries recognized as treasury share	1				ı			ı	2,854	2,854
Adjustments of capital surplus for company's cash dividends received by subsidiaries		159			,				,	159
Difference between consideration and carrying amount of subsidiaries acquired or disposed	,	78	,	,		,	,		,	78
Changes in ownership interests in subsidiaries	- (330)	(13,998)		1 1	i i	1 1		- 5 001	1 1	(13,998)
Balance at December 31, 2021	1,288,617	1,619,038	4,841		124,188	(183,608)	(152,240)	(1,377)	(59,048)	2,640,411
Appropriation and distribution of retained earnings: Legal reserve appropriated	,	,	12,062				1	,	,	,
Special reserve appropriated			12.062	112,126	(112,126)					
Net income		,								25,648
Other comprehensive income					877	28,571	2,521			31,969
Total comprehensive income Other changes in capital surplus:	,	,	,		26,525	28,571	2,521		,	57,617
Changes of associates and joint ventures accounted for	•	292	•			•	•	1	•	292
using the equity method Stocks dividends from surplus	65,000	(65,000)	,	,	ı	,	,		,	,
Cash dividends from capital surplus		(35,000)	,						•	(35,000)
Purchase of treasury share Acquisition of company's share by subsidiaries recognized	1				ı		1	1	(24,847)	(24,847)
as treasury share	1	,	,		ı	,	,	ı	(2,521)	(2,521)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	,	139			ı		•			139
Share-based payments	-				•			994	,	994
Expiration of restricted employee stocks  Disposal of equity instruments at fair value through other	(264)				(149,719)		- 149,719	- 383		
comprehensive income or loss  Balance at December 31, 2022	1,353,353	1,519,350	16,903	112,126	(123,194)	(155,037)		,	(86,416)	2,637,085

See accompanying notes to consolidated financial statements.

# (English Translation of Parent Company Only Financial Statements Originally Issued in Chinese) ${\bf EDISON\ OPTO\ CORPORATION}$

#### **Statements of Cash Flows**

#### For the years ended December 31,2022 and 2021

(Expressed in Thousands of New Taiwan Dollar)

		2022	2021
Cash flows from (used in) operating activities: Profit before tax	\$	27,254	121,948
Adjustments:	Φ	21,234	121,946
Adjustments to reconcile profit (loss):			
Depreciation expense		32,032	22,458
Amortization expense		48	169
Expected credit loss (reversal)		907	(361)
Net loss (gain) on financial assets at fair value through profit or loss		558	(1,002)
Interest expense		12,135	13,317
Interest income		(748)	(733)
Share-based payments		994	4,522
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method		(62,733)	(94,298)
Gain on disposal of property, plant and equipment		(3,553)	(7,567
Gain on disposal of other assets		-	(3)
Unrealized profit from sales		4,350	6,213
Realized profit on from sales		(6,213)	(5,632
Total adjustments to reconcile profit (loss)		(22,223)	(62,917
Changes in operating assets and liabilities:			
Notes receivable		(1,910)	(3,738)
Accounts receivable		(8,044)	(18,050)
Accounts receivable due from related parties		(4,020)	39,914
Other receivable		382	1,046
Inventories		(24,136)	(24,141)
Prepayments		8,485	1,069
Other current assets		10	(14,917)
Notes payable		(17)	(652)
Accounts payable		(10,009)	(635)
Accounts payable to related parties		(42,255) 950	81,269
Other payable Other current liabilities		(10,850)	10,232 10,388
Net defined benefit liability		566	488
Total changes in operating assets and liabilities		(90,848)	82,273
Cash flows from (used in) operations		(85,817)	141,304
Interest received		784	670
Interest paid		(5,272)	(5,025)
Income taxes refund (paid)		(39)	(2,897)
Net cash flows from (used in) operating activities		(90,344)	134,052
Cash flows from (used in) investing activities:	-		, , , , , , , , , , , , , , , , , , , ,
Acquisition of financial assets at fair value through profit or loss		-	(8,305)
Proceeds from disposal of financial assets at fair value through profit or loss		-	9,307
Acquisition of investments accounted for using equity method		-	(46,600)
Proceeds from capital reduction of investments accounted for using equity method		273,600	-
Acquisition of property, plant and equipment		(29,316)	(434,022)
Proceeds from disposal of property, plant and equipment		10	10
Increase in refundable deposits		(122)	-
Decrease in restricted deposits		32,234	-
Increase in restricted deposits		-	(23)
Increase in other non-current assets		-	(29,302)
Increase in prepayments for business facilities		-	(122)
Dividends received		22,000	22,300
Net cash flows from (used in) investing activities		298,406	(486,757
Cash flows from (used in) financing activities:			
Increase in short-term loans		154,280	1,038,492
Decrease in short-term loans		(159,355)	(1,312,020)
Proceeds from issuing bonds		-	297,503
Proceeds from long-term debt		-	321,600
Repayments of long-term debt		(16,080)	(14,740
Increase (decrease) in guarantee deposits received		2	(12
Payment of lease liabilities		(4,301)	(3,303
Cash dividends paid		(35,000)	(40,000
Payments to acquire treasury shares		(24,847)	
Net cash flows from (used in) financing activities		(85,301)	287,520
Effect of exchange rate changes on cash and cash equivalents		(2,704)	2,228
Net increase (decrease) in cash and cash equivalents		120,057	(62,957)
Cash and cash equivalents at beginning of period		338,165	401,122
Cash and cash equivalents at end of period	<u> </u>	458,222	338,165

#### **Representation Letter**

The entities that are required to be included in the combined financial statements of EDISON OPTO CORPORATION as of and for the year ended December 31, 2022 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 ,"Consolidated Financial Statements." endored by the Financial Supervisory Commission of the Republic of China. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, EDISON OPTO CORPORATION and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: EDISON OPTO CORPORATION

Chairman: Jason Wu Date: March 9, 2023



#### 安侯建業群合會計師事務的 KPMG

台北市110615信義路5段7號68樓(台北101大樓) 68F., TAIPEI 101 TOWER, No. 7, Sec. 5, Xinyi Road, Taipei City 110615, Taiwan (R.O.C.) 電話 Tel + 886 2 8101 6666 傳 真 Fax + 886 2 8101 6667 網 址 Web kpmg.com/tw

Independent Auditors' Report

To the Board of Directors of Edison Opto Corporation:

#### **Opinion**

We have audited the consolidated financial statements of Edison Opto Corporation and its subsidiaries ("the Edison Group"), which comprise the consolidated statement of financial position as of December 31, 2022 and 2021, and the consolidated statement of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Edison Opto Corporation and subsidiaries as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2022 and 2021 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key auditor matters that, in our professional judgment, should be communicated are as follows:



#### 1. Impairment evaluation of accounts receivable

Please refer to Note 4(g) "Financial instruments", Note 5(b) "Significant accounting assumptions and judgments, and major sources of estimation uncertainty", and Note 6(c) "Notes and accounts receivable".

For the year ended December 31, 2022, the accounts receivable accounted for 11% of the total assets are material to the financial statements. In addition, the provision of bad debt allowance is a subject to the management's judgment. Therefore, it has been identified as a key audit matter.

Our principal audit procedures included:

- Assess the impairment of accounts receivable and whether the impairment has been modified by policy.
- Examine the aging analysis table, analyze the reason of overdue collection and the situation of subsequent collection.
- Evaluate the adequacy of impairment on the financial report date Edison Opto Corporation and subsidiaries.

#### 2. Revenue recognition

Please refer to Note 4(m) Revenue from contracts with customers, and Note 6(u) "Revenue".

The major business activities of Edison Opto Corporation and subsidiaries are manufacturing, selling, research and development of LED components, modules and products. Operating Revenue is the main indicator for the management of Edison Group and investor to evaluate the financial and business performance of Edison Group. Therefore, it has been identified as a key audit matter.

Our principal audit procedures included:

- Evaluate the Group's accounting policy of revenue recognition.
- Test the design and implementation of internal controls related with revenue recognition.
- A sample of the whole year is selected, and the income transaction records and various vouchers are checked to confirm that the operating income is recognized.
- Analyzing the change in sales revenue from top ten clients and examining significant contracts to assess whether there are significant exceptions.
- Choose the period between the financial reporting, then examine the recognition of income transactions and vouchers cover for the appropriate period.

#### **Other Matter**

Edison Opto Corporation has prepared its parent-company-only financial report for the year 2022 and 2021, on which we have issued an unmodified opinion.



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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Edison Opto Corporation's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

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



6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Edison Opto Corporation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are HENG-SHEN LIN and PEI-CHI CHEN.

**KPMG** 

Taipei, Taiwan (Republic of China) March 9, 2023

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the 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.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

# (English Translation of Consolidated Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION AND SUBSIDIARIES

# Consolidated Balance Sheets December 31, 2022 and 2021

	Dollars)
December 31, 2022 and 2021	(Expressed in Thousands of New Taiwan Dollars
r 31, 202	ands of
ecempe	n Thous
	(Expressed i

December 31, 2022         December 31, 2021           Amount         %         Amount         %		2 214,456	9	127,078 3 111,795 3	10,050 1 14,77 = 12,791 = 16,117 = 17,717	16,080 -	38.457	13 7		4	7 29	3,008 - 2,460 - 1,752 1 25,173 1		13 5	1,050,757 $26$ $1,262,690$ $31$	s)(t));	1 353 35 1 288 617 32	41 1.619.038	4,841	3	(123,194) (3) 124,188	(155,037) (4) (183,608)	ue tnrougn otner (152,240) (4)	(1,377)	(2) (59,048)	2,637,085 70 2,640,411 65 145,414 4 143,652 4	700,011	$\frac{2.782.499}{\$} \frac{74}{3.833.256} \frac{100}{100} \frac{4.046,753}{4.046,753} \frac{100}{100}$
Liabilities and Equity	21xx Current liabilities:	2100 Short-term borrowings (notes 6(l) and 8)		2200 Other payables (note $6(w)$ )	2250 Current day Habilities (note 6(0))				25xx Non-Current liabilities:			25/0 Deterred tax habilities (note 6(r)) 2580 Non-current lease lightlifies (note 6(c))			Total liabilities	31xx Equity attributable to owners of parent (notes $6(c)(s)(t)$ ):	Share capital: 3110 Ordinary share						5420 Unrealized gains (10ss) on financial assets at fair value through other comprehensive income	3491 Other equity, unearned compensation	3500 Treasury shares	Total equity attributable to owners of parent		Total equity Total liabilities and equity
December 31, 2021 Amount %		1,176,003 29	1,582 -	444,266 11	316.107 8		127,268 3	2,154,583 53		į	5/4		8,720 -	1,666,064 41	67,117 2	4,559 - 60.488 1	22,335	1	1,892,170 47									4,046,753 100
December 31, 2022 Amount		1,154,337 30		451,024 11	297.723 8		- 298	43 51		`	- 16 153		-	2 44	6 1	. 2	7 1	5	3 49									3,833,256 100
		S		4	29	65	23,367	1,977,443			16	r, 1	8,711	1,671,722	55,496	2,793	29,327	25,865	1,855,813									3,83
Assets	Current assets:	Cash and cash equivalents (note 6(a))	Current financial assets at fair value through profit or loss (note 6(b))	Accounts and notes receivable, net (notes b(e)(v)) Other receivables (notes 6(f) and 0)	26		assets (note 8)		Non-current assets:	it financial assets at fair value through profit or loss (notes	6(b)(n))  Non automobile financial econts of fixin value through other commendative		Non-current financial assets at amortized cost (note 6(d)) 8,7	(notes 6(j), 8 and 9) 1,6	sts (note 6(k))	Intangible assets 2,79 Deferred ax assets (note 6(r)) 59 43	lities	Other non-current assets, others (notes 8 and 9)	Total non-current assets 1,855,813									Total assets S 3,8.

# (English Translation of Consolidated Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION AND SUBSIDIARIES

#### **Consolidated Statements of Comprehensive Income**

#### For the years ended December 31, 2022 and 2021

#### (Expressed in Thousands of New Taiwan Dollars Except Earnings Per Share)

Post			2022		2021	
From the profit of t			Amount	%	Amount	%
Gross profit from operations         Questing expenses (notes (e)f(x)(x)(q)(q)(w)):         1         2         3         3         2         2         2         2         2         2         2         2         2         2         2         1         2         2         1         3         4         4         4         4         4         4         4         4         4         4         4         4         4         4         4         4         4         4	4000	Operating revenue (notes $6(g)(j)(k)(r)$ )	\$ 1,841,983	100	2,105,864	100
Position    5000	Operating costs (notes $6(g)(j)(k)(r)$ )	1,379,419	75	1,595,656	76	
6106         Selling expenses         124,876         ₹7         103,384         5           6200         Administrative expenses         173,715         \$0         160,495         ₹           640         Expected impairment loss (reversed)         63,53         ≥         160,095         ≥           670         Yes operating income and expenses         413,00         ≥         150,000         ≥           670         Other jam in and loses         15,000         15,000         ≥         10,103,00         ≥           702         Other jam and loses         2,748         ≥         10,103,00         ≥           702         Other jam and loses         2,749         ≥         10,103,00         ≥           702         Other jam and loses         2,749         ≥         1,103,00         ≥         1         1,103,00         ≥         1         1,103,00         ≥         1         1,103,00         ≥         1         1         1,102,00         ≥         1         1,102,00         ≥         1         1,102,00         ≥         1         1,102,00         ≥         1,102,00         ≥         1,102,00         ≥         1,102,00         ≥         1,102,00         ≥         1,102,00		Gross profit from operations	462,564	25	510,208	24
6200         Administrative expenses         173,715         9         104,005         7           6300         Research and development expenses         115,009         2         101,005         3         3         2         30,013         1           6400         Potenting income         43,00         2         30,013         2         30,013         2           7500         Potenting income         43,00         2         30,013         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         30,00         2         10,00         1         40,00         1         40,00         1         40,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1         10,00         1		Operating expenses (notes $6(e)(j)(k)(o)(q)(t)(w)$ ):				
650         Research and development peagres         61,000         7           650         Expected impairment loss (reversed)         62,36         2         20,000         7           670         Not operating jecense         4,000         2.2         2,000         7           700         Properting income         1,000         1,000         1,000         1         4,000         2           700         Other income         1,000         1,	6100	Selling expenses	124,876	7	103,834	5
Expected impairment loss (reversed)   1	6200	Administrative expenses	173,715	9	160,495	7
Total operating iccome	6300	Research and development expenses	115,059	6	101,865	5
Non-operating income and expenses (notes 6f)(m)(n)(o)(p)(x)):         4,10         1,10	6450	Expected impairment loss (reversed)	5,353		(6,059)	
Transport   Tra						<u>17</u>
Interest income	6900		43,561	3	150,073	7
7010         Other income         12,881         1         9,535         7           7020         Other gain and loses         (2,774)         (1)         (11,303)         -           7020         Finance coars         (17,188)         (1)         (11,303)         -           7030         Share of profit (loss) of associates and joint ventures accounted for using the equity method (note 6(c))         (15,328)         -         -         (7,090)         -           7030         Profit from continuing operations before tax         50,4943         3         12,282         - <td></td> <td>• • • • • • • • • • • • • • • • • • • •</td> <td></td> <td></td> <td></td> <td></td>		• • • • • • • • • • • • • • • • • • • •				
7000         Other gain and losses         (2,774)         (1)         (11,303)         1           7050         Finance costs         (17,1183)         (1)         (19,495)         (1)           7060         Pisnace costs         (17,183)         (1)         (19,495)         (1)           7070         Poster of profit (loss) of associates and joint ventures accounted for using the equity method (note 6(c))         7,382         2.         7,7000         2           7070         Poster for continuing operations before tax         30,943         3         142,981         7           7070         Less: Income tax expenses (note 6(f))         17,100         1         15,252         127,745         1           870         Other comprehensive income         8         1         2         127,745         1           810         Gains (losses) on remeasurements of defined benefit plans         8         7         3         16         1						1
Finance cost   Clipsop						-
Share of profit (loss) of associates and joint ventures accounted for using the equity method (note 6(c)   1,000   1						-
Total non-operating income and expenses         7,382          17,000         1         2         1         <					(19,945)	(1)
Profit from continuing operations before tax         For fire the continuing operations before tax         50,48         3         142,981         7           7950         Less: Income tax expenses (note 6(r)) profit         17,100         3         15,236         1           7850         Chemother comprehensive income         33,843         2         127,745         6           8310         Chemopeneuts of other comprehensive income that will not be reclassified to profit or loss         877         5         360         1           8311         Gains (losses) on remeasurements of defined benefit plans         877         5         360         1           8312         Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income (note 6(c))         2         2,221         134,814         7           840         Unrealized gains (losses) from investments in equity instruments measured at fair value through other         2,252         134,814         7           851         Unrealized gains (losses) from investments in equity instruments measured at fair value throughouther comprehensive income (loss)         2         17,841         7           850         Exchange differences on translation of foreign financial statements         3         3,361         2         17,841         2           850 <t< td=""><td>7060</td><td></td><td></td><td></td><td></td><td></td></t<>	7060					
Profit	<b>2</b> 000					
Frofit         3.38.4         2.         127.745         6           830         Other comprehensive income:         8.00         Components of other comprehensive income that will not be reclassified to profit or loss         8.70         3.70         3.00         2.50         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.00         3.0			,			
Note   Components of other comprehensive income that will not be reclassified to profit or loss   Saria   Components of other comprehensive income that will not be reclassified to profit or loss   Saria   Components of other comprehensive income (note 6(c))   Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss   Saria   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Saria   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Saria   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Saria   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Saria   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components   Components of other comprehensive income that will be reclassified to profit or loss   Saria   Components   Components of other comprehensive income (loss)   Components of other comprehensive income (loss)   Components   Components	7950	•				
			33,843		127,745	
Sain (losses) on remeasurements of defined benefit plans   Clinical profit of the comprehensive income (note 6(c))   Components of other comprehensive income that will not be reclassified to profit or loss   Components of ther comprehensive income (loss) that will be reclassified to profit or loss   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Components of other comprehensive income (loss) that will be reclassified to profit or loss   Components of other comprehensive income that will be reclassified to profit or loss   Components of other comprehensive income that will be reclassified to profit or loss   Components of other comprehensive income that will be reclassified to profit or loss   Components of other comprehensive income that will be reclassified to profit or loss   Components of other comprehensive income that will be reclassified to profit or loss   Components of other comprehensive income (loss)   Components of other compr						
		·				
Comprehensive income (note 6(c))		•	877	-	360	-
Sample   S			2,521	-	(134,814)	(7)
Components of other comprehensive income (loss) that will be reclassified to profit or loss	0349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	2 200		(124.454)	
Income tax related to components of other comprehensive income that will be reclassified to profit or loss   33,610   2   (7,841)   - (7	8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss		<u> </u>	(134,434)	(/)
Components of other comprehensive income that will be reclassified to profit or loss   33,610   2   (7,841)   - 7,0851   3   (142,295)   (7,841)   3   (142,295)   (7,841)   3		Exchange differences on translation of foreign financial statements	33,610	2	(7,841)	-
State   Components of other comprehensive income (loss)   37,008   2   (142,295   7)   (1985)   (198	8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss				
8500         Total comprehensive income (loss)         70,851         4         (14,550)         (1)           Profit (loss), attributable to:           8610         Attributable to owners of parent         25,648         1         120,258         6           8620         Attributable to non-controlling interests         8,195         1         7,487         -           Comprehensive income (loss) attributable to:           8710         Attributable to owners of parent         57,617         3         (20,779)         (1)           8720         Attributable to non-controlling interests         13,234         1         6,229         -           8720         Attributable to non-controlling interests         13,234         1         6,229         -           Earnings per share (note 6(u))           9750         Basic earnings per share         \$         0.20         0.95		Components of other comprehensive income that will be reclassified to profit or loss	33,610	2	(7,841)	
Profit (loss), attributable to:           8610         Attributable to owners of parent         25,648         1         120,258         6           8620         Attributable to non-controlling interests         8,195         1         7,487         -           Comprehensive income (loss) attributable to:           8710         Attributable to owners of parent         57,617         3         (20,779)         (1)           8720         Attributable to non-controlling interests         13,234         1         6,229         -           8720         Attributable to non-controlling interests         13,234         1         6,229         -           Earnings per share (note 6(u))           9750         Basic earnings per share         \$         0.20         0.95	8300	Other comprehensive income (loss)	37,008	2	(142,295)	<u>(7</u> )
8610       Attributable to owners of parent       25,648       1       120,258       6         8620       Attributable to non-controlling interests       8,195       1       7,487       -         Comprehensive income (loss) attributable to:         8710       Attributable to owners of parent       57,617       3       (20,779)       (1)         8720       Attributable to non-controlling interests       13,234       1       6,229       -         8720       Attributable to non-controlling interests       70,851       4       (14,550)       (1)         Earnings per share (note 6(u))         9750       Basic earnings per share       9.020       0.95	8500	Total comprehensive income (loss)	70,851	4	(14,550)	<u>(1</u> )
8620       Attributable to non-controlling interests       8,195       1       7,487       -         Comprehensive income (loss) attributable to:         8710       Attributable to owners of parent       57,617       3       (20,779)       (1)         8720       Attributable to non-controlling interests       13,234       1       6,229       -         8720       70,881       4       (14,550)       (1)         Earnings per share (note 6(u))         9750       Basic earnings per share       \$       0.20       0.95		Profit (loss), attributable to:				
8620       Attributable to non-controlling interests       8,195       1       7,487       -         Comprehensive income (loss) attributable to:         8710       Attributable to owners of parent       57,617       3       (20,779)       (1)         8720       Attributable to non-controlling interests       13,234       1       6,229       -         8720       70,881       4       (14,550)       (1)         Earnings per share (note 6(u))         9750       Basic earnings per share       \$       0.20       0.95	8610	Attributable to owners of parent	25,648	1	120,258	6
Comprehensive income (loss) attributable to:   8710	8620		8,195	1	7,487	
8710       Attributable to owners of parent       57,617       3       (20,779)       (1)         8720       Attributable to non-controlling interests       13,234       1       6,229       -         \$ 70,851       4       (14,550)       (1)         Earnings per share (note 6(u))         9750       Basic earnings per share       \$ 0.20       0.95			33,843	2	127,745	6
8720         Attributable to non-controlling interests         13,234         1         6,229         -           \$ 70,851         4         (14,550)         (1)           Earnings per share (note 6(u))           9750         Basic earnings per share         \$ 0.20         0.95		Comprehensive income (loss) attributable to:				
S   70,851   4   (14,550)   (1)	8710	Attributable to owners of parent	57,617	3	(20,779)	(1)
Earnings per share (note 6(u))           9750         Basic earnings per share         \$	8720	Attributable to non-controlling interests	13,234	1	6,229	
9750 Basic earnings per share \$			\$ 70,851	4	(14,550)	<u>(1</u> )
		Earnings per share (note 6(u))		_		_
9850 <b>Diluted earnings per share</b>	9750	Basic earnings per share	\$	0.20		0.95
	9850	Diluted earnings per share	\$	0.19		0.91

(English Translation of Consolidated Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

Equity attributable to owners of parent

			×	Retained earnings	Sā		Other equity					
		ı			ia		Unrealized					
							gains (losses) on					
						Exchange differences on	measured at fair			Totalequity		
	Ordinary	Capital	Legal	Special	Unappropriated retained	translation of foreign financial	other comprehensive	Employees unrealized	Treasury	attributable to owners of	Non-controlling	
Ralance at January 1 2021	shares \$ 1225 564	surplus 1 553 577	reserve	reserve	earnings 48 411	statements	income (17 426)	reward (6.3.78)	shares (61 902)	2 564 821	interests 88 841	10tal equity 2 653 662
Appropriation and distribution of retained earnings:	1,440,	1,0,000,1			11,64	(1),020)	(1),120)	(8/6/6)	(01,002)	2,504,02,1	110,00	2,003,002
Legal reserve appropriated	,	ı	4,841	,	(4,841)	1		1	1		1	
Cash dividends of ordinary share			1 0 41		(40,000)					(40,000)		(40,000)
Not income			1,041		120.051					120.258	7 407	127 745
Other commendancing income					360	(283)	(134.814)			0.770	(1,750)	(142,745)
Total commehensive income					120 618	(6,583)	(134,814)			(20,141)	(867,1)	(142,293)
Other changes in capital surplus:						(2026)	10000					(22%)
Due to recognition of equity component of convertible bonds issued	,	31,990	,	,	,	,	,	,	,	31,990	,	31,990
Conversion of convertible bonds	63,383	47,381	,	,		,	,	,	,	110,764	,	110,764
Acquisition of company's share by subsidiaries recognized as treasury	,	1						•	2,854	2,854		2,854
share Adjustments of capital surplus for company's cash dividends received by		159								159	ı	159
subsidiaries		100								100	(0) 5 40)	(0.00)
Difference between consideration and carrying amount of subsidiaries		0/								0/	(2,246)	(7,4/0)
adquated of disposed Changes in cubeidiaries	,	(13 008)	i	,	,	ı	,	,	,	(13 008)	51 130	37 132
Charges in Ownership interests in substitutions. Share-based payments	(330)	(12,238)						5 001		4 522		4 522
Balance at December 31, 2021	1.288.617	1.619.038	4 841		124.188	(183,608)	(152.240)	(1.377)	(59.048)	2,640,411	143.652	2.784.063
Appropriation and distribution of retained earnings:							(	( ( . )				
Legal reserve appropriated	,	,	12,062	,	(12,062)			,	,			
Special reserve appropriated			1	112,126	(112,126)							
			12,062	112,126	(124,188)							
Net income		,	,	,	25,648					25,648	8,195	33,843
Other comprehensive income					1/8	1/6,87	2,521			31,969	5,039	3 /,008
Total comprehensive income					70,525	7,2,2/1	175,7			7,10,7	13,234	/0,851
Other changes in capital surplus.  Changes of associates and joint ventures accounted for using the equity method	ı	292	ı	,	ı		,	,	ı	292		292
Stock dividends from capital surplus	000 59	(000)									,	
Goth dividends from conital surplus	000,00	(35,000)								(35,000)		(35,000)
Durchage of freezing charac		(000,00)							(74 847)	(23,888)		(23,883)
Acquisition of company's share by subsidiaries recognized as treasury									(2,521)	(2,521)		(2,521)
share												
Adjustments of capital surplus for company's cash dividends received by subsidiaries		139			ı					139	ı	139
Changes in non-controlling interests		,	,	,	,	,		,	,		(11,472)	(11,472)
Share-based payments	,	,	,	,	,	,		994	,	994	,	994
Expiration of restricted employee stocks  Disposal of equity instruments at fair value through other comprehensive	(264)	(119)			(149,719)		149.719	383			1 1	
income or loss												
Balance at December 31, 2022	\$ 1,353,353	1,519,350	16,903	112,126	(123,194)	(155,037)			(86,416)	2,637,085	145,414	2,782,499

See accompanying notes to consolidated financial statements.

## (English Translation of Consolidated Financial Statements Originally Issued in Chinese) EDISON OPTO CORPORATION AND SUBSIDIARIES

#### **Consolidated Statements of Cash Flows**

#### For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Adjustments to reconcile profit (loss):   Depreciation expense	
Adjustments   Adjustments to reconcile profit (loss):   Depreciation expense   130,170   12   12   15   15   15   15   15   15	12 001
Adjustments to reconcile profit (loss):	12,981
Depreciation expense	
Amortization expense	21,970
Expect impairment loss (reversed)	2,344
Net loss (gain) on financial assets at fair value through profit or loss         2,688           Interest expense         17,183         1           Interest income         (15,040)         (0           Share-based payments         994           Share olloss of associates and joint ventures accounted for using the equity method         582         -           Class (gain) on disposal of property, plant and equipment         2,406         -           Gain on disposal of investments         857         -           Total adjustments to recordle profit         147,343         1           Changes in operating assets and liabilities         3,365         (0           Other receivable         3,365         (0           Other receivables         4,554         (0           Inventories         19,768         (1           Other receivables         (5,711)         (6           Other operating assets         (6,711)         (6           Other operating assets         (6,711)         (6           Other operating assets         (7,649)         (5           Other payable         (7,649)         (5           Other payable         (7,159)         (6           Other current liabilities         (7,150)         (7	(6,059)
Interest expense	(6,295)
Interest income	19,945
Share of loss of associates and joint ventures accounted for using the equity method         582         -         -         2,406         -	14,621)
Loss (gain) on disposal of property, plant and equipment   Gain on disposal of other assets   Sept.	4,522
Gain on disposal of other assets         857	
Loss on disposal of investments   147,343   11   11   147,345	(2,972)
Total adjustments to reconcile profit         1 147,343         1 1           Changes in operating assets and liabilities:         3,365         (1           Accounts and notes receivable         3,365         (1           Inventories         18,384         (6           Prepayments         19,768         (1           Other current assets         (6,571)         (5           Other operating assets         (74,694)         (5           Accounts and notes payable         (74,694)         (5           Other payable         (9,716)         (7           Other defined benefit liability         56         (7           Total changes in operating assets and liabilities         (28,822)         (1           Interest received         16,946         1           Interest received         110,320         (1           Interest received         11,528         (1           Interest received         11,528         (1           Interest received         11,528         (1           Interest received         11,524         1           Interest received         (11,558)         (1           Receash flows from operating activities         (71,555)         (2           Set ash flows from opera	(22)
Changes in operating assets and liabilities:         3,365         0.0           Accounts and notes receivable         3,365         0.0           Other receivables         18,384         0.5           Inventories         19,768         0.0           Other current assets         (6,571)         0.0           Other operating assets         427         427           Accounts and notes payable         (74,694)         0.5           Other current liabilities         (9,716)         1           Net defined benefit liability         566         1           Total changes in operating assets and liabilities         (28,822)         (1)           Cash inflow generated from (used in) operations         169,464         14           Interest received         11,524         1           Interest received in investing activities         (11,558)         0           Acquisition of financial assets at fair value through profit or loss         (11,558)         0           Net cash flows from operating activities         2,207         5           Acquisition of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of investments	
Accounts and notes receivable         3,365         (1)           Other receivables         4,554         (5)           Inventories         18,834         (6)           Prepayments         19,768         (1)           Other current assets         (6,571)         (5)           Other operating assets         427         427           Accounts and notes payable         (74,694)         (2)           Other payable         15,095         (716)         1           Other current liabilities         66         76         76         1           Net defined benefit liability         566         6         1<	18,812
Other receivables         4,554         1           Inventories         18,384         6           Prepayments         19,768         0           Other current assets         (6,571)         6           Other operating assets         427         427           Accounts and notes payable         (74,694)         05           Other payable         15,095         1           Other current liabilities         (9,716)         1           Net defined benefit liability         566         6           Total changes in operating assets and liabilities         169,464         14           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Interest received         11,558         0           Interest paid         (10,320)         0           Income taxes         11,558         0           Net cash flows from operating activities         162,827         12           Cash inflows from (used in) investing activities         7,155         0           Acquisition of financial assets at fair value through profit or loss         2,207         5           Acquisition of financial assets at fair value through profit or loss         2,207<	
Inventories	13,579)
Prepayments         19,768         0           Other current assets         (6,571)         0           Other operating assets         427         427           Accounts and notes payable         (74,694)         (5           Other payable         15,095         (9,716)         1           Other current liabilities         56         6           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Interest received in investing activities         (11,558)         (1           Receive the cash flows from operating activities         (11,558)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities         (7,155)         (5           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Acquisition of investing activities         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and	(4,006)
Other current assets         (6,571)           Other operating assets         427           Accounts and notes payable         (74,694)         (5           Other payable         15,095           Other current liabilities         (9,716)         1           Net defined benefit liability         566         566           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities         -         4           Acquisition of financial assets at anortized cost         -         4           Acquisition of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (4           Proceeds from disposal of property, plant and equipment         (63,759)         (4	50,585)
Other operating assets         427           Accounts and notes payable         (74,694)         (5           Other payable         15,095         (6           Other current liabilities         (9,716)         1           Net defined benefit liability         566         566           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operatings         169,464         1           Interest received         15,241         1           Interest paid         (10,320)         (1           Net cash flows from operating activities         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities         162,827         12           Cash flows from financial assets at amortized cost         -         6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         2           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46	14,161)
Accounts and notes payable         (74,694)         (26)           Other payable         15,095         15,095           Other current liabilities         (9,716)         1           Net defined benefit liability         566	61
Other payable         15,095           Other current liabilities         (9,716)           Net defined benefit liability         56           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Increst paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         16,827         1           Cash flows from (used in) investing activities         -         6           Acquisition of financial assets at a mortized cost         -         6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         (2,031)         (6           Decrease (increase) in refundable deposits         (2,031)         (6           Acquisi	(37)
Other current liabilities         (9,716)         1           Net defined benefit liability         566         1           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         1           Cash flows from (used in) investing activities         4         1           Acquisition of financial assets at amortized cost         -         6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         4,062           Decrease (increase) in refundable deposits         2,031         6           Acquisition of intangible assets         (294)         6           Increase in intertincted deposits         (2,339)         -           Decrease (increase) in other non-current assets         17,246 <th< td=""><td>54,293)</td></th<>	54,293)
Net defined benefit liability         566           Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest paid         15,241         15,241         1           Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities	4,685
Total changes in operating assets and liabilities         (28,822)         (11           Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities:         -         6           Acquisition of financial assets at amortized cost         -         6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         4,062         -           Proceeds from disposal of property, plant and equipment         4,062         -           Acquisition of intangible assets         (294)         -           Acquisition of intangible assets         (2,339)         -           Decrease (increase) in refundable deposits         (2,339)         -           Decrease (increase) in other non-current assets<	12,650
Cash inflow generated from (used in) operations         169,464         14           Interest received         15,241         1           Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities:           Acquisition of financial assets at amortized cost         -         (7,155)         (5           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         -           Pecrease (increase) in refundable deposits         2,031         6           Acquisition of intangible assets         (2,339)         -           Increase in other financial assets         (2,339)         -           Decrease (increase) in retricted deposits         117,246         -           Decrease (increase) in other	488 18,777
Interest received         15,241         1           Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities:         162,827         12           Acquisition of financial assets at amortized cost         -         (7,155)         (5           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         2           Decrease (increase) in refundable deposits         2,031         6           Acquisition of intangible assets         (294)         6           Increase in other financial assets         (2,339)         -           Decrease (increase) in refundable deposits         117,246         1           Decrease (increase) in other non-current assets         4,315         (3           Decrease (increase) in	43,016
Interest paid         (10,320)         (1           Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities         8         12,827         12           Acquisition of financial assets at amortized cost         -         (7,155)         (5           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         2           Decrease (increase) in refundable deposits         2,031         6           Acquisition of intangible assets         (294)         6           Increase in other financial assets         (2,339)         -           Decrease (increase) in refundable deposits         117,246         117,246           Decrease (increase) in other non-current assets         4,315         6           Decrease (increase) in other non-current assets         (28,077)         (2 <td>14,226</td>	14,226
Income taxes         (11,558)         (1           Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities:           Acquisition of financial assets at amortized cost         -         (6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         -           Decrease (increase) in refundable deposits         2,031         6           Acquisition of intangible assets         (2,331)         6           Increase in other financial assets         (2,339)         -           Decrease (increase) in other non-current assets         (3,315)         (3           Decrease (increase) in other non-current assets         4,315         (3           Increase in prepayments for business facilities         (28,077)         (2           Net cash flows from (used in) investing activities         24,637         (5)	11,705
Net cash flows from operating activities         162,827         12           Cash flows from (used in) investing activities:         312         12           Acquisition of financial assets at amortized cost         -         6           Acquisition of financial assets at fair value through profit or loss         (7,155)         (5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         -           Decrease (increase) in refundable deposits         2,031         -           Acquisition of intangible assets         (294)         -           Increase in other financial assets         (2,339)         -           Decrease (increase) in other non-current assets         4,315         (3           Decrease (increase) in other non-current assets         4,315         (3           Increase in prepayments for business facilities         (28,077)         (2           Net cash flows from (used in) investing activities         24,637         (5)	18,539
Cash flows from (used in) investing activities:           Acquisition of financial assets at amortized cost         -         (7,155)         (5           Acquisition of financial assets at fair value through profit or loss         2,207         5           Proceeds from disposal of financial assets at fair value through profit or loss         2,207         5           Acquisition of investments accounted for using the equity method         (3,600)         -           Acquisition of property, plant and equipment         (63,759)         (46           Proceeds from disposal of property, plant and equipment         4,062         -           Decrease (increase) in refundable deposits         2,031         -           Acquisition of intangible assets         (294)         -           Increase in other financial assets         (2,339)         -           Decrease (increase) in other non-current assets         117,246           Decrease (increase) in other non-current assets         4,315         (3           Increase in prepayments for business facilities         (28,077)         (2           Net cash flows from (used in) investing activities         24,637         (5)	26,998
Acquisition of financial assets at amortized cost  Acquisition of financial assets at fair value through profit or loss Proceeds from disposal of financial assets at fair value through profit or loss Acquisition of investments accounted for using the equity method Acquisition of property, plant and equipment (63,759) Proceeds from disposal of property, plant and equipment Acquisition of interposal of property, plant and equipment Acquisition of interposal of property, plant and equipment Acquisition of intengible assets Acquisition of intangible assets Increase in other financial assets C294) Decrease in restricted deposits Increase in restricted deposits Increase in prepayments for business facilities  Net cash flows from (used in) investing activities  C7,155)  (3,600) - (46,677) (2,939) - (47,155) (3,600) - (46,779) (47,155) (51,155)	- ,
Acquisition of financial assets at fair value through profit or loss Proceeds from disposal of financial assets at fair value through profit or loss Acquisition of investments accounted for using the equity method Acquisition of property, plant and equipment (63,759) Proceeds from disposal of property, plant and equipment Acquisition of property, plant and equipment Acquisition of intenses in refundable deposits Acquisition of intangible assets Increase in other financial assets C294) Decrease (increase) in refundable deposits Acquisition of intangible assets Acquisition of intangible assets Increase in other financial assets Acquisition of intenses assets Acquisition of property, plant and equipment Acquisition of property, plant and	(8,788)
Acquisition of investments accounted for using the equity method       (3,600)       -         Acquisition of property, plant and equipment       (63,759)       (46         Proceeds from disposal of property, plant and equipment       4,062       -         Decrease (increase) in refundable deposits       2,031       6         Acquisition of intangible assets       (294)       6         Increase in other financial assets       (2,339)       -         Decrease in restricted deposits       117,246       -         Decrease (increase) in other non-current assets       4,315       (3         Increase in prepayments for business facilities       (28,077)       (2         Net cash flows from (used in) investing activities       24,637       (5)	51,916
Acquisition of property, plant and equipment       (63,759)       (46         Proceeds from disposal of property, plant and equipment       4,062         Decrease (increase) in refundable deposits       2,031       6         Acquisition of intangible assets       (294)       6         Increase in other financial assets       (2,339)       -         Decrease in restricted deposits       117,246       -         Decrease (increase) in other non-current assets       4,315       (2         Increase in prepayments for business facilities       (28,077)       (2         Net cash flows from (used in) investing activities       24,637       (51	56,629
Proceeds from disposal of property, plant and equipment       4,062         Decrease (increase) in refundable deposits       2,031         Acquisition of intangible assets       (294)         Increase in other financial assets       (2,339)         Decrease in restricted deposits       117,246         Decrease (increase) in other non-current assets       4,315       (2         Increase in prepayments for business facilities       (28,077)       (2         Net cash flows from (used in) investing activities       24,637       (51	
Decrease (increase) in refundable deposits       2,031       6         Acquisition of intangible assets       (294)       6         Increase in other financial assets       (2,339)       -         Decrease in restricted deposits       117,246       -         Decrease (increase) in other non-current assets       4,315       (2         Increase in prepayments for business facilities       (28,077)       (2         Net cash flows from (used in) investing activities       24,637       (51	52,728)
Acquisition of intangible assets       (294)         Increase in other financial assets       (2,339)         Decrease in restricted deposits       117,246         Decrease (increase) in other non-current assets       4,315       (2         Increase in prepayments for business facilities       (28,077)       (2         Net cash flows from (used in) investing activities       24,637       (5)	4,216
Increase in other financial assets	(1,700)
Decrease in restricted deposits 117,246  Decrease (increase) in other non-current assets 4,315 (3  Increase in prepayments for business facilities (28,077) (2  Net cash flows from (used in) investing activities 24,637 (5)	(2,372)
Decrease (increase) in other non-current assets Increase in prepayments for business facilities  Net cash flows from (used in) investing activities  4,315 (28,077) (2 24,637 (5)	
Increase in prepayments for business facilities (28,077) (2 Net cash flows from (used in) investing activities 24,637 (5)	4,342
Net cash flows from (used in) investing activities 24,637 (51)	31,501)
	21,938
Cash flows from (used in) financing activities:	15,756
	23,571
	92,986)
<u>g</u>	97,503
	21,600
	14,740)
Increase (decrease) in guarantee deposits received (3,412)	3,402
	14,059)
	39,841)
Payments to acquire treasury shares (24,847) -	(2.470)
(44.400)	(2,470)
	34,140
( ) 8	16,120
	(1,114)
	73,752) 10,755
	49,755 76,003
Cash and cash equivalents at end of period \$\frac{1,154,337}{2} \frac{1,154,337}{2}\$	76,003

### [Annex 4]

# Edison Opto Corporation Comparison Table for the Amended Articles of Association

Articles	,	Articles after amendment		Articles before amendment	Amendment description
Article 2	Complement 1.	cousiness carried on by the pany is shown as follows: CCO1040 Lighting Equipment Manufacturing CC01080 Electronic Components Manufacturing E601010 Electrical Appliance Construction (Grade A) E601020 Electrical Appliance Installation E603080 Traffic Signs installation Engineering E603090 Lighting Equipment Construction E607010 Solar Thermal Energy Equipment Installation Engineering E206010 Traffic Marking Engineering F119010 Wholesale of Electronic Materials F113110 Wholesale of Batteries F213090 Retail Sale of Traffic Sign Equipment and Materials F213110 Retail Sale of Electronic Materials F401010 International Trade IG03010 Energy Technology Services ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.	<ol> <li>Con</li> <li>1.</li> <li>2.</li> <li>4.</li> <li>5.</li> <li>6.</li> <li>7.</li> <li>8.</li> </ol>	e business carried on by the mpany is shown as follows: CC01040 Lighting Equipment Manufacturing CC01080 Electronic Components Manufacturing E603080 Traffic Signs installation Engineering EZ06010 Traffic Marking Engineering F119010 Wholesale of Electronic Materials F213090 Retail Sale of Traffic Sign Equipment and Materials F219010 Retail Sale of Electronic Materials F401010 International Trade ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.	Amend this Article to coordinate with the actual operational needs of the Company.

Articles	Articles after amendment	Articles before amendment	Amendment description
Article	A shareholders' meeting of the	(Newly added)	According to
8.2	Company may be held by the		the Letter of
	method of visual communication		Zheng-Jiao-Zi
	or other methods announced by		No.
	the competent authority. In case a		1110133385
	shareholders' meeting is held via a		released by
	visual communication network,		the Financial
	the shareholders taking part in		Regulatory
	such a visual communication		Commission
	meeting shall be deemed to have		of the
	attended the meeting in person.		Republic of
			China on
			March 7,
			2022, a
			publicly listed
			company can
			hold a
			shareholders'
			meeting by
			the method
			of visual
			communicati
			on in
			accordance
			with the
			Company
			Act, so the
			Article is
			added.
Article	These Articles of Association were	These Articles of Association were	The date of
20	formulated on September 13,	formulated on September 13,	these
	2001.	2001.	amendments
	(Omitted)	(Omitted)	was added
	The 15th amendments were made	The 15th amendments were made	
	on July 15, 2021.	on July 15, 2021.	
	The 16th amendments were made		
	on XX XX, 2023.		

[Annex 5] Edison Opto Corporation

Comparison Table for Amended Articles of the Rules of Procedures of Shareholders' Meetings

Ar	Articles after amendment	Existing articles	F	Amendment
finitio	tion	Definition	In a	accordance
e shar	nareholders referred to in these	The shareholders referred to in the	wit	th the
les me	mean the shareholders,	Rules mean the shareholders	pro	visions in
<u>quisiti</u>	sitioners, and authorized	themselves <u>and the proxies</u>	the	e Letter of
preser	sentatives.	authorized by the shareholders to	Jin-	-Guan-Zheng
		attend the meeting.	-Jia	o-Zi No.
			11:	10133385
			rele	eased by the
			Fin	ancial
			Re	gulatory
			Coı	mmission on
			Ma	rch 7, 2022,
			the	reference
			exa	ample in the
			Rul	les of
			Prc	cedures for
			Sha	areholders'
			Μe	etings was
			am	ended, and
			the	edefinition
			of s	shareholders
			wa	s amended
			at 1	the same
			tim	ie.
nveni	ening and Notice of a	Convening and Notice of a	1.	In order to
areho	holders' Meeting	Shareholders' Meeting		inform the
A shai	hareholders' meeting of the	1. A shareholders' meeting of the		shareholder
Comp	mpany shall be convened by the	Company shall be convened by		s of a
Board	ard of Directors unless	the Board of Directors unless		change in
other	erwise provided by laws and	otherwise provided by laws and		the method
regula	ulations.	regulations.		of holding
A cha	hange to the method of holding			of a
<u>a shar</u>	nareholders' meeting of the			shareholder
Comp	mpany shall be decided by the			s' meeting,
other regula <u>A chai</u> a shar	nerwise provided by laws and ulations.  hange to the method of holding nareholders' meeting of the	otherwise provided by laws and regulations.		the nof hoof a share

3.	Board of Directors, and shall be made at the latest before the notice of the shareholders' meeting is sent.	Existing articles	the change shall be
3.	notice of the shareholders'		shall be
3.			51.1diii 10.5
3.	meeting is sent.		resolved by
3.			the Board
	. The Company shall make an	2. The Company shall make an	of
	electronic file of the notice of a	electronic file of the notice of a	Directors,
	shareholders' meeting, any	shareholders' meeting, the	and be
	document of power of attorney,	document of power of attorney,	made at the
	the reason for any proposal, and	the reason for a proposal, and the	latest
	the statement of information	statement of information relevant	before the
	relevant to the proposals	to the proposals concerning the	notice of
	concerning the recognition,	recognition, discussion, election,	the
	discussion, election, or removal of	or removal of directors, and other	shareholder
	directors, and other items, and	items, and transmit them to the	s' meeting
	transmit them to the Market	Market Observation Post system	is given.
	Observation Post system 30 days	30 days before a general	Therefore,
	before a general shareholders'	shareholders' meeting or 15 days	Paragraph 2
	meeting or 15 days before an	before an interim shareholders'	is added.
	interim shareholders' meeting.	meeting.The Company shall also	2. Pursuant to
	The Company shall also make an	make an electronic file of the	Article 6 of
	electronic file of the Agenda	Agenda Manual and	the
	Manual and supplementary	supplementary meeting	Regulations
	meeting documents for a	documents for a shareholders'	Governing
	shareholders' meeting and	meeting and transmit them to the	Items which
	transmit them to the Market	Market Observation Post system	shall be
	Observation Post system 21 days	21 days prior to a general	Recorded
	prior to a general shareholders'	shareholders' meeting or 15 days	and
	meeting or 15 days prior to an	prior to an interim shareholders'	Observed in
	interim shareholders' meeting.	meeting.The Agenda Manual and	the Agenda
	However, if the paid-in capital of	supplementary meeting	Manual for
	the Company at the end of the	documents for a shareholders'	Shareholder
	most recent financial year reaches	meeting shall be prepared for the	s' Meetings
	NTD 10 billion or more, or the	shareholders to read at any time	of Publicly
	total shareholding ratio of foreign	fifteen days before a	Listed
	capital and mainland capital in the	shareholders' meeting, and shall	Companies,
	Company, recorded in the	be placed in the Company and	as amended
	shareholders' register, reaches	with a professional stock agency	and
	30% or more when a shareholders'	appointed by the Company <u>, and</u>	released on

Articles	Articles after amendment	Existing articles	Amendment
	meeting is held in the most recent	distributed at the shareholders'	December
	financial year, the transmission of	meeting.	16, 2021, if
	the foregoing electronic files shall		the paid-in
	be completed 30 days before a		capital of
	general shareholders' meeting.		listed and
	The Agenda Manual and		ОТС
	supplementary meeting		companies
	documents for a shareholders'		at the end
	meeting shall be prepared for the		of the most
	shareholders to read at any time		recent
	fifteen days before the		financial
	shareholders' meeting, and shall		year
	be placed in the Company and		reaches
	with a professional stock affairs		NTD 10
	agency appointed by the		billion or
	Company.		more, or
	4. The Agenda Manual and		when a
	supplementary meeting		general
	documents referred to in the		shareholder
	preceding paragraph shall be		s' meeting
	provided to shareholders for		is held in
	reference by the Company on the		the most
	day of a shareholders' meeting in		recent
	the following ways:		financial
	(1) When a physical shareholders'		year, if the
	meeting is held, they shall be		total
	distributed at the		shareholdin
	shareholders' meeting.		g ratio of
	(2) When a visual		foreign
	<u>communication-assisted</u>		capital and
	shareholders' meeting is held,		mainland
	they shall be distributed at the		capital
	shareholders' meeting, and		recorded in
	meanwhile, transmitted to the		the
	visual communication meeting		shareholder
	platform in electronic files.		s' register
	(3) When a visual communication		reaches
	shareholders' meeting is held,		30% or

Articles	Articles after amendment		Existing articles	/	Amendment
	they shall be transmitted to				more, in
	the visual communication				order to
	meeting platform in electronic				enable
	<u>files.</u>				foreign and
	5. The convening reasons shall be				mainland
	specified in the notice and				shareholder
	announcement.The notice may be				s abroad to
	given in an electronic form.				read the
	6. Appointment or removal of	3.	The convening Reasons shall be		relevant
	directors, changes to the Articles		specified in the notice and		information
	of Association, capital reduction,		announcement The notice may be		of the
	application for suspension of a		given in an electronic form.		shareholder
	public offering, permit for	4.	Appointment or removal of		s' meeting
	directors undertaking competitive		directors, changes to the Articles		as early as
	business activities, conversion of		of Association, capital reduction,		possible, it
	surplus to capital increase,		application for suspension of a		is regulated
	conversion of reserves to capital		public offering, permit for		that the
	increase, dissolution, merger, or		directors undertaking competitive		transmissio
	splitting of the Company, or any of		business activities, conversion of		n of
	the items set forth in Paragraph 1		surplus to capital increase,		electronic
	of Article 185 of the Company Act,		conversion of reserves to capital		files shall
	Articles 26-1 and 43-6 of the		increase, dissolution, merger, or		be
	Securities Exchange Act, and		splitting of the Company, or any		completed
	Articles 56-1 and 60-2 of the		of the items set forth in		30 days
	Handling Guidelines for Issuers'		Paragraph 1 of Article 185 of the		before the
	Offering and Issuing Securities,		Company Act, Articles 26-1 and		general
	shall be listed, and their main		43-6 of the Securities Exchange		shareholder
	contents shall be indicated, in the		Act, and Articles 56-1 and 60-2 of		s' meeting,
	convening reason, and they shall		the Handling Guidelines for		so
	not be proposed in a temporary		Issuers' Offering and Issuing		Paragraph 3
	motion.		Securities, shall be listed, and		is amended.
	7. If the re-election of all the		their main contents shall be	3.	In order to
	directors and the date of their		indicated, in the convening		respond to
	taking office have been specified		reason, and they shall not be		the
	in the reason for convening a		proposed in a temporary motion.		provision
	shareholders' meeting, after the	5.	If the re-election of all the		that a
	re-election at the shareholders'		directors and the date of their		publicly
	meeting is completed, the date of		taking office have been specified		listed

their taking office shall not be changed at the same meeting by a temporary motion or other means.  8. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the in the reasons for convening a shareholders' meeting, by in the reasons for convening a shareholders' meeting, after the re-election at the shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than one proposal shall not be included in the agenda. However, if the	mmunica n, the mpany s decided
changed at the same meeting by a temporary motion or other means.  8. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the shareholders' meeting, after the re-election at the shareholders' shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other wist means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, shareholders' meeting, shareholders' meeting, after the re-election at the shareholders' shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other wist means.  6. A shareholders' meeting, after the re-election at the shareholders' shareholders' neeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other wist means.	n hold a areholder meeting the ethod of ual mmunica n, the mpany s decided at areholder
temporary motion or other means.  8. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the reelection at the shareholders' shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.	meeting the ethod of ual mmunica n, the mpany s decided at areholder
8. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the meeting is completed, the date of their taking office shall not be changed at the same meeting by a temporary motion or other means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, shareholders' meeting,	the ethod of ual mmunica n, the mpany s decided at areholder
than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the the changed at the same meeting by a temporary motion or other wisu means.  6. A shareholder who holds more than issued shares may submit a proposal to the Company at a general shareholders' meeting, shareholders' meeting,	the ethod of ual mmunica n, the mpany s decided at areholder
issued shares may submit a proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the changed at the same meeting by a temporary motion or other wist means.  6. A shareholder who holds more than issued shares may submit a proposal to the Company at a general shareholders' meeting, shall not be included general shareholders' meeting,	ethod of ual mmunica n, the mpany s decided at areholder
proposal to the Company at a general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the agenda a temporary motion or other wist means.  6. A shareholder who holds more than issued shares may submit a proposal to the Company at a general shareholders' meeting, shareholders' meeting,	mmunica n, the mpany s decided at areholder
general shareholders' meeting, but the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the  means.  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, sha	n, the mpany s decided at areholder
the number of proposals submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the  6. A shareholder who holds more than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, sha	mpany s decided at areholder
submitted by him/her is limited to one, and those with more than one proposal shall not be included in the agenda. However, if the than 1% of the total number of issued shares may submit a proposal to the Company at a general shareholders' meeting, sha	mpany s decided at areholder
one, and those with more than one proposal shall not be included in the agenda. However, if the issued shares may submit a proposal to the Company at a general shareholders' meeting, sha	s decided at areholder
one proposal shall not be included proposal to the Company at a that in the agenda. However, if the general shareholders' meeting, shall not be included proposal to the Company at a that in the agenda. However, if the	areholder
in the agenda. However, if the general shareholders' meeting, sha	
	neetings
purpose of the shareholder but the humber of proposals they   3 h	
proposal is to urge the Company submit is limited to one, and can	n be held
to promote public interests or those with more than one by o	either
fulfill social responsibilities, the proposal shall not be included in the	e physical
Board of Directors may still include the agenda. However, if the or v	visual
it in the agenda.The Board of purpose of the shareholder' con	mmunica
Directors may not include a proposal is to urge the Company tion	n
proposal submitted by a to promote public interests or me	ethod.In
shareholder if the proposal has fulfill social responsibilities, the ord	der to
any of circumstances specified in Board of Directors may still faci	ilitate
Paragraph 4 of Article 172-1 of the include it in the agenda. The sha	areholder
Company Act. Board of Directors may not s re	eferring
9. The Company shall declare its include a proposal submitted by a to t	the
acceptance of the shareholder's shareholder if the proposal has Age	enda
proposals, the written or any of circumstances specified in Ma	anual and
electronic acceptance method, the Paragraph 4 of Article 172-1 of the	غ
acceptance place, and the the Company Act. sup	oplement
acceptance period before the date 7. The Company shall declare the ary	/ meeting
of suspension of stock transfer acceptance of the shareholder's info	ormation
before the general shareholders' proposals, the written or for	а
meeting, and the acceptance electronic acceptance method, sha	areholder
period shall not be less than 10 the acceptance place and the s' n	meeting
days.The proposals submitted by acceptance period before the on	the day
the shareholders shall be limited date of suspension of stock of t	the
to three hundred words, and those transfer before the general sha	areholder

Articles	Articles after amendment		Existing articles	/	Amendment
	exceeding three hundred words		shareholders' meeting, and the		s' meeting,
	shall not be included in the		acceptance period shall not be		whether
	agenda, and the proposing		less than 10 days. The proposals		they
	shareholder shall personally		submitted by the shareholders		participate
	attend or authorize a proxy to		shall be limited to three hundred		in a physical
	attend the general shareholders'		words, and those exceeding three		shareholder
	meeting and participate in the		hundred words shall not be		s' meeting
	discussion on the proposals.		included in the agenda, and the		or
	10. The Company shall notify the		proposing shareholder shall		participate
	shareholders of the proposal		personally attend or authorize a		in the
	results before the date of the		proxy to attend the general		shareholder
	notice of convening a		shareholders' meeting and		s' meeting
	shareholders' meeting, and list the		participate in the discussion on		by the
	proposals complying with the		the proposals.		method of
	provisions of this Article in the	8.	The Company shall notify the		visual
	notice of the meeting. With regard		shareholders of the proposal		communica
	to the proposals submitted by		results before the date of the		tion,
	shareholders but not included in		notice of convening a		Paragraph 2
	the meeting agenda, the cause of		shareholders' meeting, and list		is amended
	exclusion of such proposals and		the proposals complying with the		and
	explanation shall be made by the		provisions of this Article in the		Paragraph 4
	Board of Directors at the		meeting notice. With regard to		is added
	shareholders' meeting to be		the proposals submitted by		accordingly.
	convened.		shareholders but not included in	4.	Articles
			the meeting agenda, the cause of		newly
			exclusion of such proposals and		Added and
			explanation shall be made by the		Amendmen
			Board of Directors at the		ts to the
			shareholders' meeting to be		number of
			convened.		Articles.
Article 5	Attendance at a Shareholders'	Att	tendance at a Shareholders'	If a	shareholder
	Meeting by a Proxy and	Me	eeting by a Proxy and Authorization	aut	thorizes a
	Authorization	Art	ticle 1 to 3 (omitted)	pro	oxy to attend
	Article 1 to 3 (omitted)	(Ne	ewly added)	a s	hareholders'
	4. After a power of attorney is			me	eting, after
	delivered to the Company, if a			the	e power of
	shareholder intends to attend a				orney is
	shareholders' meeting by the visual			del	livered to the

Articles	Articles after amendment	Existing articles	А	mendment
	communication method, he/she shall		Cor	mpany, if the
	send a written notice revoking the		sha	reholder
	authorization to the Company two		inte	ends to
	days before the shareholders'		atte	end a
	meeting, and in case of a late		sha	reholders'
	revocation, the voting rights		me	eting by the
	exercised by the proxy shall prevail.		visu	ıal
			con	nmunication
			me	thod,
			he/	she shall
			sen	d a written
			not	ice revoking
			the	
			aut	horization
			to t	:he
			Cor	npany two
			day	s before the
			sha	reholders'
			me	eting, so
			Par	agraph 4 is
			am	ended.
Article 6	Principles of Place and Time for	Principles of Place and Time for	1.	The existing
	Holding a Shareholders' Meeting	Holding a Shareholders' Meeting		article is
	1. The place for holding a	The place for holding a shareholders'		moved to
	shareholders' meeting shall be	meeting shall be the place where the		Paragraph
	the place where the Company is	Company is located or where it is		1, and its
	located or where it is convenient	convenient for the shareholders to		contents
	for the shareholders to attend	attend and be suitable for holding a		are not
	and be suitable for holding a	shareholders' meeting. The starting		amended.
	shareholders' meeting. The	time of the meeting shall not be	2.	Paragraph 2
	starting time of the meeting shall	earlier than 9 am or later than 3 pm.		is newly
	not be earlier than 9 am or later	The opinions of the independent		added, and
	than 3 pm. The opinions of the	directors for the meeting time and		it specifies
	independent directors for the	place shall be fully considered.		that the
	meeting time and place shall be			Company
	fully considered.			shall not be
	2. The Company shall not be subject			subject to
	to restrictions on the place of			restrictions

Articles	Articles after amendment	Existing articles	1	Amendment
	holding a shareholders' meeting			on the
	by the method of visual			place of
	communication referred to in the			holding a
	preceding paragraph.			meeting
				when it
				holds a
				shareholder
				s' meeting
				by the
				method of
				visual
				communica
				tion.
Article 7	Preparation of the Signature Book	Preparation of the Signature Book	1.	In order to
	and Other Documents	and Other Documents		specify the
	1. The Company shall specify the	1. The Company shall specify the		registration
	registration time and place of the	registration time and place of the		time and
	shareholders and other notes in	shareholders and other notes in		procedures
	the meeting notice.	the meeting notice.		for the
	2. The registration time of the	2. The registration time of the		shareholder
	shareholders referred to in the	shareholders referred to in the		s attending
	preceding paragraph shall be at	preceding paragraph shall be at		the meeting
	least 30 minutes before the start	least 30 minutes before the start		by the
	of the meeting. The registration	of the meeting. The registration		method of
	place shall be clearly indicated,	place shall be clearly indicated,		visual
	and adequate and qualified	and adequate and qualified		communica
	personnel shall be assigned to	personnel shall be assigned to		tion,
	handle the registration <u>The</u>	handle the registration.		Paragraph 2
	registration for a visual			is hereby
	communication shareholders'			amended.
	meeting shall be handled on the		2.	If a
	visual communication meeting			shareholder
	platform for the shareholders'			intends to
	meeting 30 minutes before the			attend the
	start of the meeting.			shareholder
	Shareholders who have			s' meeting
	completed the registration shall			by the
	be deemed as attending the			method of

Articles		Articles after amendment		Existing articles	/	Amendment
		shareholders' meeting in person.				visual
	3.	Shareholders shall attend a	3.	The shareholders or the proxies		communica
		shareholders' meeting with their		authorized by the shareholders		tion, he/she
		attendance cards, attendance		(hereinafter referred to as the		shall be
		registration cards, or other		"shareholders") shall attend the		registered
		attendance certificates. The		shareholders' meeting with their		with the
		Company shall not arbitrarily add		attendance cards, attendance		Company
		and require other certificates as		registration cards, or other		two days
		supporting documents for		attendance certificates. The		before the
		shareholders attending the		Company shall not arbitrarily add		shareholder
		meeting. A requisitioner who has		and require other certificates as		s' meeting,
		a power of attorney for		supporting documents for		so
		requisition shall bring		shareholders attending the		Paragraph 7
		identification documents for		meeting. A requisitioner who has		is amended.
		verification.		a power of attorney for	3.	In order to
				requisition shall bring		enable the
				identification documents for		shareholder
				verification.		s attending
	4.	The Company shall set up a	4.	The Company shall set up a		the meeting
		signature book for shareholders		signature book for shareholders		by the
		attending the meeting to sign in,		attending the meeting to sign in,		method of
		or the shareholders attending the		or the shareholders attending the		visual
		meeting shall hand in their		meeting shall hand in their		communica
		registration cards in lieu of		registration cards in lieu of		tion to read
		signing-in.		signing-in.		the relevant
	5.	The Company shall deliver the	5.	The Company shall deliver the		documents
		Agenda Manual, annual report,		Agenda Manual, annual report,		such as the
		attendance certificate, speech		attendance certificate, speech		Agenda
		notes, voting papers and other		notes, voting papers and other		Manual and
		meeting documents to the		meeting documents to the		annual
		shareholders attending the		shareholders attending the		report, etc,
		shareholders' meeting, and if		shareholders' meeting, and if		the
		directors require being elected,		directors require being elected,		Company
		the election votes shall be		the election votes shall be		shall upload
		attached.		attached.		them to the
	6.	When a government or juristic	6.	When a government or juristic		visual
		person is a shareholder, more		person is a shareholder, more		communica
		than one representative can		than one representative can		tion

ام: ⊾س ۸		Auticles often anner dure aut	Fyliation and tall		A no on dies = :-+
Articles		Articles after amendment	Existing articles		Amendment
		attend the shareholders'	attend the shareholders' meeting.		meeting
		meeting. When a juristic person is	When a juristic person is		platform for
		authorized to attend the	authorized to attend the		the
		shareholders' meeting, only one	shareholders' meeting, only one		shareholder
		representative may be appointed	representative may be appointed		s' meeting,
		to attend the shareholders'	to attend the shareholders'		SO
	_	meeting.	meeting.		Paragraph 8
	7.	If the shareholders' meeting is			is added.
		held by the method of visual			
		communication, and the			
		shareholders intend to attend by			
		the method of visual			
		communication, they shall be			
		registered with the Company two			
		days before the shareholders'			
		meeting.			
	8.	If a shareholders' meeting is held			
		by the method of visual			
		communication, the Company			
		shall upload the Agenda Manual,			
		annual report, and other relevant			
		documents to the visual			
		communication meeting platform			
		for the shareholders' meeting at			
		least 30 minutes before the start			
		of the meeting, and continue to			
		disclose them until the end of the			
		meeting.			
Article	WI	nen holding a shareholders'	(Newly added)	1.	This Article
7-1	me	eeting by the method of visual			is newly
	co	mmunication, the items shall be			added.
	inc	cluded in the convening notice.		2.	In order to
	<u>Th</u>	e Company shall specify the			inform
	fol	lowing items in the notice of			shareholder
	co	nvening a shareholders' meeting			s of the
	wh	nen holding a shareholders'			relevant
	me	eeting by the method of visual			rights and
			I .	1	

Articles	Articles after amendment	Existing articles	Amendment
	1. Methods for the shareholders'		for
	participating in the visual		participation
	communication meeting and		in a
	exercising their rights.		shareholder
	2. If, due to natural disasters,		s' meeting
	incidents, or other force majeure		before the
	events, there are any obstacles to		meeting, it
	the visual communication		is clearly
	meeting platform or participation		stated that
	in the meeting by the method of		the notice of
	visual communication, when the		convening
	obstacles are eliminated, at least		the
	the following items shall be		shareholder
	<u>included:</u>		s' meeting
	(1) The time of a meeting which		shall include
	is postponed or resumed		the methods
	because the foregoing		for the
	obstacles occur successively,		shareholder
	and cannot be eliminated,		s'
	and the date of the meeting		participating
	which is postponed or		in the visual
	resumed, if necessary.		communicat
	(2) The shareholders who are		ion meeting
	registered to participate in		and
	the original shareholders'		exercising
	meeting by the method of		relevant
	visual communication shall		rights, the
	not participate in the		methods for
	postponed or resumed		handling the
	meeting.		obstacles to
	(3) If the visual		the visual
	communication-assisted		communicat
	shareholders' meeting cannot		ion meeting
	be resumed, and after		platform or
	deducting the number of		participation
	shares present at the		in the
	shareholders' meeting by the		meeting by
	method of visual		the method

Articles	Articles after amendment	Existing articles	Amendment
	communication, the total		of visual
	number of shares present at		communicat
	the shareholders' meeting		ion due to
	reaches the statutory quota		natural
	of the shareholders' meeting,		disasters,
	the shareholders' meeting		incidents, or
	shall be continued. The		other force
	number of shares held by the		majeure
	shareholders present at the		events, and
	shareholders' meeting by the		shall specify
	method of visual		the
	communication shall be		appropriate
	counted into the total		alternative
	number of shareholders'		measures
	shares present, and such		for
	shareholders shall be deemed		shareholder
	to abstain in all the proposals		s who have
	of the shareholders' meeting.		difficulties in
	(4) The handling methods in case		participating
	the results for all the		in the
	proposals are declared but no		shareholder
	temporary motion is made.		s' meeting
	3. If a shareholders' meeting is held		by the
	by the method of visual		method of
	communication, appropriate		visual
	alternative measures shall be		communicat
	specified for the shareholders		ion.
	who have difficulty in		
	participating in the shareholders'		
	meeting by the method of visual		
	communication.		
Article 9	Audio Recording or Videotaping for	Audio Recording or Videotaping for	1. Referring to
	the Whole Course of a Shareholders'	the Whole Course of a Shareholders'	the
	Meetings	Meetings	provisions
	1. The Company shall continuously	The Company shall continuously and	of Article
	and unceasingly record and	unceasingly record and videotape the	183 of the
	videotape the registration course	registration course of a shareholders'	Company
	of a shareholders' meeting, the	meeting, the course of the meeting,	Act and

Articles		Articles after amendment	Existing articles	Amendment
		course of the meeting, and the	and the voting and vote counting	Article 18 of
		voting and vote counting course	course after accepting the	the
		after accepting the registration of	registration of the shareholders for	Measures
		the shareholders for the	the shareholders' meeting, and the	for
		shareholders' meeting, and the	audio records and videotapes shall be	Procedures
		audio records and videotapes	kept for at least one year. However, if	for
		shall be kept for at least one	a shareholder brings an action	Meetings of
		year.However, if a shareholder	pursuant to Article 189 of the	the Board
		brings an action pursuant to	Company Act, the audio records and	of Directors
		Article 189 of the Company Act,	videotapes shall be kept until the end	of Publicly
		the audio records and videotapes	of the action.	Listed
		shall be kept until the end of the		Companies,
		action.		it is
	<u>2.</u>	If a shareholders' meeting is held		expressly
		by the method of visual		specified
		communication, the Company		that the
		shall record and keep the		Company
		enrollment, registration,		shall record
		questions, and voting of the		and keep
		shareholders and the vote		the
		counting results of the Company,		enrollment,
		and continuously and unceasingly		registration,
		record and videotape the whole		questions,
		course of the visual		and voting
		communication meeting.		of the
	<u>3.</u>	The Company shall properly keep		shareholder
		the foregoing information and		s and the
		audio records and videotapes		vote
		during its existence, and provide		counting
		the audio records and videotapes		results of
		to a person authorized to be		the
		engaged in the visual		Company,
		communication meeting business		etc, and is
		for keeping.		required to
	<u>4.</u>	If a shareholders' meeting is held		continuousl
		by the method of visual		y and
		communication, the Company		unceasingly
		shall record and videotape the		record and

Articles	Articles after amendment	Existing articles	A	mendment
	background and operation			videotape
	interface of the visual			the whole
	communication meeting			course of
	<u>platform.</u>			the visual
				communica
				tion
				meeting,
				and shall
				properly
				keep them
				during the
				Company's
				existence,
				and also
				provide
				them to the
				person
				entrusted
				to handle
				the visual
				communica
				tion
				meeting
				affairs for
				keeping, so
				Paragraphs
				2 and 3 are
				added.
			2.	For audio
				recording
				and
				videotaping
				the
				background
				and
				operation
				interface of
				the visual

Articles	Articles after amendment	Existing articles	Amendment
			communica
			tion
			meeting
			platform,
			because
			computer
			software
			and
			hardware
			equipment
			and
			information
			security
			with certain
			specificatio
			ns must be
			equipped
			so as to
			perform
			synchronou
			s screen
			recording,
			the
			Company
			can clearly
			establish
			the rules of
			procedures
			for its
			shareholder
			s' meetings
			according
			to the
			feasibility of
			its
			equipment
			conditions,
			and

Articles	Articles after amendment	Existing articles	Amendment
			Paragraph 4
			is added
			accordingly.
Article 10	Calculation of the Number of Shares	Calculation of the Number of Shares	1. In order to
	Present at and Opening of a	Present at and Opening of a	clearly
	Shareholders' Meeting	Shareholders' Meeting	specify that
	1. The attendance at a	1. The attendance at a shareholders'	when the
	shareholders' meeting shall be	meeting shall be calculated on	shareholder
	calculated on the basis of the	the basis of the number of shares	s' meeting
	number of shares present. The	present. The number of shares	of the
	number of shares present shall	present shall be calculated	Company is
	be calculated according to the	according to the number of	held as a
	number of shares registered in	shares registered in the signature	visual
	the signature book or the	book or the registration card	communica
	registration cards submitted and	submitted, plus the number of	tion
	the number of shares registered	shares exercising voting rights in	meeting,
	in the visual communication	written or electronic form.	upon the
	meeting platform, plus the		calculation
	number of shares exercising		of the total
	voting rights in written or		number of
	electronic form.		shares
	2. At the time of opening the	2. At the time of opening the	present, the
	current meeting, the chairperson	current meeting, the chairperson	number of
	shall immediately call the	shall immediately call the	shares held
	meeting to order, and meanwhile	meeting to order, and meanwhile	by the
	declare all relevant information,	declare all relevant information,	shareholder
	such as the number of shares	such as the number of shares	s handling
	without voting rights and the	without voting rights and the	the
	number of shares present, etc.	number of shares present, etc.	registration
	3. Only when shareholders	3. Only when shareholders	by the
	representing more than half of	representing more than half of	method of
	the total number of issued shares	the total number of issued shares	visual
	are not present may the	are not present may the	communica
	chairperson declare the	chairperson declare the	tion shall be
	postponement of the meeting.	postponement of the meeting.	added, so
	The number of postponements is	The number of postponements is	the
	limited to twice, and the total	limited to twice, and the total	Paragraph 1
	postponement time shall not	postponement time shall not	is amended.

Articles		Articles after amendment		Existing articles	/	Amendment
		exceed one hour. If shareholders		exceed one hour.If shareholders	2.	When a
		representing more than one-third		representing more than one-third		shareholder
		of the total number of issued		of the total number of issued		s' meeting
		shares are still not present after		shares are still not present after		of the
		the second postponement, the		the second postponement, the		Company is
		chairperson shall declare the		chairperson shall declare the		held as a
		adjournment of the meeting and		adjournment of the meeting.		visual
		if the shareholders' meeting is				communica
		held as a visual communication				tion
		meeting, the Company shall also				conference,
		announce the adjournment of				if the
		the meeting on the visual				chairperson
		communication meeting platform				declares the
		for the shareholders' meeting.				adjournme
	4.	If the number of shares in the	4.	If the number of shares in the		nt of the
		preceding paragraph is still		preceding paragraph is still		meeting,
		insufficient after the second		insufficient after the second		the
		postponement, but shareholders		postponement, but shareholders		Company
		representing more than one-third		representing more than one-third		shall
		of the total number of issued		of the total number of issued		announce
		shares are present, they may		shares are present, they may		the
		adopt a temporary resolution		adopt a temporary resolution		adjournme
		pursuant to Paragraph 1 of Article		pursuant to Paragraph 1 of Article		nt of the
		175 of the Company Act, and		175 of the Company Act, and		meeting on
		notify each shareholder of the		notify each shareholder of the		the visual
		temporary resolution to convene		temporary resolution to convene		communica
		a shareholders' meeting within		a shareholders' meeting within		tion
		one month again <u>If the</u>		one month again.		meeting
		shareholders' meeting is held as				platform for
		the visual communication				the
		meeting, and the shareholders				shareholder
		intend to attend by visual				s' meeting
		communication, they shall be				to timely
		re-registered with the Company				inform the
		pursuant to Article 6.				shareholder
	5.	Before the end of the current	5.	Before the end of the current		s, so
		meeting, if the number of shares		meeting, if the number of shares		Paragraph 3
		represented by the shareholders		represented by the shareholders		is amended.

Articles	Articles after amendment	Existing articles	1	Amendment
	present reaches more than half	present reaches more than half of	3.	If the
	of the total number of issued	the total number of issued shares,		Company
	shares, the chairperson may	the chairperson may re-submit		separately
	re-submit the fake resolution	the temporary resolution made to		convenes
	made to the shareholders'	the shareholders' meeting for		another
	meeting for voting in accordance	voting in accordance with the		shareholder
	with the provisions in Article 174	provisions in Article 174 of the		s' meeting
	of the Company Act.	Company Act.		for
	, ,	. ,		adopting
				the
				temporary
				resolution,
				the
				shareholder
				s who
				intend to
				attend the
				meeting by
				the method
				of visual
				communica
				tion shall be
				registered
				with the
				Company,
				so
				Paragraph 4
				is amended.
Article 12	Shareholders' Speech	Shareholders' Speech	1.	In order to
	Article 1 to 6 (omitted)	Article 1 to 6 (omitted)		clearly
	7. <u>If a shareholders' meeting is</u>	(Newly added)		specify the
	held as a visual communication			method,
	meeting, the shareholders			procedures,
	present by the method of visual			and
	communication may ask			restrictions
	questions in writing on the			for
	visual communication meeting			questions
	platform for the shareholders'			raised by

Articles	Articles after amendment	Existing articles	Amendment
	meeting after the chairperson		the
	calls the meeting to order and		shareholder
	before he/she declares the end		s present at
	of the meeting. The number of		the
	questions for each proposal		shareholder
	shall not exceed twice, and each		s' meeting
	question shall be limited to 200		by the
	words. The provisions of		method of
	Paragraphs 1 to 5 shall not		visual
	apply.		communica
	8. <u>If the question referred to in the</u>		tion,
	preceding paragraph does not		Paragraph 7
	violate the provisions or does		is added
	not exceed the scope of the		accordingly.
	proposals, it is advisable to		2. In order to
	disclose the question on the		facilitate
	visual communication meeting		other
	platform for the shareholders'		shareholder
	meeting so that it is well known.		S
			understandi
			ng the
			content of
			the
			shareholder
			s'
			questions,
			the
			Company
			may screen
			out
			questions
			that are
			irrelevant to
			the various
			items of the
			shareholder
			s' meeting,
			and disclose

Articles	Articles after amendment	Existing articles	Amendment
			other
			questions
			of the
			shareholder
			s on the
			visual
			communica
			tion
			platform, so
			Paragraph 8
			is added.
Article 14	Method of Voting for Proposals, Vote	Method of Voting for Proposals, Vote	1. In order to
	Scrutinizing, and Counting	Scrutinizing, and Counting	clearly
	Article 1 to 3 (omitted)	Article 1 to 3 (omitted)	specify that
	4. After exercising their voting rights	4. After exercising their voting rights	after the
	in written or electronic form, if	in written or electronic form, if	shareholder
	the shareholders intend to attend	the shareholders intend to attend	s exercise
	the shareholders' meeting in	the shareholders' meeting in	their voting
	person <u>or by the method of visual</u>	person, they shall revoke their	rights in
	communication, they shall revoke	intention to exercise their voting	written or
	their intention to exercise their	rights as specified in the	electronic
	voting rights as specified in the	preceding paragraph in the same	form, if
	previous paragraph in the same	way as the exercise of their voting	they intend
	way as exercise of their voting	rights no later than two days	to attend a
	rights no later than two days	before the shareholders' meeting,	shareholder
	before the shareholders'	and in case of overdue	s' meeting
	meeting, and in case of late	revocation, the voting rights	by the
	revocation, the voting rights	exercised in the written or	method of
	exercised in written or electronic	electronic form shall prevail. If the	visual
	form shall prevail. If the voting	voting rights are exercised in	communica
	rights are exercised in written or	written or electronic form, and a	tion, they
	electronic form, and a proxy is	proxy is authorized to attend the	shall first
	authorized to attend the	shareholders' meeting by a power	revoke their
	shareholders' meeting by a	of attorney, the voting rights	voting
	power of attorney, the voting	exercised by the proxy present	rights in the
	rights exercised by the proxy	shall prevail.	same way
	present shall prevail.		as
	5. Unless otherwise specified in the	5. Unless otherwise specified in the	exercising

Articles		Articles after amendment		Existing articles	,	Amendment
		Company Act and the Articles of		Company Act and the Articles of		their voting
		Association, the proposals		Association, the proposals		rights, so
		submitted for voting shall be		submitted for voting shall be		Paragraph 4
		adopted with the consent of		adopted with the consent of		is amended.
		more than half of the voting		more than half of the voting	2.	If a
		rights of the shareholders		rights of the shareholders		shareholder
		present. Upon voting, after the		present. If the votes are cast on		s' meeting
		chairperson or his/her designee		the proposals on a case-by-case		is held by
		declares the total number of		basis, upon voting, the		the method
		voting rights of the shareholders		chairperson or his/her designee		of visual
		present on the proposals on a		shall declare the total number of		communica
		case-by-case basis <u>, the</u>		voting rights of the shareholders		tion, in
		shareholders shall cast their votes		present on the proposals on a		order to
		on a case-by-case basis, and the		case-by-case basis.		provide
		results of the shareholders'				sufficient
		consent, objection, and				voting time
		abstention shall be entered into				for the
		the Market Observation Post				shareholder
		System on the day after the				s attending
		shareholders' meeting.				by the
	6.	If there are amendment or	6.	The proposals shall be deemed to		method of
		substitution proposals for the		have been adopted if the		visual
		same proposal, the chairperson		chairperson has consulted all the		communica
		shall determine the order of		shareholders present, and they		tion, they
		voting for those proposals		have no objection, and its effect		can vote for
		together with the original		shall be the same as that of		all the
		proposal.If one of the proposals		voting, and if there is any		original
		has been adopted, the other		objection, the voting shall be		proposals
		proposals will be deemed to be		conducted by ballot in		from the
		rejected, and there is no need to		accordance with the provisions of		time when
		vote on them again.		the preceding paragraph.		the
-	7.	The scrutineers and counters for	7.	If there are amendment or		chairperson
		voting on the proposals shall be		substitution proposals for the		calls the
		appointed by the chairperson,		same proposal, the chairperson		meeting to
		but the scrutineers shall have a		shall determine the order of		order to the
		shareholder's identity.		voting for those proposals		time when
		·		together with the original		he/she
				proposal. If one of the proposals		declares the

Articles	Articles after amendment		Existing articles	,	Amendment
			has been adopted, the other		end of the
			proposals will be deemed to be		voting. All
			rejected, and there is no need to		the
			vote on them again.		counting of
	8. The vote counting for the voting	8.	The scrutineers and counters for		votes must
	or election proposals at the		voting on the proposals shall be		be
	shareholders' meeting shall be		appointed by the chairperson, but		completed
	conducted in public at the		the scrutineers shall have a		at once so
	shareholders' meeting place.		shareholder's identity.		as to
	After the vote counting is				comply with
	completed, the voting results				the voting
	shall be declared on the spot,				time of the
	including the weight of statistics,				shareholder
	and a record shall be made.				s attending
	9. If the Company holds a	9.	The vote counting for the voting		by the
	shareholders' meeting by the		or election proposals at the		method of
	method of visual communication,		shareholders' meeting shall be		visual
	after the chairperson calls the		conducted in public at the		communica
	meeting to order, the		shareholders' meeting place.		tion, so
	shareholders present by the		After the vote counting is		Paragraphs
	method of visual communication		completed, the voting results		9 and 10
	shall vote on various proposals		shall be declared on the spot,		are added.
	and election proposals through		,	3.	If the
	the visual communication		and a record shall be made.		shareholder
	meeting platform, and complete				s intend to
	the voting before the chairperson				attend a
	declares the end of the voting. If				visual
	any shareholders delay voting,				communica
	they shall be deemed as				tion-assiste
	abstaining from their voting				d
	<u>rights.</u>				shareholder
	10. If the shareholders' meeting is				s' meeting,
	held as a visual communication				and have
	meeting, all the votes shall be				completed
	counted at once after the				the 
	chairperson declares the end of				registration
	voting, and the voting and				of attending
	election results shall be declared.				the

Articles	Articles after amendment	Existing articles	_	Amendment
	11. When the Company holds a visual			shareholder
	communication-assisted_			s' meeting
	shareholders' meeting, if the			by visual
	shareholders, who have been			communica
	registered to attend the			tion, but
	shareholders' meeting by the			they intend
	method of visual communication			to attend
	pursuant to Article 6, intend to			the physical
	attend the physical shareholders'			shareholder
	meeting in person, they shall			s' meeting
	revoke their registration in the			in person
	same way as making the			instead,
	registration two days before the			they shall
	shareholders' meeting, but if the			revoke their
	revocation is late, they can only			registration
	attend the shareholders' meeting			in the same
	by the method of visual			way as
	communication.			making the
	12. <u>If the shareholders have</u>			registration
	exercised their voting rights in			two days
	written or electronic form, not			before the
	withdrawn their intention, and			shareholder
	attended the shareholders'			s' meeting.
	meeting by the method of visual			If the
	communication, they shall not			revocation
	exercise their voting rights on the			is late, they
	original proposals, or propose			can only
	amendments to the original			attend the
	proposals, or exercise their voting			shareholder
	rights on amendments to the			s' meeting
	original proposals except for			by the
	temporary motions.			method of
				visual
				communica
				tion, so
				Paragraph
				11 is added.
			1.	Considering

Articles	Articles after amendment	Existing articles	Amendment
			that either
			written or
			electronic
			voting is
			one of the
			ways for the
			shareholder
			s to exercise
			their rights,
			under the
			principle of
			fair
			treatment,
			written
			voting shall
			also have a
			normative
			spirit the
			same as
			electronic
			voting to
			protect the
			shareholder
			s' rights and
			interests,
			which is
			clearly
			specified in
			paragraph
			12.
Article 16	Meeting Minutes and Signing	Meeting Minutes and Signing Matters 1	In order to
	Matters	Article 1 to 3 (omitted)	facilitate
	Article 1 to 3 (omitted)		the
	4. If a shareholders' meeting is held		shareholder
	by the method of visual		S
	communication, the minutes		understandi
	shall, in addition to the items		ng of the
	required to be recorded in		results of

Articles	Articles after amendment	Existing articles	Amendment
	accordance with the provisions of		the visual
	the preceding paragraph, include		communica
	the opening and end date of the		tion
	shareholders' meeting, the		meeting,
	method of holding the meeting,		the
	the name of the chairperson and		alternative
	the recorder, and the handling		measures
	method and situation for the		for the
	obstacles to the visual		shareholder
	communication meeting platform		s with a
	or participation by the method of		digital
	visual communication due to		divide, and
	natural disasters, incidents, or		the
	other force majeure events.		handling
5.	. If the Company intends to hold		method and
	the shareholders' meeting by the		situation for
	method of visual communication,		the
	in addition to handling the items		interruption
	in compliance with the provisions		of the
	of the preceding paragraph, the		communica
	Company shall also indicate in		tion, when
	the minutes the alternative		preparing
	measures provided to the		the minutes
	shareholders who have difficulty		of the
	in attending the shareholders'		shareholder
	meeting by the method of visual		s' meeting,
	communication.		in addition
			to being
			required to
			record the
			items
			pursuant to
			Paragraph
			3, the
			Company is
			required to
			newly add
			Paragraph

Articles	Articles after amendment	Existing articles	/	Amendment
				4.
			2.	If a
				shareholder
				s' meeting
				is held by
				the method
				of visual
				communica
				tion, the
				alternative
				measures
				provided to
				the
				shareholder
				s with a
				digital
				divide shall
				be clearly
				stated in
				the minutes
				of the
				meeting, so
				Paragraph 5
				is added.
Article 17 A	<u>nnouncement</u>	(Newly added)	1.	This Article
1	. The number of shares acquired			is newly
	by the requisitioner, the number			added.
	of shares represented by the		2.	If the
	proxy, and the number of shares			Company
	held by the shareholders			holds a
	attending in written or electronic			visual
	form shall be clearly indicated			communica
	according to the statistical table			tion
	compiled in the prescribed			meeting, it
	format in the shareholders'			shall upload
	meeting place on the day of the			the
	shareholders' meeting. If the			contents to
	shareholders' meeting is held by			the visual

Articles	Articles after amendment	Existing articles	Amendment
	the method of visual		communica
	communication, the Company		tion
	shall upload the above		meeting
	information to the visual		platform for
	communication meeting platform		the
	for the shareholders' meeting at		shareholder
	least 30 minutes before the start		s' meeting.
	of the meeting and continue to		In order to
	disclose it until the end of the		enable the
	meeting.		shareholder
2.	If the Company intends to hold		s attending
	the shareholders' meeting by the		the
	method of visual communication,		shareholder
	when calling the meeting to		s' meeting
	order, the Company shall disclose		by the
	the total number of shares held		method of
	by the shareholders present on		visual
	the visual communication		communica
	meeting platform.The same		tion to
	provision shall apply if the total		synchronou
	number of shares and voting		sly know
	rights of the shareholders		whether
	attending the meeting are		the number
	separately counted during the		of voting
	meeting.		rights held
3.	If the items to be resolved by the		by the
	shareholders' meeting are of		shareholder
	material information as specified		s attending
	by laws and regulations and as		the
	specified by the Taiwan Stock		shareholder
	Exchange Corporation (or the		s' meeting
	GreTai Securities Market), the		meets a
	Company shall transmit the		quorum for
	contents to the Market		holding a
	Observation Post System within		shareholder
	the time specified.		s' meeting,
			it is clearly
			stated that

Articles	Articles after amendment	Existing articles	Amendment
			the
			Company
			shall
			disclose the
			total
			number of
			shares of
			shareholder
			s attending
			the meeting
			on the
			visual
			communica
			tion
			meeting
			platform
			when
			calling the
			meeting to
			order, and if
			there is any
			subsequent
			statistics of
			the total
			number of
			shares and
			voting
			rights of
			shareholder
			s attending
			the
			meeting, it
			shall also be
			disclosed
			on the
			visual
			communica
			tion

Articles	Articles after amendment	Existing articles	Amendment
			meeting
			platform, so
			this Article
			is added.
Article 18	Maintenance of Order In the Venue	Maintenance of Order In the Venue	The original
	Article 1 to 4 (omitted)	Article 1 to 4 (omitted)	Article 17 is
			moved to
			Article 18, and
			the content of
			this Article is
			not amended.
Article 19	Rest and Meeting Resumption	Rest and Meeting Resumption	The original
	1. When the meeting is convened,	1. When the meeting is convened,	Article 18 is
	the chairperson may declare a	the chairperson may declare a	moved to
	break at their discretion. If a	break at their discretion. If a force	Article 19, and
	force majeure event occurs, the	majeure event occurs, the	Paragraph 4 is
	chairperson may decide to	chairperson may decide to	deleted.
	suspend the meeting temporarily,	suspend the meeting temporarily,	
	and declare the time for	and declare the time for resuming	
	resuming the meeting as the case may be.	the meeting as the case may be.	
	•	2. If the agenda arranged by the	
	shareholders' meeting is not	shareholders' meeting is not	
	finished, but the venue for the	finished, but the venue for the	
	meeting is not available at that	meeting is not available at that	
	time, the shareholders' meeting	time, the shareholders' meeting	
	may decide to find another venue	may decide to find another venue	
	to continue the meeting.	to continue the meeting.	
	3. The shareholders' meeting may	3. The shareholders' meeting may	
	decide to postpone or resume	decide to postpone or resume the	
	the meeting within five days	meeting within five days pursuant	
	pursuant to Article 182 of the	to Article 182 of the Company	
	Company Act.	Act.	
		4. After the end of the shareholders'	
		meeting, the shareholders shall	
		not elect another chairperson to	
		resume the meeting at the	
		original address or another place.	

Articles	Articles after amendment	Existing articles	,	Amendment
Article 20	Information Disclosure for Visual	(Newly added)	1.	This Article
	Communication Meetings			is newly
	If a shareholders' meeting is held by			added.
	the method of visual communication,		2.	In order to
	the Company shall immediately			enable the
	disclose the voting results for the			shareholder
	various proposals and election			s attending
	results on the visual communication			the
	meeting platform for the			shareholder
	shareholders' meeting as specified			s' meeting
	after the voting is over, and shall			by the
	continuously disclose them for at			method of
	least 15 minutes after the			visual
	chairperson declares the end of the			communica
	meeting.			tion to
				timely
				know the
				voting
				status for
				the various
				proposals
				and
				election
				results, and
				specify
				sufficient
				time for
				information
				disclosure,
				this Article
				is hereby
				added.
Article 21	Location of the chairperson and	(Newly added)	1.	This Article
	Recorder of a Shareholders' Meeting			is newly
	by the Method of Visual			added.
	<u>Communication</u>		2.	When a
	When the Company holds a			shareholder
	shareholders' meeting by the			s' meeting

Articles	Articles after amendment	Existing articles	/	Amendment
	method of visual communication, the	<u> </u>		is held by
	chairperson and recorder shall be at			the method
	the same place within the country,			of visual
	and the chairperson shall declare the			communica
	address of the place at the time of			tion, and
	the meeting.			there is no
				physical
				meeting
				place, the
				chairperson
				and
				recorder
				shall be at
				the same
				place within
				the country.
				In addition,
				in order to
				inform
				shareholder
				s of the
				location of
				the
				chairperson
				, the
				chairperson
				shall
				declare the
				address of
				his/her
				location at
				the time of
				the
				meeting, so
				this Article
				is added.
Article 22	Handling of Communication	(Newly added)	1.	This Article
	<u>Disconnection</u>			is newly

Articles		Articles after amendment	Existing articles		Amendment
	1.	If a shareholders' meeting is held			added.
		by the method of visual		2.	In order to
		communication, the Company			reduce
		may make a simple connection			communica
		test for the shareholders before			tion
		the meeting, and timely provide			problems
		relevant services before and			from a
		during the meeting to assist in			visual
		dealing with technical problems			communica
		of communication.			tion
	2.	If a shareholders' meeting is held			meeting,
		by the method of visual			and handle
		communication, when calling the			any
		meeting to order, the chairperson			communica
		shall separately declare that, in			tion
		addition to the situation that the			disconnecti
		meeting need not be postponed			on during a
		or resumed as specified in			shareholder
		Paragraph 4 of Article 44-20 of			s' meeting
		the Rules Governing Handling of			held by the
		Stock Affairs of Publicly Listed			Company
		Companies, before the			by the
		chairperson declares the end of			method of
		the meeting, if, due to natural			visual
		disasters, incidents or other force			communica
		majeure events, there is an			tion, the
		obstacle to the visual			Article is
		communication meeting platform			hereby
		or participation in the meeting by			added.
		the method of visual			
		communication for more than 30			
		continuous minutes, the meeting			
		shall be postponed or resumed			
		within five days, and the			
		provisions of Article 182 of the			
		Company Act shall not apply.			
	3.	If the meeting is postponed or			
		resumed as specified in the			

Articles		Articles after amendment	Existing articles	Amendment
		preceding paragraph, the		
		shareholders, who are not		
		registered to attend the original		
		shareholders' meeting by the		
		method of visual communication,		
		shall not attend the postponed or		
		resumed meeting.		
	4.	If the meeting shall be postponed		
		or resumed as specified in the		
		Paragraph 2, and shareholders		
		have been registered to attend		
		the original shareholders'		
		meeting by the method of visual		
		communication and have		
		completed the registration, but		
		have not attended the postponed		
		or resumed meeting, the number		
		of shares present at the original		
		shareholders' meeting, and the		
		voting rights and election rights		
		exercised shall be included in the		
		total number of shares, voting		
		rights, and election rights of the		
		shareholders present at the		
		postponed or resumed meeting.		
Ĺ	5.	When the shareholders' meeting		
		is postponed or resumed in		
		accordance with the provisions of		
		Paragraph 2, if the voting and		
		counting have been completed,		
		and the voting results or the list		
		of elected directors and		
		supervisors have been declared		
		for the proposals, they are not		
		required to be discussed and		
		resolved again.		
	6.	When the Company holds a visual		
		communication-assisted		

Articles		Articles after amendment	Existing articles	Amendment
		shareholders' meeting, and the		
		visual communication meeting		
		cannot be resumed as specified		
		in Paragraph 2, if the total		
		number of shares present at the		
		shareholders' meeting after		
		deducting the number of shares		
		present at the shareholders'		
		meeting by the method of visual		
		communication still reaches the		
		statutory quota for holding the		
		shareholders' meeting, the		
		shareholders' meeting shall be		
		continuously held, and shall not		
		be postponed or resumed as		
		specified in Paragraph 2.		
	7.	If the meeting referred to in the		
		preceding paragraph shall be		
		continuously held, the number of		
		shares held by the shareholders		
		attending the shareholders'		
		meeting by the method of visual		
		communication shall be included		
		in the total number of shares		
		held by the shareholders		
		attending the meeting, but they		
		shall be deemed as abstaining		
		from all the proposals of the		
		shareholders' meeting.		
i	8.	If the Company intends to		
		postpone or resume the meeting		
		in accordance with the provisions		
		of Paragraph 2, it shall handle the		
		relevant preparatory operations		
		in accordance with the provisions		
		set forth in Paragraph 7 of Article		
		44-20 of the Rules Governing		
		Handling of Stock Affairs of		

Articles		Articles after amendment	Existing articles	-	Amendment
		Publicly Listed Companies and			
		according to the original date of			
		the shareholders' meeting and			
		the provisions thereof.			
	9.	The Company shall decide the			
		period as specified in the last			
		Paragraph of Article 12 and			
		Paragraph 3 of Article 13 of the			
		Rules Governing Attending			
		Shareholders' Meetings of			
		Publicly Listed Companies by			
		Power of Attorney, Paragraph 2 of			
		Article 44-5, Paragraph 1 of			
		Article 44-15, and Paragraph 1 of			
		Article 44-17 of the Rules			
		Governing Handling of Stock			
		Affairs of Publicly Listed			
		Companies according to the date			
		of the shareholders' meeting			
		postponed or resumed as			
		specified in Paragraph 2.			
Article 23	Pro	ocessing of a Digital Divide	(Newly added)	1.	This Article
	Wł	nen the Company holds a			is newly
	sha	areholders' meeting by the			added.
	me	ethod of visual communication, it		2.	When the
	sha	all provide appropriate alternative			Company
	me	easures to the shareholders who			holds a
	ha	ve difficulty in attending the			shareholder
	sha	areholders' meeting by the			s' meeting
	me	ethod of visual communication.			by the
					method of
					visual
					communica
					tion,
					considering
					that there
					may be
					obstacles to

Articles	Articles after amendment	Existing articles	Amendment
			several
			shareholder
			s with a
			digital
			divide to
			attend the
			shareholder
			s' meeting
			by the
			method of
			visual
			communica
			tion, it shall
			provide
			appropriate
			alternative
			measures
			to such
			shareholder
			s, so this
			Article is
			added.
Article 24	Implementation	Implementation	The original
	The Rules shall be implemented after	The Rules shall be implemented after	Article 19 is
	being approved by a shareholders'	being approved by a shareholders'	moved to
	meeting, and the same shall apply to	meeting, and the same shall apply to	Article 24, and
	any amendments hereto.	any amendments hereto.	the content is
			not amended.
Article 25	Date of Formulation and	Date of Formulation and	The original
	Amendments	Amendments	Article 20 is
	The Rules were formulated on June	The Rules were formulated on June 1,	moved to
	1, 2007.	2007.	Article 25 and
	The first amendments were made on	The first amendments were made on	the date of
	June 22, 2017.	June 22, 2017.	these
	The second amendments were made	e second amendments were made on	amendments is
	on July 15, 2021.	July 15, 2021.	newly added.
	The third amendments were made		
	on xx, 2023.		

## [Annex 6]

## **Edison Opto Corporation**

## Comparison Table for Amended Articles of the Rules of Procedures for Board of Directors' Meetings

Articles	Articles after amendment	Existing articles	Amendment
Article 3	A Board of Directors' meeting of the	A Board of Directors' meeting of the	The Measures
	Company shall be held at least once	Company shall be held at least once	for the
	quarterly.	quarterly.	Procedures of
	The convening notice of a Board of	The convening notice of a Board of	the Board of
	Directors' meeting shall specify the	Directors' meeting shall specify the	Directors'
	reasons for convening the meeting	reasons for convening the meeting	Meetings of
	and be given to all directors and	and be given to all directors and	Publicly Listed
	supervisors seven days in advance.	supervisors seven days in advance.	Companies
	However, in case of an emergency, a	However, in case of an emergency, a	were revised
	meeting may be convened at any	meeting may be convened at any	in accordance
	time.	time.	with the
	The convening notice referred to in	The convening notice referred to in	Letter of
	the preceding paragraph may be sent	the preceding paragraph may be sent	JIN-GUAN-ZH
	electronically if the counterparty	electronically if the counterparty	ENG-FA-ZI No. 11103832635
	agrees.	agrees.	released by
	The items as specified in the	The items as specified in the	the Financial
	subparagraphs of Paragraph 1 of	subparagraphs of Paragraph 1 of	Supervisory
	Article 6 shall be set forth in the	Article 6 shall be set forth in the	Commission
	reasons for convening the meeting,	reasons for convening the meeting,	on August 5,
	and shall not be submitted in a	and shall not be submitted in a	2022.
	temporary motion.	temporary motion, except for	Because the
		emergencies or due reasons.	subparagraph
			s of
			Paragraph 1
			of Article 6
			set forth
			important
			items related
			to the
			Company's
			operation,
			they shall be
			specified in
			the reasons

Articles	Articles after amendment	Existing articles	Amendment
			for convening
			the meeting
			to enable the
			directors to
			know
			sufficient
			information
			and have
			sufficient
			time to
			evaluate the
			proposals
			before
			making
			decisions.
			Therefore,
			the exclusion
			provision in
			Paragraph 4
			shall be
			deleted, and
			it is clearly
			specified that
			the items in
			the
			subparagraph
			s of
			Paragraph 1
			of Article 6
			shall be set
			forth in the
			reason for
			convening the
			meeting, and
			shall not be
			proposed in a
			temporary
			motion.
Article 6	The Company shall submit the	The Company shall submit the	By reference
	following items to a Board of	following items to a Board of	to the

Articles	Articles after amendment		Existing articles		Amendment
	Dir	ectors' meeting for discussion:	Dire	ectors' meeting for discussion:	Company Act
	1.	The Company's operation plan.	1.	The Company's operation plan.	and the
	2.	Annual financial statements and	2.	Annual financial statements and	Interpretation
		semi-annual financial			s in the letter
		statements.However, if the		However, if the semi-annual	of the
		semi-annual financial statements		financial statements are not	Ministry of
		are not required to be audited		required to be audited and	Economic
		and verified by an accountant in		verified by an accountant in	Affairs, the
		accordance with the provisions of		accordance with the provisions of	removal and
		laws and regulations, the		laws and regulations, the	election of
		provision for the semi-annual		provision for the semi-annual	the
		financial statements in the		financial statements in the	chairperson
		preceding subparagraph shall not		preceding subparagraph shall not	are both
		apply.		apply.	important
	3.	To formulate or amend the	3.	To formulate or amend the	items for the
		internal control systems, and		internal control systems, and	Company, so
		evaluate the effectiveness of the		evaluate the effectiveness of the	Subparagraph
		internal control systems.		internal control systems.	6 is newly
	4.	To formulate or amend the	4.	To formulate or amend the	added. It is
		procedures for handling major		procedures for handling major	clearly
		financial and business activities,		financial and business activities,	specified that
		such as acquiring or disposing of		such as acquiring or disposing of	if the Board
		assets, engaging in derivatives		assets, engaging in derivatives	of Directors
		trading, lending funds to others,		trading, lending funds to others,	does not have
		endorsing or providing		endorsing or providing	a managing
		guarantees for others, etc.		guarantees for others, etc.	director,
	5.	To raise, issue, or make private	5.	To raise, issue, or make private	election or
		placement of equity securities.		placement of equity securities.	dismissal of
	6.	If the Board of Directors does not	6.	' '	the
		have a managing director,		person-in-charge of finance,	chairperson
		election or dismissal of the		accounting, or internal audits.	shall be
		chairperson.			submitted to
	7.	Appointment and removal of the	7.	Donations to related parties or	a Board of
		person-in-charge of finance,		major donations to non-related	Directors'
		accounting, or internal audits.		parties. However, public welfare	meeting for
	8.	Donations to related parties or		donations for emergency relief	discussion, so
		major donations to non-related		due to major natural disasters	the current
		parties.However, public welfare		may be submitted to the next	Subparagraph

Articles		Articles after amendment		Existing articles	Amendment
7 0.0.00		donations for emergency relief		meeting of the Board of Directors	
		due to major natural disasters		for subsequent ratification.	moved to
		•	8.	Pursuant to Article 14-3 of the	Subparagraph
		meeting of the Board of Directors		Securities Exchange Act, other	s 7 to 9.
		for subsequent ratification.		items that shall be resolved by a	
	9.	Pursuant to Article 14-3 of the		shareholders' meeting or a Board	
		Securities Exchange Act, other		of Directors' meeting, or major	
		items that shall be resolved by a		items specified by a competent	
		shareholders' meeting or a Board		authority in accordance with the	
		of Directors' meeting, or major		provisions in the laws and	
		items specified by a competent		regulations or the Articles of	
		authority, in accordance with the		Association.	
		provisions in the laws and	The	e term "related parties" referred to	
		regulations or the Articles of	in S	Subparagraph 7 of the preceding	
		Association.	par	agraph, means the related parties	
	Th	e term "related parties" referred to	reg	ulated by the Standards for	
	in S	Subparagraph 8 of the preceding	Pre	paration of Financial Statements	
	pa	ragraph means the related parties	of S	Securities Issuers. The term "major	
	reg	gulated by the Standards for	dor	nation to non-related parties"	
	Pre	eparation of Financial Statements	me	ans the amount of each donation	
	of	Securities Issuers. The term "major	or t	the cumulative amount of	
	do	nation to non-related parties"	dor	nations to the same entity within	
	me	eans the amount of each donation	one	e year reaching NTD 100 million or	
	or	the cumulative amount of	mo	re, or reaching 1% of the net	
	do	nations to the same entity within	оре	erating revenues or 5% or more of	
	on	e year reaching NTD 100 million or	the	paid-in capital in the financial	
	mc	ore, or reaching 1% of the net	sta	tements verified by an accountant	
	ор	erating revenues or 5% or more of	for	the most recent year.	
	the	e paid-in capital in the financial	The	e term "within one year" referred	
		•	to i	n the preceding subparagraph,	
	for	the most recent year.	me	ans the period ended on the date	
		e term "within one year" referred		the current meeting of the Board	
		in the preceding subparagraph,		Directors, and calculated	
		eans the period ended on the date		rospectively as one year, and parts	
		the current meeting of the Board		any proposals that have been	
		Directors, and calculated		omitted to and resolved and	
		crospectively as one year, and parts		opted by the Board of Directors	
	of	any proposals that have been	sha	Ill not be included again.	

Articles	Articles after amendment	Existing articles	Amendment
ALUCIES	submitted to and resolved and	EXISTING dructes	Amenament
	adopted by the Board of Directors		
	shall not be included again.		
Autiala O		The chairman and all accounts and	T-  -
Article 9	The chairperson shall convene and	The chairperson shall convene and	To be
	hold the position of chairperson of a	hold the position of chairperson of a	amended 
	Board of Directors' meeting of the	Board of Directors' meeting of the	pursuant to
	Company. However, the first session	Company. However, the first session	Paragraph 4
	of each Board of Directors' meeting	of each Board of Directors' meeting	of Article 203
	shall be convened by a director	shall be convened by a director	and Article
	representing the most voting rights	representing the most voting rights	203-1 of the
	according to the votes received at a	according to the votes received at a	Company Act,
	shareholders' meeting, and the	shareholders' meeting, and the	and
	chairperson of the meeting shall be	chairperson of the meeting shall be	Paragraph 2 is
	held by the person having the right to	held by the person having the right to	adjusted and
	convene the meeting. If there are two	convene the meeting. If there are two	added.
	or more persons having the right to	or more persons having the right to	
	convene the meeting, they shall elect	convene the meeting, they shall elect	
	one of them to hold the position.	one of them to hold the position.	
	Pursuant to Paragraph 4 of Article		
	203 or Paragraph 3 of Article 203-1 of		
	the Company Act, if a Board of		
	Directors' meeting is convened by		
	more than half of the directors		
	themselves, the directors shall elect		
	one of them to serve as the		
	chairperson.		
	When the chairperson asks for leave	When the chairperson asks for leave	
	or is unable to exercise his/her	or is unable to exercise his/her	
	powers for any reason, the deputy	powers for any reason, the deputy	
	chairperson shall act on his/her	chairperson shall act on his/her	
	behalf. If there is no deputy	behalf. If there is no deputy	
	chairperson, or the deputy	chairperson, or the deputy	
	chairperson also asks for leave or is	chairperson also asks for leave or is	
	unable to exercise his/her powers for	unable to exercise his/her powers for	
	any reason, the chairperson shall	any reason, the chairperson shall	
	appoint a director to act on his/her	appoint a director to act on his/her	
	behalf. If the chairperson does not	behalf. If the chairperson does not	
	appoint a proxy, the directors shall	appoint a proxy, the directors shall	
	1 //	1 //	<u> </u>

Articles	Articles after amendment	Existing articles	Amendment
	elect one of them to act as his/her	elect one of them to act as his/her	
	proxy.	proxy.	
Article 17	The directors shall adhere to a high	The directors shall adhere to a high	Pursuant to
	degree of self-discipline. If the	degree of self-discipline. If the	Paragraph 3
	proposals discussed by the Board of	proposals discussed by the Board of	of Article 206
	Directors involve any directors' own	Directors involve any directors' own	of the
	interests or interests of juristic	interests or interests of juristic	Company Act,
	persons represented by them, they	persons represented by them, they	Paragraph 2 is
	shall state the important contents of	shall state the important contents of	added, and
	their interests at the current Board of	their interests at the current Board of	the original
	Directors' meeting. If it is harmful to	Directors' meeting. If it is harmful to	Paragraph 2 is
	the interests of the Company, such	the interests of the Company, such	adjusted to
	proposals shall not be included in the	proposals shall not be included in the	Paragraph 3.
	items under discussion and voting,	items under discussion and voting,	
	and the directors shall avoid the	and the directors shall avoid the	
	discussion and voting, and shall not	discussion and voting, and shall not	
	exercise the voting rights on behalf of	exercise the voting rights on behalf of	
	other directors.	other directors.	
	Where the spouse, a blood relative		
	within the second degree of kinship		
	of a director, or any Company which		
	has a controlling or subordinate		
	relation with a director has interests		
	in the items under discussion in the		
	meeting of the preceding paragraph,		
	such director shall be deemed to		
	have a personal interest in the		
	<u>matter.</u>		
	Paragraph <u>4</u> of Article 206 of the	Paragraph 3 of Article 206 of the	
	Company Act shall apply and the	Company Act shall apply and the	
	provisions in Paragraph 2 of Article	provisions in Paragraph 2 of Article	
	180 of the Company Act shall apply	180 of the Company Act shall apply	
	mutatis mutandis to the handling of	mutatis mutandis to the handling of	
	the resolution of the Board of	the resolution of the Board of	
	Directors on which the directors are	Directors on which the directors are	
	not allowed to exercise voting rights	not allowed to exercise voting rights	
	in accordance with the provisions of	in accordance with the provisions of	
	the preceding paragraph.	the preceding paragraph.	

## [Annex 7]

## **Edison Opto Corporation**

# **Articles of Incorporation(full text before amendment)**

#### **Chapter 1 General Provisions**

- Article 1: The Company is organized in accordance with the provisions of the Company Act and is named Edison Opto Corporation.
- Article 2: The business of the Company is as follows:
  - 1. CC01040 Lighting Equipment Manufacturing
  - 2. CC01080 Electronic Parts and Components Manufacturing
  - 3. E603080 Traffic Signs Installation Engineering
  - 4. EZ06010 Traffic Marking Engineering
  - 5. F119010 Wholesale of Electronic Materials
  - 6. F213090 Retail Sale of Traffic Sign Equipment and Materials
  - 7. F219010 Retail Sale of Electronic Materials
  - 8. F401010 International Trade
  - 9. ZZ99999 All business items that are not prohibited or restricted by law
- Article 3: The Company shall have its head office in New Taipei City, Taiwan, and may establish branch companies, representative offices or liaison offices in Taiwan and abroad if necessary by resolution of the Board of Directors.
- Article 4: The total amount of the Company's investment may not be limited by Article 13 of the Company Act with respect to the limit of the proportion of investment

  The Company may endorse or guarantee external parties when necessary for its business.
- Article 4-1: The method of announcement of the Company shall be in accordance with Article 28 of the Company Act.

#### **Chapter 2 Shares**

- Article 5: The total capital of the Company is set at NT\$2,000,000,000 divided into 200,000,000 shares of NT\$10 each, of which unissued shares shall be authorized to be issued by the Board of Directors in installments.
  - NT\$200,000,000 of the aforementioned capital is reserved for the issuance of employee stock options or the exercise of stock options by a corporate bond with warrant, with a total of 20,000,000 shares of NT\$10 each, to be issued in installments

- as resolved by the Board of Directors.
- Article 6: The shares of the Company shall be affixed with the signatures or seals of the directors representing the Company and shall be duly certified or authenticated by the bank, which is competent to certify shares under the laws before issuance thereof. The Company shall be exempted from printing its share certificate and shall register the issued shares with a centralized securities depository institution and follow the regulations of that institution.
- Article 7: The transfer and change of the name of the owner of the shares shall be in accordance with Article 165 of the Company Act.

  The handling of the Company's stock affairs shall be in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

## **Chapter 3 Shareholders' Meeting**

- Article 8: There shall be two types of shareholders' meetings: regular meetings shall be held once a year, within six months after the end of each fiscal year, convened by the Board of Directors in accordance with the law, and extraordinary meetings shall be convened when necessary in accordance with the law. Unless otherwise provided in the Company Act and other relevant laws and regulations, the shareholders' meeting should be convened by the Board of Directors in accordance with the law. Shareholders shall be notified 30 days in advance of the convening of a regular shareholders' meeting and 15 days in advance of the convening of an extraordinary shareholders' meeting; But the shareholders holding less than 1,000 shares may be notified by public announcement. The notice and announcement of the shareholders' meeting should specify the causes and subjects for convening the meeting; with the consent of the corresponding party, the notice of meeting may be given in an electronic form.
- Article 8-1: If a shareholders' meeting is convened by the Board of Directors, the Chairperson of the board shall chair the meeting. When the Chairperson is on leave or for any reason unable to exercise the powers of office, 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 office, 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. If a shareholders' meeting is

- convened by someone with the convening right but other than the Board of Directors, the convening person shall chair the meeting and if there are more than two such persons, one of them shall be elected as the chair of the meeting.
- Article 9: If a shareholder is unable to attend a shareholders' meeting for any reason, he or she may appoint a proxy to attend the meeting with the signature or seal of the shareholder in the proxy form issued by the Company stating the scope of authority in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" issued by the competent authority, in addition to the provisions of Articles 177, 177-1 and 177-2 of the Company Act and Article 25-1 of the Securities and Exchange Act.
- Article 9-1: When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights in writing or electronically. Shareholders who exercise their voting rights in writing or electronically shall be deemed to be present in person at the shareholders' meeting, but shall be deemed to have abstained from voting on the extempore motions and amendments to the original motions of the shareholders' meeting. The declaration of intent is governed by Article 177-2 of the Company Act.
- Article 10: Each shareholder of the Company shall have one voting right per share, except in the case of shares without voting rights as provided in Article 179 of the Company Act.
- Article 11: Unless otherwise provided in the relevant laws and regulations, the resolution of the shareholders' meeting shall be made with the attendance of shareholders representing more than half of the total number of issued shares in person or by proxy, with the consent of more than half of the voting rights of the shareholders present.
- Article 11-1: Resolutions of the shareholders' meeting shall be recorded in the minutes of the meeting. The minutes of the shareholders' meeting shall be signed or sealed by the chair of the shareholders' meeting, and distributed to the shareholders within 20 days after the meeting. The foregoing meeting minutes may be prepared and distributed electronically.
- Article 11-2: If the Company has a motion to cancel the public offering in the future, it shall be proposed as a motion to be resolved at the shareholders' meeting, and this Article shall remain unchanged during the listing period in the future.

#### **Chapter 4 Directors and Audit Committee**

Article 12: The Company shall have seven to eleven directors for a term of three years, who shall be elected by the shareholders' meeting based on the candidate nomination system

from among persons who have good standing and shall be eligible for re-election. The total number of shares of registered stock held by all directors shall not be less than a certain percentage of the total number of shares required by the competent authority.

The Company shall have independent directors within the above total number of directors. The number of independent directors shall not be less than two and not less than one-fifth of the total number of directors, and shall be elected by the shareholders from the list of independent director candidates. The professional qualifications, shareholdings, restrictions on concurrent employment, nominations and other matters to be followed by the independent directors shall be in accordance with the relevant regulations of the competent securities authorities. If the Company's Audit Committee is established, the Audit Committee shall consist of all independent directors, and the number of independent directors shall not be less than three, one of whom shall be the convener and at least one of whom shall have accounting or financial expertise.

The Company does not need to have a supervisor by law because of the establishment of the Audit Committee.

The Company's Board of Directors may establish other functional specialty committees, the charters of which shall be approved by the Board of Directors. The resolution of the Audit Committee shall be made with at least one-half of all members of the Audit Committee. The first term Audit Committee shall be established on the date of the first election of the independent directors elected in accordance with the preceding Paragraph. The Audit Committee shall be responsible for carrying out the duties and responsibilities of the supervisors under the Company Act, the Securities and Exchange Act and other laws and regulations from the date the Audit Committee is established.

- Article 12-1: The Company may authorize the Board of Directors to purchase liability insurance for all directors during their term of office in respect of their liability under the law for the scope of business they perform.

  After the Company has purchased or renewed liability insurance for the directors, the Company shall report the amount of liability insurance, coverage and premium rate to the coming Board of Directors' meeting.
- Article 12-2: The Company adopts the single registered cumulative voting system for the election of directors. Each share shall have the same number of voting rights as the number of directors to be elected, which may be cast collectively for a single

candidate or split among several candidates, and the persons who receive the greater number of voting rights shall be elected as directors. If there is a need to amend the method, it shall be listed and described in the causes and subjects of the meeting, in addition to being in compliance with the provisions of Article 172 of the Company Act, etc.

- Article 13: The Board of Directors shall be organized by the directors and shall elect one person as the Chairperson of the Board of Directors from among themselves with the presence of at least two-thirds of the directors and the consent of a majority of the directors present, and may elect one person as the Vice Chairperson from among themselves in the same manner as provided in the Articles of Incorporation. The Chairperson of the Board of Directors shall represent the Company externally. If the Chairperson of the Board of Directors is absent from office or is unable to exercise his or her duties for any reason, the appointment of his or her acting person shall be in accordance with Article 208 of the Company Act.
- Article 13-1: The directors shall attend the meetings of the Board of Directors in person. When a director is unable to attend a meeting of the Board of Directors for any reason, he or she shall appoint another director to attend the meeting as his or her acting person, and shall issue a proxy form each time and state the scope of authority with respect to the causes and subjects of the meeting, but each director can only be appointed by one person. In case a meeting of the Board of Directors is proceeded via a visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
- Article 14: In calling a meeting of the board of directors the reasons for convening the meeting shall be stated in the notice of the meeting to directors in writing, email or fax seven days in advance. The Board of Directors' meeting may be convened at any time in case of emergency with the notice of the meeting by writing, Email or fax. Unless otherwise provided in the Company Act, the Board of Directors' meeting shall be convened by the Chairperson of the Board of Directors, who shall serve as the meeting chair.

  Except as otherwise provided in the Company Act and the Articles of Incorporation, a resolution of the Board of Directors shall be made with the attendance of a majority of the directors and the approval of a majority of the directors present.
- Article 15: The remuneration of all directors is authorized to be determined by the Board of

  Directors based on the extent of their participation in the Company's operations and
  the value of their contributions, with the usual standards in the industry taken into

account.

### **Chapter 5 Managerial Officer**

Article 16: The Company may have a president and several vice presidents, whose appointment, dismissal and remuneration shall be in accordance with Article 29 of the Company Act.

### **Chapter 6 Accounting**

- Article 17: At the end of each fiscal year, the Board of Directors of the Company shall prepare the reports listed here and submit them to the Audit Committee for review, and the Audit Committee shall issue a report to the shareholders' meeting for adoption at least thirty days prior to the regular shareholders' meeting.
  - 1. Business Report
  - 2. Financial Statements
  - 3. Earnings distribution or losses make-up proposal
- Article 17-1: Earnings distribution or losses make-up may be made after the end of each semi-annual fiscal year, provided that the resolution on the earnings distribution or losses make-up for the preceding semi-annual fiscal year shall be submitted to the Audit Committee for review and to the Board of Directors for resolution together with the business report and financial statements.

The Company when distributing surplus earnings in accordance with the provision of the preceding Paragraph, shall estimate and reserve the taxes and dues to be paid, the losses to be covered and the legal reserve to be set aside. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. If the Company distributes earnings in accordance with the second Paragraph of this Article by issuing new shares, the Company shall comply with the provisions of Article 240 of the Company Act; if cash is to be distributed, the Board of Directors shall approve the distribution.

For a company with a public offering of shares, the earnings distribution or losses make-up in accordance with the preceding three provisions shall be made in accordance with the financial statements audited or reviewed by CPAs.

Article 18: If the Company has any surplus in the net profit for the year as concluded by the annual accounting book close, the Company shall set aside 5% to 15% of the current year's net profit as profit sharing remuneration for employees, which shall be distributed in stock or cash by resolution of the Board of Directors, and the recipients of which include the employees of the subordinate companies who meet certain

on the Company's business strategy, profitability, their performance and contributions, and other factors, and with reference to the market level of salaries, with reference to the recommendation of the Remuneration Committee and approval of the Board of Directors; the Company may set aside not more than 3% of the above-mentioned profit as profit sharing remuneration for directors by resolution of the Board of Directors. The profit sharing remuneration for employees and directors shall be reported to the shareholders' meeting.

However, if the Company has accumulated losses, the amount of losses make-up shall be reserved in advance and then the employees and directors' profit sharing remuneration shall be appropriated in accordance with the aforementioned percentages.

Article 18-1: If the Company has any surplus in the earnings as concluded by the annual accounting book close, the Company shall pay tax and make up for the accumulated losses first, and then set aside 10% as legal reserve, but if the legal reserve has reached the amount of the Company's paid-in capital, no further provision shall be made, and the remainder shall be set aside or reversed as special reserve in accordance with the Securities and Exchange Act; if there is any remaining balance, the Board of Directors shall, together with the accumulated undistributed earnings, prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders.

The Company's dividend policy is to distribute dividends to shareholders at a rate of not less than 60% of the available-for-distribution earnings each year, with the capital, financial structure, operating conditions, future development plans, capital requirements, domestic and international competition taken into account, as well as the interests of shareholders. If the accumulated available-for-distribution earnings are less than 20% of the paid-in capital, no earnings distribution should be made. Dividends may be distributed to shareholders in cash or in stock, with cash dividends not less than 10% of the total dividends.

Article 18-2: The Company's employee' treasury stock, employee stock options, employee profit sharing, new shares subscribed by employees, and new shares with employee restricted stock may be granted to employees of the controlling company or subordinate companies who meet certain criteria.

### **Article 7 Supplementary Provisions**

Article 19: Matters not provided for in the Articles of Incorporation shall be governed by the provisions of the Company Act and related laws and regulations.

Article 20: The Articles of Incorporation were established on September 13, 2001.

The 1st amendment was made on November 5, 2002.

The 2nd amendment was made on September 10, 2004.

The 3rd amendment was made on May 5, 2005.

The 4th amendment was made on May 5, 2005.

The 5th amendment was made on June 27, 2006.

The 6th amendment was made on June 27, 2006.

The 7th amendment was made on June 21, 2007.

The 8th amendment was made on June 16, 2008.

The 9th amendment was made on April 27, 2010.

The 10th amendment was made on June 19, 2012.

The 11th amendment was made on June 13, 2013.

The 12th amendment was made on June 15, 2016.

The 13th amendment was made on June 22, 2017.

The 14th amendment was made on June 18, 2019.

The 15th amendment was made on July 15, 2021.

Edison Opto Corp.

Chairperson: Jason Wu

## [Annex 8]

## **Edison Opto Corporation**

# Rules of Procedure for Shareholders' Meeting(Full text before amendment)

## Article 1 Basis and Purpose

In order to establish a good governance system for the shareholders' meeting, improve the supervision function and strengthen the management function, the Rules have been established in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

#### Article 2 Scope

Unless otherwise provided by law or the Articles of Incorporation, the rules of procedure for shareholders' meeting of the company shall be governed by the Rules.

#### Article Definition

The term "shareholders" as used herein shall mean the shareholders themselves and the proxies appointed by the shareholders to attend the meeting.

Article 4 Convening of Shareholders' Meeting and Notice of Meeting

- I. Unless otherwise provided by law, the Company's shareholders' meeting shall be convened by the Board of Directors.
- II. The Company shall send to the Market Observation Post System (MOPS) the notice of the shareholders' meeting, the proxy form, and the agenda and explanatory materials for each motion for adoption, discussion, and election or dismissal of directors 30 days prior to the regular shareholders' meeting or 15 days prior to the extraordinary shareholders' meeting. The Company shall send the shareholders' meeting handbook and supplementary information to the Market Observation Post System (MOPS) as electronic files no later than 21 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. 15 days prior to the shareholders' meeting, the shareholders' meeting handbook and supplementary information shall be made available to the shareholders at any time and shall be displayed at the Company and the professional stock affairs agency appointed by the Company, and shall be distributed at the shareholders' meeting.
- III. The causes or subjects of a shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders and public announcement. The notice of meeting may be given by means of electronic transmission.

- IV. Matters pertaining to election or discharge of directors and alteration of 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, dissolution, merger, spin-off, or any matters as set forth in Article 185-1 of the Company Act, Article 26-1, Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extempore motions.
- V. The causes and subjects of the shareholders' meeting has stated the full re-election of directors and the date of their appointment. After the completion of the re-election at such shareholders' meeting, the date of their appointment shall not be changed by way of an extempore motion or otherwise at the same meeting.
- VI. Shareholders holding at least one percent of the total number of issued shares may propose a motion to the Company for a regular shareholders' meeting. Any proposal with more than one motion shall 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 responsibilities. The Board of Directors may include it in the meeting agenda. In addition, the Board of Directors must not include the motion proposed by the shareholder under any of the circumstances set forth in Article 172-1-4 of the Company Act.
- VII. Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the Company shall give a public notice announcing acceptance of the proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten days. A shareholder proposal is limited to 300 words. If it exceeds 300 words, the proposal shall not be included in the meeting agenda; the proposing shareholder should attend the shareholders' meeting in person or entrust others to attend and participate in the discussion of the proposal.
- VIII. Prior to the date for issuance of notice of shareholders' meeting, the Company should inform the proposing shareholder of the proposal screening results, and

shall list the proposals that conform to the provisions of this regulation in the notice of meeting. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting to be convened.

Article 5 Proxy to attend shareholders' meetings and authorization

- I. A shareholder may appoint a proxy printed and issued by the Company to attend a shareholders' meeting on his or her behalf by executing a power of attorney stating therein the scope of power authorized to the proxy.
- II. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previously written proxy is made in the proxy, which comes later.
- III. After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the notice of shareholders' meeting so as to rescind the proxy at issue. Otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

#### Article 6 Principles for the location and time of shareholders' meetings

Shareholders' meetings should be held at the location of the Company or the place convenient for the shareholders and suitable for the meeting occasion. The meeting should not be earlier than 9 a.m. or later than 3 p.m. Independent directors' opinions on the meeting place and time shall also be fully considered.

Article 7 Preparation of signature books and other documents

- The Company should specify in its notice of shareholders' meeting the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
- II. The time during which shareholder attendance registrations will be accepted should be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted should be clearly marked and a sufficient number of suitable personnel should be assigned to handle the registrations.

- III. Shareholders or their proxies (hereinafter referred to as the shareholders) should present attendance cards, sign-in cards, or other attendance certificates to attend a shareholders' meeting. The Company must not arbitrarily add requirements for other documents from the shareholders in support of their eligibility to attend. Solicitors seeking proxy forms should also bring identification documents for verification.
- IV. The Company shall furnish a signature book for the attending shareholders to sign in, or the attending shareholders shall submit a sign-in card to sign in on their behalf.
- V. The Company should furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker slips, voting ballots, and other meeting materials. Where there is an election of directors, election ballots should also be furnished.
- VI. When a shareholder is a government or a corporation, the number of representatives to attend the shareholders' meeting is not limited to one. When a juristic person is entrusted to attend a shareholders' meeting, only one representative can be appointed to attend.

#### Article 8 Chair and attendees at shareholders' meetings

- If a shareholders' meeting is convened by the Board of Directors, the Chairperson of the board shall chair the meeting. When the Chairperson is on leave or for any reason unable to exercise the powers of office, 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 office, 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.
- II. 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. The same shall be true for a representative of a corporate director that serves as chair.
- III. For the shareholders' meeting convened by the Board of Directors, the

- Chairperson of the board should preside in person, and a majority of the directors (including at least one independent director) and at least one representative of various functional committees should attend, and the attendance should be recorded in the shareholders' meeting minutes.
- IV. If a shareholders' meeting is convened by someone with the convening right but other than the Board of Directors, the convening person shall chair the meeting and if there are more than two such persons, one of them shall be elected as the chair of the meeting.
- V. The Company may appoint lawyers, CPA, or related personnel to attend the shareholders' meeting.

Article 9 Audio or video recordings of shareholders' meetings as evidence

The Company, beginning from the time it accepts shareholder attendance registrations, should make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting processes. The recorded materials should be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 10 Calculation of the number of shares attending and convening the shareholders' meeting

- Attendance in a shareholders' meeting should be calculated based on numbers of shares. The number of shares in attendance shall be calculated based on the shares indicated by the signature book or sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- II. The chair should call the meeting to order at the scheduled meeting time, and at the same time, announce relevant information such as the number of shares with no voting rights and the number of shares present, etc. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement. No more than two such postponements, for a combined total of no more than one hour may be made. When there are still insufficiently attending shareholders representing more than one-third of the total issued shares after two postponements, the chair shall announce the meeting to be aborted.
- III. When there are still insufficiently attending shareholders representing more than

- one-third of the total issued shares after two postponements, a tentative resolution may be adopted in accordance with Article 175-1 of the Company Act and all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.
- IV. Before the conclusion of the meeting, if the attending shareholders represent a majority of the total number of issued shares, the chair may submit a tentative resolution for voting by the shareholders' meeting in accordance with Article 174 of the Company Act.

#### Article 11 Motion discussion

- 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 of that meeting). The meeting should proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.
- II. If a shareholders' meeting is convened by someone with the convening right but other than the Board of Directors, the provisions of the preceding Paragraph shall apply mutatis mutandis.
- III. The chair must not declare the meeting adjourned before the conclusion of the meeting agenda of the preceding two Paragraphs (including extempore motions), except by a resolution of the shareholders' meeting. However, if the chair violates the rules of procedure and adjourns the meeting, a majority of the shareholders present may vote to elect a chair to continue the meeting.
- IV. The chair shall give sufficient explanation and opportunity to discuss the proposals and any amendments or extempore motions proposed by the shareholders, and when he/she is of the opinion that the motion is ready to be voted on, he or she may declare that the discussion is closed, put to vote and arrange adequate time for voting.

## Article 12 Shareholders' Speech

- I. Before speaking, an attending shareholder must specify the subject of the speech on a speaker slip, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
- II. An attending shareholder who has submitted a speaker 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 slip, the spoken content shall prevail.
- III. 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 topic, the chair may terminate the speech.
- IV. When an attending shareholder is speaking, other shareholders must not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder and the chair should stop any violation.
- V. When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal.
- VI. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

## Article 13: Calculation of voting shares and recusal system

- Voting in a shareholders' meeting should be calculated based on numbers of shares.
- II. With respect to resolutions of a shareholders' meeting, the number of shares held by a shareholder with no voting right shall not be calculated as part of the total number of issued shares.
- III. When a shareholder has a personal interest in relation to an agenda item that would compromise the interests of the Company, that shareholder must not vote on that item, and must not exercise voting right as a proxy for any other shareholder.
- IV. The number of shares for which voting rights are not allowed to be exercised in the preceding Paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
- V. Except for a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights of that proxy must not exceed 3% of the voting rights of 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 14 Voting on Motions, Vote Monitoring and Counting

I. A shareholder shall have one voting right per share, except when the shares are restricted shares or have no voting rights under Article 179, Paragraph 2 of the

Company Act.

- II. When the Company holds a shareholders' meeting, it shall allow the exercise of voting rights by electronic means or by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise should be specified in the notice of shareholders' meeting. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person. But his or her rights shall be considered abstained with respect to the extraordinary motions and amendments to original proposals of that meeting; so the Company should avoid submitting extraordinary motions and amendments to original proposals.
- III. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding Paragraph should deliver a written declaration of intent to the Company 2 days before the shareholders' meeting. In the event of duplicate declarations of intent, the one received earliest shall prevail. Except when a declaration is made to cancel the earlier declaration of intent.
- IV. After a shareholder has exercised voting rights by correspondence or electronic means, if 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 should be made to the Company, by the same means by which the voting rights were exercised, 2 days before 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 by correspondence or electronic means and also appointed a proxy to attend the shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.
- V. Unless otherwise required by the Company Act and by the Company's Article of Incorporation, the approval of a proposal shall require an affirmative vote of a majority of the voting rights of the attending shareholders. If the motions are voted on a case-by-case basis, the chair or his or her designed personnel shall announce the total number of voting rights of shareholders present on a case-by-case basis.
- VI. If no objection is raised as the chair consulting all shareholders present, the motion shall be deemed to be passed and shall have the same effect as voting. In case of any objection, voting should be taken in accordance with the preceding Paragraph.

- VII. 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 vote. When any one among them is approved, the other proposals will then be deemed rejected, and no further voting shall be required.
- VIII. Monitoring and counting personnel for voting on a motion shall be appointed by the chair, but all monitoring personnel should be shareholders.
- IX. Vote counting for shareholders' meeting motions or elections should be conducted in a public place during the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistics of the number of rights, shall be announced on the spot in the meeting, and recorded

#### Article 15 Election

- In the event of an election of directors at a shareholders' meeting, the election results, including the list of elected directors and the number of their elected rights, should be announced on the spot in accordance with the relevant rules established by the Company.
- II. The ballots for the election mentioned in the preceding Paragraph should be properly kept for at least one year after being sealed and signed by the vote monitoring personnel. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the minutes of the shareholders' meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

#### Article 16: Meeting minutes and Signatures

- I. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The meeting minutes may be produced and distributed in electronic form.
- II. The Company may distribute the meeting minutes in the preceding Paragraph by a public announcement through the Market Observation Post System
- III. The meeting minutes should accurately record the year, month, day, and place of the meeting, the chair's name, the methods of ratification, and a summary of the discussions and voting results (including statistics on voting rights), and disclose the number of voting rights won by each candidate in the event of an election of

directors. The meeting minutes should be kept for the duration of the existence of the Company.

#### Article 17: Maintenance of the order of the meeting

- The personnel administering the shareholders' meeting should wear identification cards or armbands.
- II. The chair may direct proctors or security personnel to help maintain order in the meeting place. Proctors or security officers, when helping maintain order at the scene, should wear armbands or identification cards with the word "Proctor".
- III. If the meeting place is equipped with sound amplifying equipment, the chair may stop any shareholders from speaking unless they are using the equipment set up by the Company.
- IV. When a shareholder violates the rules of procedure, disobeys the chair's correction, or obstructs the proceedings and refuses to follow the call to stop, the chair may direct proctors or security personnel to escort the shareholder out of the meeting.

#### Article 18: Meeting break, resumption

- I. 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.
- II. If the meeting place cannot be further used and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may ratify a resolution to resume the meeting at another place.
- III. The shareholders' meeting may, in accordance with the provisions of Article 182 of the Company Act, be resolved to be postponed or resumed within five days.
- IV. After the meeting is adjourned by resolution, the shareholders shall not elect another chair for the meeting to be held at the same place or another venue.

## Article 19 Implementation

The Rules shall come into effect upon the approval of the shareholders' meeting and the same applies to amendments.

### Article 20 Date of Establishment and Amendment

The Rules were established on June 1, 2007.

The 1st amendment was made on June 22, 2017.

The 2nd amendment was made on May 25, 2021.

## [Annex 9]

## **Edison Opto Corporation**

# Rules of Procedures for Board of Directors' Meetings (full text before amendment)

- Article 1: In order to improve the operational efficiency of a Board of Directors' meeting, strengthen the management function, and establish a good governance system for Board of Directors' meetings, the Rules are hereby formulated and shall be complied with.
- Article 2: The Regulations of Procedures for Board of Directors' Meetings of the Company shall be handled in accordance with the provisions of the Rules, unless otherwise provided by laws or regulations or the Articles of Association.
- Article 3: A Board of Directors' meeting of the Company shall be convened at least once quarterly.

The convening notice of a Board of Directors' meeting shall specify the reasons for convening the meeting and be given to all directors and supervisors seven days in advance. However, in case of an emergency, a meeting may be convened at any time.

The convening notice referred to in the preceding paragraph may be sent electronically if the counterparty agrees.

The items as specified in the subparagraphs of Paragraph 1 of Article 6 shall be set forth in the reasons for convening the meeting, and shall not be submitted in a temporary motion, except for emergencies or due reasons.

Article 4: The Company shall convene a Board of Directors' meeting in due time according to the business needs. The Board of Directors of the Company shall designate the general management office as a unit handling the agenda affairs. The unit handling the agenda affairs, designated by the Board of Directors, shall consult with the relevant units of the Company in advance to plan and draft the topics and agenda of the meeting, notify all directors within the time specified in the preceding article, and provide sufficient meeting documents before the meeting, so that the directors can understand the contents of the relevant topics.

If the directors think that the meeting documents are insufficient, they may request the unit handling the agenda affairs to supplement them. If the directors consider that the documents for the proposals are insufficient, they may postpone the review for the proposals after the resolution of the Board of Directors.

- Article 5: The agenda contents of the regular Board of Directors' meeting shall at least include the following items:
  - 1. Management Presentation (Company Reports):

- (1) Minutes and implementation of the last meeting.
- (2) Important financial and business reports.
- (3) Internal audit business report.
- (4) Other important reporting matters.

#### 2. Discussion items:

- (1) Discussion items reserved at the last meeting.
- (2) Discussion items at this meeting.
- 3. Temporary motion.

Article 6: The Company shall submit the following items to a Board of Directors' meeting for discussion:

- 1. The Company's operation plan.
- 2. Annual financial statements and semi-annual financial statements. However, if the semi-annual financial statements are not required to be audited and verified by an accountant in accordance with the provisions of laws and regulations, the provision for the semi-annual financial statements in the preceding subparagraph shall not apply.
- 3. To formulate or amend the internal control systems, and evaluate the effectiveness of the internal control systems.
- 4. To formulate or amend the procedures for handling major financial and business activities, such as acquiring or disposing of assets, engaging in derivatives trading, lending funds to others, endorsing or providing guarantees for others, etc.
- 5. To raise, issue, or make private placement of equity securities.
- 6. Appointment and removal of the person-in-charge of finance, accounting, or internal audits.
- 7. Donations to related parties or major donations to non-related parties. However, public welfare donations for emergency relief due to major natural disasters may be submitted to the next meeting of the Board of Directors for subsequent ratification.
- 8. Pursuant to Article 14-3 of the Securities Exchange Act, other items that shall be resolved by a shareholders' meeting or a Board of Directors' meeting, or major items specified by a competent authority in accordance with the provisions in the laws and regulations or the Articles of Association.

The term "related parties" referred to in Subparagraph 7 of the preceding paragraph means the related parties regulated by the Standards for Preparation of Financial Statements of Securities Issuers. The term "major donation to non-related parties" means the amount of each donation or the cumulative amount of donations to the same entity within one year reaching NTD 100 million or more, or reaching 1% of the net operating revenues or 5% or more of

the paid-in capital in the financial statements verified by an accountant for the most recent year.

The term "within one year" referred to in the preceding subparagraph, means the period ended on the date of the current meeting of the Board of Directors, and calculated retrospectively as one year, and parts of any proposals that have been submitted to and resolved and adopted by the Board of Directors shall not be included again.

If shares of a foreign Company have no par value, or the par value of each share is not NTD 10, the amount of 5% of the paid-in capital referred to in Paragraph 2 shall be calculated as 2.5% of the shareholders' equity.

If the Company has independent directors, at least one independent director shall attend each Board of Directors' meeting in person. For the items which shall be submitted to a Board of Directors' meeting for resolution in Paragraph 1, all independent directors shall attend the Board of Directors' meeting. If the independent directors cannot attend in person, they shall appoint other independent directors to attend on their behalf. If the independent directors have any objection or reservation, it shall be recorded in the minutes of the Board of Directors' meeting. If the independent directors are unable to attend a Board of Directors' meeting in person to express their objection or reservation, they shall issue a written opinion in advance, which shall be recorded in the minutes of the board meeting, except for due reasons.

Article 7: When the meeting of the Board of Directors is held, a signature book shall be prepared for the directors present to sign in. Those who attend the meeting by the method of visual communication shall be deemed to attend the meeting in person, but shall fax their sign-in card to replace the sign-in in person.

If a director is unable to attend a Board of Directors' meeting for any reason, he/she shall issue a power of attorney each time, listing the scope of authorization according to the convening reasons, and authorize another director to attend the Board of Directors' meeting on his/her behalf, provided that the proxy is only authorized by one director.

Article 8: The place and time of a Board of Directors' meeting of the Company shall be the location and office time of the Company or the place and time convenient for the directors to attend and be suitable for holding a Board of Directors' meeting.

Article 9: If a Board of Directors' meeting of the Company is convened by the chairperson, the chairpersonshall serve as the chairperson. However, the first session of each Board of Directors' meeting shall be convened by a director representing the most voting rights according to the votes received at a shareholders' meeting, and the chairperson of the meeting shall be held by the person having the right to convene the meeting. If there are two or more persons having the right to convene the

meeting, they shall elect one of them to hold the position.

When the chairperson asks for leave or is unable to exercise his/her powers for any reason, the deputy chairperson shall act on his/her behalf. If there is no deputy chairperson, or the deputy chairperson also asks for leave or is unable to exercise his/her powers for any reason, the chairperson shall appoint a director to act on his/her behalf. If the chairperson does not appoint a proxy, the directors shall elect one of them to act as his/her proxy.

Article 10: When a Board of Directors' meeting is held, the unit responsible for handling the agenda affairs of the Board of Directors' meeting shall prepare all relevant documents for the directors attending the meeting to check at any time.

When a Board of Directors' meeting is held, personnel from the relevant departments or subsidiaries may be notified to attend the meeting as nonvoting delegates according to the contents of the proposals, report the current business situation of the Company, and answer the questions of the directors, so as to help the directors understand the current situation of the Company and make appropriate resolutions. When necessary, accountants, lawyers, or other professionals may also be invited to attend the meeting and make explanations. However, they shall leave the meeting during discussion and voting.

Article 11: The whole course of a Board of Directors' meeting shall be recorded or videotaped, and the record or videotapes of the meeting shall be kept for at least five years, and can be kept in an electronic form.

Before the expiration of the keeping period referred to in the preceding paragraph, if a lawsuit in connection with the resolutions of the Board of Directors is brought, the relevant audio records or videotapes shall be kept as evidence until the end of the lawsuit.

If a Board of Directors' meeting is held by the method of visual communication, the audio records or videotapes shall be part of the minutes of the meeting, and be properly kept during the Company's existence.

Article 12: The chairperson of the Board of Directors shall immediately call the meeting to order when the meeting time is reached and more than half of the directors are present at the time of the current meeting. However, if half of all directors are not present, the chairperson may declare the postponement of the meeting, and the number of postponements is limited to twice. If the number of directors present is still less than the quorum for the meeting after the second postponement, the chairperson may reconvene the meeting in accordance with the procedures as specified in Paragraph 2 of Article 3, and then the meeting can be held again.

In the course of the Board of Director's meeting, if the number of directors at the current meeting is less than half of the directors present, after a proposal by the directors at the current meeting, the chairperson shall suspend the meeting, and

the provisions of the preceding paragraph shall apply mutatis mutandis.

All directors referred to in Paragraph 1 and Subparagraph 2 of Paragraph 2 of Article 19 shall be counted according to the actual incumbents.

Article 13: A Board of Directors' meeting shall be convened according to the procedures arranged in the notice of the meeting, but may be changed with the consent of a majority of the directors present.

The chairperson shall not declare the end of the meeting without the consent of more than half of the directors present.

Article 14: After the attending directors make speeches, the chairperson may personally reply or designate relevant personnel to reply, or designate professional personnel attending as nonvoting delegates to provide relevant necessary information.

If the directors have repeatedly made speeches on the same proposals, or their speeches exceed the scope of topics, which affects the speeches of other directors or hinders the proceedings of the meeting, the chairperson may stop their speeches.

Article 15: When the chairperson considers that after the discussion, a proposal can be put into voting, he/she may declare to stop the discussion, and then put it into voting.

When voting on the proposal submitted to a Board of Directors' meeting of the Company, if all the directors present have no objection after the chairperson's inquiry, it shall be deemed as adopted. If any directors have any objection after the inquiry of the chairperson, it shall be put into voting.

The method of voting shall be decided by the chairperson in accordance with one of the following provisions, but if any attendees have any objection, opinions from a majority of the directors shall be sought to make the decision:

- 1. Voting by a show of hands or with a voting machine.
- 2. Voting by roll-call.
- 3. Voting by ballot.
- 4. Voting selected by the Company at its own discretion.

The term "all directors present" referred to in this Article does not include directors who are not allowed to exercise their voting rights pursuant to Paragraph 1 of Article 17.

Article 16: Except as otherwise provided by the Company Act, relevant regulations and the Articles of Association, when voting on the proposals submitted to the Board of Directors' meeting, more than half of the directors shall attend the meeting, and the proposals can be adopted only with the consent of more than half of the directors present.

If there are amendment or substitution proposals for the same proposal, the chairperson shall determine the order of voting for those proposals together with the original proposal. However, if one of the proposals has been adopted, the other proposals will be deemed to be rejected, and there is no need to vote for them

again.

If it is necessary to set up scrutineers and counters for voting on the proposals, they shall be appointed by the chairperson, but the scrutineers shall have a director's identity.

The voting results shall be reported on the spot, and recorded.

If a director makes an objection to the voting results of the meeting, he/she may submit a written statement, and their objection and statement shall be recorded in the minutes.

The independent directors of the Company shall give their opinions in the form of "approval", "objection and its reasons", or "no opinion or waiver and its reasons" for the items as specified in the scope of their duties.

Article 17: The directors shall adhere to a high degree of self-discipline. If the proposals discussed by the Board of Directors involve any directors' own interests or interests of juristic persons represented by them, they shall state the important contents of their interests at the current Board of Directors' meeting. If it is harmful to the interests of the Company such proposals shall not be included in the items under discussion and voting, and the directors shall avoid the discussion and voting, and shall not exercise the voting rights on behalf of other directors.

Paragraph 3 of Article 206 of the Company Act shall apply and the provisions in Paragraph 2 of Article 180 of the Company Act shall apply mutatis mutandis to the handling of the resolution of the Board of Directors on which the directors are not allowed to exercise voting rights in accordance with the provisions of the preceding paragraph.

- Article 18: The Board of Directors of the Company may establish various functional committees (hereinafter referred to as the Committees). If the Board of Directors of the Company has established the Committees, each Committee shall be responsible to the Board of Directors and submit the proposals made by it to the Board of Directors for resolution.
- Article 19: The Board of Directors shall make minutes of the items resolved, and the minutes shall contain the following items in detail:
  - 1. Session (or year), time, and place of the meeting
  - 2. Name of the chairperson
  - 3. Attendance of directors, including names and number of directors attending, asking for leave and absent
  - 4. Names and titles of attendees as nonvoting delegates
  - 5. Name of the recorder
  - 6. Management Presentation (Company Reports)
  - 7. Discussion Items: the resolution method and results of each proposal, the summary of the speeches of directors, supervisors, experts and other

personnel, the names of directors involved in the interests in accordance with the provisions in Paragraph 1of the preceding article, the description for the important contents of the interests, the reasons for their avoidance or non-avoidance, the avoidance situation, the objection or reservation opinions with records or written statements, and the written opinions issued by the independent directors in accordance with the provisions of Paragraph 5 of Article 6.

- 8. Questions and Motions: the name of the proposer, the resolution method, and results of the motion, the summary of the speeches of the directors, supervisors, experts and other personnel, the name of the directors involved in the interest in accordance with the provisions of Paragraph 1 of the preceding article, the description for the important contents of the interest, the reasons their avoidance or non-avoidance, the avoidance situation, and the objection or reservation opinions with records or written statements.
- 9. Other items to be Recorded
  - In case of any of the following circumstances, in addition to being recorded in the minutes of the meeting, the items resolved by the Board of Directors shall be announced and reported on the information reporting website designated by the competent authority within two days from the date of a Board of Directors' meeting:
  - 1. The independent directors have objections or reservations with records or written statements.
  - 2. If the Company has set up an audit committee, the items which have been adopted with the consent of more than two-thirds of all directors but without the approval of the audit committee.

The sign-in book of a Board of Directors' meeting is a part of the minutes, and shall be properly kept during the Company's existence.

The minutes shall be signed or stamped by the chairperson of the meeting and the recorder, distributed to all the directors within 20 days after the meeting, and shall be included in the important files of the Company and properly kept during the Company's existence.

The minutes referred to in Paragraph 1 may be prepared and distributed in an electronic form.

- Article 20: In addition to the items to be discussed by the Board of Directors in Paragraph 1 of Article 6, the level and content of implementation authorized to the Board of Directors in accordance with laws and regulations or the Articles of Association shall be clearly specified.
- Article 21: Any items not specified in the Rules shall be handled in accordance with the Articles of Association, the Company Act, and relevant laws and regulations.
- Article 22: The Rules of Procedures shall be implemented after being approved by the Board of Directors, and submitted and reported to a shareholders' meeting. The same shall apply to amendments hereto.

# [Annex 10]

Effect of the proposed stock dividends at the shareholders' meeting on the Company's operating results, earnings per share and shareholders' return on equity.

Unit: NT \$

Item	2023 (Estimated)			
Paid-in capital	1,353,353,260			
Distribution of	0.00000000			
stock and	Cash dividends per share from	0.30572782		
cash dividend	sh dividend Stock dividends per share from capitalization of capital surplus			
for the year	ne year (NT\$)			
	Operating profit			
	Percentage of increase (decrease) in operating profit over the same period last year			
	Net profit after tax			
Changes in operating	Percentage of increase (decrease) in net profit after tax over the same period last year			
results	Earnings per share			
	Percentage of increase (decrease) in earnings per share over the same period last year			
	Annual average return on investment (inverse of average price-earing ratio)			
	In case of capitalization of	Proforma earnings per share (NT\$)	Not applicable	
	earnings, all will be distributed in cash dividends.	Proforma annual average return on investment	(Note)	
Proforma	If the capitalization of capital surplus is not carried out	Proforma earnings per share (NT\$)		
earnings per		Proforma annual average return on	1	
share and		investment		
price-earning	If the capitalization of capital	Proforma earnings per share (NT\$)		
ratio	surplus is not carried out and			
	capitalization of earnings,	Proforma annual average return on		
	cash dividends are distributed	investment		
	instead			

- (Note) 1. The estimated dividend distribution for 2023 is based on the resolution of the Board of Directors' meeting held on March 9, 2023, and will be processed in accordance with the relevant regulations after the approval of this year's regular shareholders' meeting.
  - 2. The financial forecast for 2023 was not published. Therefore, there is no need to disclose the estimate information.

Chairperson: Jason Wu Managerial Officer: Jason Wu Accounting Officer: Aden Hsu

# [Annex 11]

# **Edison Opto Corporation Shareholdings by all directors**

- I. The number of issued shares of the Company was 137,715,192 shares.
- II. The minimum number of shares legally required to be held by all directors is 8,262,911 shares.
- III. The Company has an audit committee, so there are no supervisors holding shares.
- IV. The shareholdings by individual and all directors as of the date of stock transfer suspension of the shareholders' meeting (April 1, 2023) are as follows:

Date of stock transfer suspension: April 1, 2023

	,			transier suspensi	· · · · · · · · · · · · · · · · · · ·
Title	Name	Date elected	Term of office (Year)	Number of shares registered on the shareholder roster (shares)	Shareholding percentage (%)
Chairperson	Jason Wu	2022.6.22	3	3,494,107	2.54
Director	Representative of YOUNGTEK ELECTRONICS CORP.: June Wung	2022.6.22	3	2,549,367	1.85
Director	Weixin Investment Limited Representative: Po-Chung Wang	2022.6.22	3	4,827,428	3.51
Director	Wen-Ruei Cheng	2022.6.22	3	1,163,596	0.84
Director	Nan-Yang Wu	2022.6.22	3	0	0.00
Independent director	Wen-Chao Wang	2022.6.22	3	0	0.00
Independent director	Tung-Hsiung Hung	2022.6.22	3	0	0.00
Independent director	Yin-Fei Liu	2022.6.22	3	0	0.00
Independent director	Tsung-Nan Chou	2022.6.22	3	0	0.00
Total number and percentage of shareholdings by all directors				12,034,498	8.74

Note: The number of shares held by all directors of the Company has met the criteria of the percentage stipulated in Article 26 of the Securities and Exchange Act.

## [Annex 12]

# Edison Opto Corporation Other Explanations

For this regular shareholders' meeting, the following is a description of the handling of shareholders' proposals:

- I. In accordance with the provisions of Article 172-1 of the Company Act, shareholders holding more than 1% of the total number of issued shares may submit a proposal to the Company for a regular shareholders' meeting. However, the number of items in the proposal is limited to one containing up to 300 words (including punctuation marks).
- II. The Company accepted applications for shareholders' proposals at this year's regular shareholders' meeting for the period from March 28, 2023 to April 6, 2023, and has made the announcement on the Market Observation Post System in accordance with the law.
- III. The Company did not receive any shareholder's proposals.