



# 2024

## Annual Shareholders' Meeting Meeting Handbook

Date: Thursday, May 30, 2024, 9:00 a.m.

Location: R-floor, No. 17, Qiaohe Road, Zhonghe  
District, New Taipei City

(The Conference Room on the top floor of  
Taiwan Science & Technology Plaza)

Meeting method: Physical shareholders' meeting

Stock Code: 3591

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## **One. Meeting Agenda**

### **Edison Opto Corporation 2024 Annual Shareholders' Meeting Agenda**

**Meeting method** : Physical shareholders' meeting

**Date**: Thursday, May 30, 2024, 9:00 a.m.

**Location** : R-floor, No. 17, Qiaohe Road, Zhonghe District, New Taipei City  
(The Conference Room on the top floor of Taiwan Science & Technology Plaza)

#### **I. Call the Meeting to Order**

#### **II. Chairperson's Remarks**

#### **III. Management Presentation (Company Reports)**

1. Annual Business Report for 2023
2. Audit Report of the Audit Committee
3. 2023 distributable compensation for employees and directors
4. Report remuneration policy of director and managerial personnel
5. Report execution situation of the company repurchase Edison common stocks
6. Status of implementation of the third domestic secured convertible bonds
7. Amend the Company's "Rule of Procedure for Board of Directors' Meeting"
8. Amend the Company's "Sustainable Development Best Practice Principles"

#### **IV. Recognition Items**

1. The Company's 2023 Business Report and Financial Statements
2. The Company's 2023 Earnings Distribution

#### **V. Discussion Item**

1. To approve the proposal of cash distribution from Capital surplus
2. To amend the Company's "Rule of Procedure for Shareholder's Meeting"
3. The Company issue restricted employee shares in 2024

#### **VI. Extraordinary Motions**

#### **VII. End of Meeting**

## **Two. Meeting Presentation(Compnay Reports)**

### **Proposal 1.**

**Reason for Prposal : The company's Annual Business Report for 2023 is proposed for review.**

Statements :

1. For the company's Annual Business Report for 2023, please refer to Annex 1 of the Agenda Manual.
2. Please review the report.

### **Proposal 2.**

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

Statements :

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 Prposal : The Company's Report on Distribution of Employees' and Directors' Remuneration for 2023 is proposed for review.**

Statements :

1. In accordance with Article 18 of the Company's Articles of Incorporation and the resolution of the Board of Directors' meeting held on February 29, 2024, the Company's set aside NT\$ 2,660,000 as profit sharing remuneration for employees and NT\$540,000 as profit sharing remuneration for directors based on the profitability of the year of 2023, Which is proposed to be paid in cash.
2. Please review the Report.

### **Proposal 4.**

**Reason for Prposal : The Company's report remuneration policy of director and managerial personnel**

Statements :

1. The remuneration to the Directors of the Company is handled in accordance with the Company's Articles of Incorporation and the "Regulations Governing the Remuneration of Directors and Managerial Officers." The relevant payment standards for remuneration are reviewed by the Remuneration Committee and submitted to the Board

of Directors for resolution.

2. The salary and remuneration of directors are set at a reasonable fixed amount based on the Company's operating performance. If the Company is profitable in the fiscal year, additional remuneration shall be allocated to directors in accordance with the Articles of Incorporation. In order to establish a mechanism for evaluating directors' performance and linking remuneration with individual performance and future risks, the allocation of directors' remuneration is also based on the evaluation criteria for each individual director outlined in the Company's "Regulations Governing the Performance Evaluation of the Board of Directors." On February 23, 2023, the Company's board of directors resolved that only directors who are not employees of the Company may receive fixed monthly remuneration.
3. In accordance with the "Regulations Governing the Remuneration of Directors and Managerial Officers," the Company's performance appraisal for managerial officers and compensation policies, systems, and standards are reviewed by the Remuneration Committee and then submitted to the board of directors for resolution. In order to motivate managerial officers to achieve the Company's goals and improve business performance, the Company shall regularly evaluate the remuneration of managerial officers, taking into account the Company's industry and market salary levels, as well as the reasonable correlation of future risks. If there are serious risk events that may impact the company's profits or instances of internal management misconduct or personnel malpractice, the managerial officers' bonuses will be reduced or withheld. This ensures that managerial officers' salaries and remuneration are closely tied to the company's operating performance.
4. For remuneration paid to directors, presidents and vice presidents for 2023, please refer to Annex 3 of the Agenda

**Proposal 5.****Reason for Proposal : Implementation Report on Repurchasing of the Company's Shares.**

Statements :

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 :

<b>Number of Repurchase times</b>	<b>The seventh time</b>
Repurchase Purpose	To transfer the shares to employees.
Repurchase period	2022/9/5-2022/10/4
Interval price of repurchase	NTD 13-22
Type and number of shares repurchased	Common stock 1500 thousand shares
Amount of shares repurchased	NTD 24,847 thousand
Number of shares Canceled and transferred	0 shares
Cumulative number of shares held in the Company	1,500 thousand shares
Percentage of the cumulative number of shares held in the Company to the total number of issued shares(\$)	1.04%

**Proposal 6.****Reason for Proposal : Implementation Report on the Company's Third Domestic Issuance of Secured Convertible Corporate Bonds.**

Statement :

1. The Company's Board of Directors resolved on November 10, 2020 to issue a three-year (January 25, 2021 to January 25, 2024) secured convertible bond in the amount of NT\$300,000 thousand for the repayment of bank loans, and the fund raising was completed on January 21, 2021.
2. The closing price of the common shares listed on the Taiwan Securities Exchange has consistently exceeded the conversion price by more than 30% (inclusive) for 30 consecutive business days. Therefore, it is proposed to exercise the rights for early redemption in accordance with Article 18, paragraph 1 of the Regulations Governing the Issuance and Conversion of Convertible Corporate Bonds. October 27, 2023, is set as the record date for redemption. Additionally, transactions in the OTC market terminated on October 30, 2023.

3. Please review the report.

**Proposal 7.**

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

Statements :

1. In order to improve the board of directors' procedures and strengthen corporate governance 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 5 of the Agenda Manual.
2. Please review the report.

**Proposal 8.**

**Reason for Proposal : The amendments to the Company's Rules of Procedures for Sustainable Development Best Practice Principles.**

Statements :

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 Sustainable Development Best Practice Principles". For the comparison table for the amended articles, please refer to Annex 6 of the Agenda Manual.
2. Please review the report.

### **Three. Recognition Items**

#### **Proposal 1.**

(proposed by the Board of Directors)

**Reason for Proposal : The company's Business Report and Financial Statements for 2023 is proposed for recognition.**

Statement :

1. The Company's individual financial statements and consolidated financial statements for 2023 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 2023, please refer to Annex 1 and Annex 4 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 2023 is proposed for recognition.**

Statement :

1. For 2023, the Company's net profit after tax was NT\$47,528,196. After adding the undistributed earnings at the beginning of the period of NT\$0 and the change in actuarial gain and loss for the period of NT\$63,000, the distributable earnings amounted to NT\$47,591,196. It is proposed to allocate 10% as a legal reserve with an amount of NT\$4,759,120, set aside a special reserve of NT\$26,391,873, and distribute shareholders' bonus of NT\$14,210,944 in accordance with the Articles of Incorporation, resulting in an ending undistributed earnings of NT\$2,229,259. Shareholders' bonuses are paid in the form of cash dividends per share, which amount to NT\$0.100000, calculated up to NT\$1. Any cash dividends less than NT\$1 are rounded off and recognized as other income by the Company. After the cash dividend is resolved by the shareholders' meeting, the board of directors is authorized to set ex-dividend record date, payment date, and other related matters.
2. If there is a change in the proposed distribution rate before the distribution record date due to fluctuations in the number of the Company's outstanding shares resulting from transfers or buybacks of



treasury shares as outlined in Article 28-2 of the Securities and Exchange Act, it is suggested that the shareholders' meeting grant authorization to the Chairman to adjust the dividend distribution rate based on the cash dividends resolved in the proposal for earnings distribution and the actual number of shares outstanding on the distribution record date.

3. The Profit Distribution Table is presented below. Please recognize.

Edison Opto Corporation		
Profit Distribution Table		Unit:NTD\$
Item	Amount	
	Subtoal	Toatal
Undistributed earnings at the beginning of the period		0
Add: Net profit after tax for 2023	47,528,196	
Change in actuarial gain and loss for the period	63,000	47,591,196
Available-for-distribution earnings for the period		47,591,196
Distributable items:		
Provision for legal reserve	(4,759,120)	
Provision of special reserve for deduction from equity	(26,391,873)	
Dividend to shareholders – cash (NT\$ 0.100000/share)*	(14,210,944)	(45,361,937)
Unappropriated retained earnings		2,229,259

\*Note: It is calculated based on the number of outstanding stock, 142,109,435 shares, as of February 28, 2024.

Chairperson: Jason Wu    Managerial Officer: Jason Wu    Accounting Officer: Xi-Quan Hu

Resolution :

#### **Four. Discussion Item**

##### **Proposal 1.**

(proposed by the Board of Directors)

**Reason for Proposal : The Company's Annual Profit Distribution Plan for 2023 is proposed for recognition.**

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) 56,843,774.
2. The proposed distribution is based on the number of outstanding shares of 142,109,435 as of the day before the Board of Directors' meeting (February 28, 2024), and it is proposed to distribute cash dividends of NT\$0.400000 per share in proportion to the shares held in the shareholder roster on the base date of the dividend distribution. The total amount of cash dividends to be distributed is NT\$56,843,774. The cash dividends are calculated up to NT\$1, and any cash dividends less than NT\$1 are rounded off and transferred to other income by the Company. 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 Board of Directors through a resolution.
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 share, 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 resolution.

Resolution :

**Proposal 2**

(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 :

1. 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. 1120004167 released by the Taiwan Stock Exchange Corporation on March 17, 2023, 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 7 of the Agenda Manual.
2. Please make resolution.

Resolution :

**Proposal 3**

(proposed by the Board of Directors)

**Reason for Proposal: Discussion about the issuance of Restricted Share Awards (RSAs).**

Statements :

1. It is proposed to issue 2024 restricted shares awards in accordance with Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" promulgated by the Financial Supervisory Commission for the purposes of retaining and attracting professionals needed by the Company, incentivizing employees, and augmenting the employees' loyalty to jointly create more interest of the Company and its shareholders.
2. The Company shall register with the competent authority within one year from the date when the proposal is resolved by a shareholders' meeting, either all at once or in installments. Additionally, the Company shall issue the shares within one year from the date of receiving the notice for registration with the competent authority, which has become effective, either all at once

or in installments. The Chairman is authorized to determine the actual date of issuance.

3. Total amount of restricted shares to be issued, terms and conditions of the issuance are as follows:

I. Total issuance amount: The total amount is NT\$20,000,000, with a par value of NT\$10 per share and a total of 2,000,000 shares.

II. Terms and Conditions of the issuance:

- i. Issuing price: The issuance is gratuitous, with an issuing price of NT\$0 per share
- ii. Vesting conditions: Meeting the qualification stipulated in the Company's Rules for Issuance of Employee Restricted Stock Awards.
- iii. Type of shares to be issued: Common shares of the Company.
- iv. Methods to handle the granted restricted share awards that fail to meet the vesting conditions subsequently or in the event of inheritance: It shall be handled in accordance with the Company's Rules for Issuance of Employee Restricted Stock Awards.
- v. Restricted rights of unvested restricted shares after the grant date: It shall be handled in accordance with the Company's Rules for Issuance of Employee Restricted Stock Awards.

III. Qualifications for eligible employees and the number of the restricted stock awards to be granted

- i. Only full-time employees who have been officially employed by the Company and providing service as of the grant date are eligible for the restricted stock awards.
- ii. The Chairman shall determine the employees who are entitled to the restricted stock awards and the number of the restricted stock awards to be granted after taking into consideration factors such as seniority, job position, job performance, overall contribution, future potential contribution, and other factors, as well as the Company's business needs and conditions for business development, and then submit to the board of directors for approval. However, the proposal for restricted shares to be granted to a managerial officer or an employee who concurrently serves as a director shall be submitted to the Remuneration Committee for approval; the proposal for restricted shares to be granted to an employee who is neither a managerial officer nor a director shall be submitted to the Audit Committee for approval.

- iii. Where the Company issues employee stock warrants under Article 56-1, paragraph 1, the cumulative number of shares subscribable by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted stock awards obtained by the single warrant holder, may not exceed 0.3% of the Company's total issued shares. And the above in combination with the cumulative number of shares subscribable by the single warrant holder of employee stock warrants issued by an issuer under Article 56, paragraph 1, may not exceed 1% of the Company's total issued shares. However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted stock awards obtained by a single employee may be exempted from the above-mentioned restriction. If the competent authority updates the relevant regulations, they must be handled in accordance with the updated laws, regulations, and guidelines set forth by the competent authority.
- IV. The reasons for issuing the RSAs: In order to retain and attract the professionals needed by the Company, to incentivize employees, and augment the employees' loyalty to jointly create interests for the Company and shareholders.
- V. Amount of potential expenses, dilution to the Company's earnings per share, and other matters affecting shareholders' equity:
  - i. Amount of potential expenses

The Company shall measure the fair value of the shares on the grant date (issuance date) and recognize the relevant expenses over the vesting period. In 2024, the proposal for issuance of 2,000,000 new restricted share awards at NT\$0 per share is submitted to the general shareholders' meeting for resolution. If all restricted share awards meet the vesting condition, the total potential expenses amounted to NT\$54,200 thousand, calculated based on the closing price of NT\$27.10 on the day before sending out the board meeting notice (i.e., February 20, 2024). The related expenses shall be recognized over the vesting period, with NT\$10,539 thousand for 2024 (calculated on a 4-month basis), NT\$26,197 thousand for 2025, NT\$12,646 thousand for 2026, and NT\$4,818 thousand for 2027 (calculated on an 8-month basis).
  - ii. Dilution to the Company's earnings per share, and other matters

affecting shareholders' equity

Based on the assumption that the total number of issued shares as of February 20, 2024, is 143,609,435 shares, and the expected issuance of new restricted share awards account for 1.39% of the total number of issued shares, the dilution to earnings per share imposed by the expenses recognized annually is as follows: NT\$0.073 for 2024 (calculated on a 4-month basis), NT\$0.182 for 2025, NT\$0.088 for 2026, and NT\$0.033 for 2027 (calculated on an 8-month basis). Therefore, it is determined that there is no significant impact on shareholders' equity.

4. Other important agreement: Prior to the completion of the vesting condition, the custody of the restricted stock awards granted to employees shall managed by a trust.
5. If amendments to the conditions of the restricted share awards are required due to instructions from competent authorities or changes in relevant laws and regulations, it is proposed that the annual shareholders' meeting authorize the Board of Directors or its authorized person to handle all matters related to the restricted share awards with full authority.
6. For the Company's Rules for Issuance of 2024 Employee Restricted Stock Awards, please refer to Annex 8 of the Agenda Manua.
7. Please make resolution.

Resolution :

## **Five. Extraordinary Motions**

## **Six . End of Meeting**

## 【Annex 1】

### Edison Opto Corporation Annual Business Report for 2023

In 2023, the world grappled with persistent challenges of high inflation and soaring interest rates, alongside escalating international geopolitical risks. The ongoing Russo-Ukrainian conflict, coupled with the outbreak of the Israel-Palestine War, exacerbated supply chain bottlenecks, significantly impacting global economic performance. In response to the complicated international situation and to enhance the company's development, we have continued transforming our business into the development of finished lighting modules, automotive modules, and finished goods market, reducing orders for low-margin products and increasing the proportion of sales of high-margin products. In 2023, our consolidated revenue was NT\$1.991 billion, an 8% increase from the previous year. In addition, through changes in product combinations and control of production costs, our gross margin still increased by 0.6% compared to the previous year. Furthermore, as pandemic restrictions eased, we ramped up our exhibition and travel costs to explore the market, leading to increased operating expenses in the current period compared to the previous one. Despite the rise in operating expenses, the increase in operating revenue and gross profit margin resulted in higher net operating profit and net income after tax compared to the previous year.

Due to the fierce competition in the LED industry, we have continued to shift our areas of development to high-end commercial lighting, automotive lighting and special lighting for plant, seeking to build a differentiated business model from other competitors and adjust quickly with market changes to avoid the red ocean of price competition and maximize the interests of all shareholders. The following is a summary of the 2023 Business Report and the 2024 Business Plan:

#### I. 2023 Consolidated Business Report

##### i. Results of implementation of the business plan

- 1.Regarding the consolidated operating revenue, our consolidated net operating revenue in 2023 was NT\$1,991,061 thousand, marking an increase of NT\$149,078 thousand from NT\$1,841,983 thousand in 2022.
2. Regarding the consolidated operating profit, our consolidated net operating profit in 2023 was NT\$47,793 thousand, an increase of NT\$4,232 thousand from the consolidated net operating profit of NT\$43,561 thousand in 2022.
3. Regarding the consolidated net after-tax profit, our consolidated net after-tax profit (including non-controlling interests) in 2023 was NT\$44,502 thousand, an increase of \$10,659 thousand from the consolidated net after-tax profit of \$33,843 thousand in 2022 .

ii. Implementation of budget

We have not published any financial forecast for 2023, so no disclosure of any information on such implementation is required.

iii. Analysis of financial revenue and expenditure and profitability (consolidated companies)

Item			2023	2022
Financial structure	Liabilities to assets ratio (%)		23.60	27.41
	Long-term funds to property, plant and equipment ratio (%)		193.07	196.78
Profitability	Return on assets (%)		1.43	1.21
	Return on equity (%)		1.55	1.22
	As a percentage of paid-in capital (%)	Net operating profit	3.33	3.22
		Net pre-tax profit	3.44	3.76
	Net profit margin (%)		2.24	1.84
	Earnings per share (NT\$)		0.35	0.20

iv. Research and development

The consolidated Company's R&D expenses in 2023 amounted to NT\$129,774 thousand, marking an increase of NT\$14,715 thousand from 2022. The main reason lies in the continuous investment in product development of automotive lighting and new products, increasing the proportion of overall R&D expenses to 7% of consolidated revenue. We have focused on the research and development of lighting and automotive products and the improvement of packaging technology. Our professional R&D team has accumulated strong technical experience and obtained a number of domestic and foreign patents, from components to finished goods. We have continued to develop LED components with a high cost-performance ratio, smart lighting systems, long term energy saving street light finished goods, and automotive LED component modules to meet the market demands and in line with the future direction.

II. Summary of the 2024 Business Plan

With the continued expansion of LED lighting applications and the entry of competitors, we are moving from LED components to customer-driven modules and finished product services, and actively expanding other LED applications such as plant lighting, medical lighting, interconnect lighting, commercial lighting, and automotive lighting. According to the TrendForce report, the demand in the lighting market did not usher in the expected rebound in 2023 due to multiple factors, and the production value of LED lighting was revised down to USD 58.5 billion, which declined by 5% year-on-year. In 2024, approximately 5.788 billion LED light sources and lamps will reach the end of their service life, necessitating replacement and generating significant demand for secondary replacement. The global LED lighting market is projected to grow by 4% to reach US\$60.9



billion in 2024. Furthermore, Research Nester forecasts indicate that the global automotive lighting market is poised to expand from USD 34 billion in 2023 to USD 62 billion in 2033, representing a compound annual growth rate of 6%. The Company has been actively developing the LED automotive lighting market to avoid excessive price competition °

III. Our future development strategy

In 2024, although the global inflationary pressure has eased, the expected growth rate in 2024 will remain sluggish due to factors such as the ongoing Russo-Ukrainian conflicts and Israel-Palestine war, China-US trade sanctions, exacerbating supply chain bottlenecks, and the expected cycle of interest rate cuts by the U.S. Fed. At this stage, we will continue to maintain flexibility and responsiveness in our operations, with the continuous transformation of products and internal process improvement and efficiency enhancement, to build up its R&D strength and core technology, and move toward the goal of becoming an international professional optoelectronics manufacturing service provide.

IV. Effects of external competition, legal environment and overall business environment

Due to intense market competition, the low price market has seriously eroded the profit. When supply and demand do not reach a balance, it will easily lead to overcapacity and a decline in profit. In the face of this situation, we will carefully evaluate our investments and continue to launch new products, reduce production costs, improve product quality, shorten delivery times for customers and develop new areas of application, including smart applications, in order to achieve substantial business growth. In addition, with the rise of global environmental awareness and changes in laws and regulations, we will strive to improve efficiency and recycle resources, and keep an eye on domestic and international policies and legal changes and propose timely countermeasures in order to minimize the adverse effects of the external competitive and regulatory environment on us.

We are appreciative of the support from all shareholders during the past year. Despite intense market competition and all kinds of challenges, our management team will focus on R&D and maximizing the interests of shareholders, and will remain committed to the missions of improving corporate governance and increasing social responsibility

Chairperson : Jason Wu

Manager : Jason Wu

Account Officer : XI-Quan Hu

## **【Annex 2】**

### **Edison Opto Corporation Audit Committee's Report**

The Board of Directors has prepared the 2023 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 2024 Regular Shareholders' Meeting of Edison Opto Corporation

Audit Committee  
Convener: Wen-Chao Wang

February 29, 2024

# 【Annex 3】

## Remuneration paid to directors, presidents and vice presidents for 2023

Unit: TWD 1,000; thousand shares

Position	Name	Remuneration for directors						The total amount of A, B, C and D as a percentage of the net profit after tax		Remuneration for part-time employees				The total amount of A, B, C, D, E, F and G as a percentage of the net profit after tax		Any remuneration from reinvestment businesses other than subsidiaries received?		
		Remuneration (A)		Retirement pension (B)		Remuneration on for directors (C)		Expenses on business operation (D)		Salary, bonus and special expenses, etc. (E)	Retirement pension (F)		Remuneration for employees (G)		All companies in the financial report		The Company	
		All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company	All companies in the financial report	The Company		All companies in the financial report	Stock amount	Cash amount	All companies in the financial report				The Company
Chairperson	Jason Wu	0	0	0	0	60	0	0	60	60	108	0	0	0	0	7,596	12,405	None
Corporate Director	YOUNGTEK ELECTRONICS CORP.	0	0	0	0	60	0	0	60	60	0	0	0	0	0	60	60	None
	YOUNGTEK ELC. CORP Rept.: June Wung	220	0	0	42	0	42	42	262	0	0	0	0	0	0	262	262	None
Corporate Director	Weixin Investment Ltd	0	0	0	0	60	0	0	60	60	0	0	0	0	0	60	60	None
	Weixin Investment Ltd. Representative: Po-Chung Wang	220	0	0	42	0	42	42	262	0	0	0	0	0	0	262	262	None
Director	Wen-Ruei Cheng	0	0	0	42	60	42	42	102	317	19	0	0	0	0	438	4,465	None
Director	Nan-Yang Wu	220	0	0	42	60	42	42	322	0	0	0	0	0	0	322	322	None
Independent director	Wen-Chao Wang	300	0	0	42	60	42	42	402	0	0	0	0	0	0	402	402	None
Independent director	Tung-Hsiung Hung	300	0	0	42	60	42	42	402	0	0	0	0	0	0	402	402	None
Independent director	Yin-Fei Liu	300	0	0	42	60	42	42	402	0	0	0	0	0	0	402	402	None
Independent director	Tseng-Nan Chou	300	0	0	30	60	30	30	390	0	0	0	0	0	0	390	390	None
Note 1: Except as disclosed in the above table, the remuneration received by the directors of the Company for providing services to all companies in the financial report (such as serving as a consultant for non-employees, etc the last year: None.																		

## 【Annex 4】



安侯建業聯合會計師事務所  
KPMG

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### Independent Auditors' Report

To the Board of Directors of Edison Opto Corporation:

#### Opinion

We have audited the financial statements of Edison Opto Corporation("the Company"), which comprise the balance sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of 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, 2023, the accounts receivable accounted for 6% 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)  
February 29, 2024

#### **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.

## Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollar)

[illegible]

See accompanying notes to consolidated financial statements.



(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, 2023 and 2022**

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

		<b>2023</b>		<b>2022</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue (note 6(s) and 7)</b>	\$ 1,043,571	100	908,361	100
5000	<b>Operating costs (note 6(e)(h)(i)(m)(n) and 7)</b>	<u>847,890</u>	<u>81</u>	<u>764,327</u>	<u>84</u>
5900	<b>Gross profit from operations</b>	195,681	19	144,034	16
5910	Unrealized profit (loss) from sales (note 7)	<u>1,390</u>	<u>-</u>	<u>1,863</u>	<u>-</u>
5950	<b>Gross profit from operations, net</b>	<u>197,071</u>	<u>19</u>	<u>145,897</u>	<u>16</u>
	<b>Operating expenses (note 6(h)(i)(m)(n)(q)):</b>				
6100	Selling expenses	79,330	8	66,772	7
6200	Administrative expenses	105,702	10	82,420	9
6300	Research and development expenses	29,225	3	28,100	3
6450	Expected credit loss(reversed) (note 6(c))	<u>(700)</u>	<u>-</u>	<u>907</u>	<u>-</u>
	<b>Total operating expenses</b>	<u>213,557</u>	<u>21</u>	<u>178,199</u>	<u>19</u>
6900	<b>Net operating income (loss)</b>	<u>(16,486)</u>	<u>(2)</u>	<u>(32,302)</u>	<u>(3)</u>
	<b>Non-operating income and expenses (note 6(g)(l)(u) and 7):</b>				
7100	Total interest income	3,799	-	748	-
7010	Other income	16,767	2	14,548	2
7020	Other gains and losses, net	4,751	-	(6,338)	(1)
7050	Finance costs, net	(9,081)	(1)	(12,135)	(1)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (note 6(f))	<u>50,011</u>	<u>5</u>	<u>62,733</u>	<u>7</u>
	<b>Total non-operating income and expenses</b>	<u>66,247</u>	<u>6</u>	<u>59,556</u>	<u>7</u>
7900	<b>Profit from continuing operations before tax</b>	49,761	4	27,254	4
7950	Less: Income tax expenses (note 6(o))	<u>2,233</u>	<u>-</u>	<u>1,606</u>	<u>-</u>
	<b>Profit</b>	<u>47,528</u>	<u>4</u>	<u>25,648</u>	<u>4</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311	Gains (losses) on remeasurements of defined benefit plans (note 6(n))	63	-	877	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income (note 6(p))	(976)	-	2,521	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will not be reclassified to profit or loss	<u>(913)</u>	<u>-</u>	<u>3,398</u>	<u>-</u>
8360	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	(25,416)	(2)	28,571	3
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>(25,416)</u>	<u>(2)</u>	<u>28,571</u>	<u>3</u>
8300	<b>Other comprehensive income (loss)</b>	<u>(26,329)</u>	<u>(2)</u>	<u>31,969</u>	<u>3</u>
8500	<b>Total comprehensive income</b>	<u>\$ 21,199</u>	<u>2</u>	<u>57,617</u>	<u>7</u>
	<b>Earnings per share (note 6(r))</b>				
9750	<b>Basic earnings per share</b>	<u>\$ 0.35</u>		<u>0.20</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 0.35</u>		<u>0.19</u>	

See accompanying notes to consolidated financial statements.

(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, 2023 and 2022**

**(Expressed in Thousands of New Taiwan Dollar)**

	Retained earnings					Total other equity interest				
	Retained earnings					Unrealized gains				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Retained earnings (Unappropriated retained earnings)	Exchange differences on translation of foreign financial statements	(losses) on financial assets measured at fair value through other comprehensive income	Employees unrealized reward	Treasury shares	Total equity
<b>Balance at January 1, 2022</b>	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	-	(12,062)	-	-	-	-	-
Special reserve appropriated	-	-	-	112,126	(112,126)	-	-	-	-	-
	-	-	12,062	112,126	(124,188)	-	-	-	-	-
Net income	-	-	-	-	25,648	-	-	-	-	25,648
Other comprehensive income	-	-	-	-	877	28,571	2,521	-	-	31,969
Total comprehensive income	-	-	-	-	26,525	28,571	2,521	-	-	57,617
Other changes in capital surplus:										
Changes in equity of associates and joint ventures accounted for using equity method	-	292	-	-	-	-	-	-	-	292
Stock dividends from capital surplus	65,000	(65,000)	-	-	-	-	-	-	-	-
Cash dividends from capital surplus	-	(35,000)	-	-	-	-	-	-	-	(35,000)
Purchase of treasury share	-	-	-	-	-	-	-	-	(24,847)	(24,847)
Acquisition of company's share by subsidiaries recognized as treasury share	-	-	-	-	-	-	-	-	(2,521)	(2,521)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	139	-	-	-	-	-	-	-	139
Share-based payments	-	-	-	-	-	-	-	994	-	994
Expiration of restricted employee stock	(264)	(119)	-	-	-	-	-	383	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(149,719)	-	149,719	-	-	-
Balance at December 31, 2022	1,353,353	1,519,350	16,903	112,126	(123,194)	(155,037)	-	-	(86,416)	2,637,085
Appropriation and distribution of retained earnings:										
Legal reserve used to offset accumulated deficits	-	-	(11,068)	-	11,068	-	-	-	-	-
Special reserve used to offset accumulated deficits	-	-	(11,068)	(112,126)	123,194	-	-	-	-	-
	-	-	-	(112,126)	(123,194)	-	-	-	-	-
Net income	-	-	-	-	47,528	-	-	-	-	47,528
Other comprehensive income	-	-	-	-	63	(25,416)	(976)	-	-	(26,329)
Total comprehensive income	-	-	-	-	47,591	(25,416)	(976)	-	-	21,199
Other changes in capital surplus:										
Stocks dividends from surplus	-	(40,000)	-	-	-	-	-	-	-	(40,000)
Other changes in capital surplus	-	(9,915)	-	-	-	-	-	-	9,915	-
Other changes in capital surplus	99,541	73,914	-	-	-	-	-	-	-	173,455
Conversion of convertible bonds	(16,800)	(6,912)	-	-	-	-	-	-	23,712	-
Retirement of treasury share	-	-	-	-	-	-	-	-	-	-
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	153	-	-	-	-	-	-	-	153
Changes in ownership interests in subsidiaries	-	10,329	-	-	-	-	-	-	-	10,329
Share-based payments	-	15,840	-	-	-	-	-	-	-	34,465
Balance at December 31, 2023	1,436,094	1,562,759	5,835	-	47,591	(180,453)	(976)	-	18,625	2,836,686

See accompanying notes to consolidated financial statements.

## EDISON OPTO CORPORATION

## Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollar)

	2023	2022
<b>Cash flows from (used in) operating activities:</b>		
Profit before tax	\$ 49,761	27,254
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	28,653	32,032
Amortization expense	52	48
Expected credit loss (reversal)	(700)	907
Net loss (gain) on financial assets at fair value through profit or loss	(362)	558
Interest expense	9,081	12,135
Interest income	(3,799)	(748)
Share-based payments	15,840	994
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(50,011)	(62,733)
Gain on disposal of property, plant and equipment	(2,971)	(3,553)
Unrealized profit from sales	2,959	4,350
Realized profit on from sales	(4,349)	(6,213)
Loss (gain) on bond redemption	3	-
Total adjustments to reconcile loss	(5,604)	(22,223)
<b>Changes in operating assets and liabilities:</b>		
Notes receivable	671	(1,910)
Accounts receivable	(40,960)	(8,044)
Accounts receivable due from related parties	6,405	(4,020)
Other receivable	(4,494)	382
Inventories	14,553	(24,136)
Prepayments	3,018	8,485
Other current assets	19	10
Notes payable	250	(17)
Accounts payable	(541)	(10,009)
Accounts payable to related parties	7,235	(42,255)
Other payable	4,292	950
Other current liabilities	2,443	(10,850)
Net defined benefit liability	708	566
Total changes in operating assets and liabilities	(6,401)	(90,848)
Cash flows from (used in) operations	37,756	(85,817)
Interest received	3,799	784
Interest paid	(5,770)	(5,272)
Income taxes refund (paid)	2,122	(39)
<b>Net cash flows from (used in) operating activities</b>	<b>37,907</b>	<b>(90,344)</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(6,090)	-
Acquisition of investments accounted for using equity method	(52,000)	-
Proceeds from capital reduction of investments accounted for using equity method	-	273,600
Acquisition of property, plant and equipment	(6,460)	(29,316)
Proceeds from disposal of property, plant and equipment	-	10
Increase in refundable deposits	1,607	(122)
Acquisition of intangible assets	(83)	-
Increase in restricted deposits	(35)	32,234
Increase in prepayments for business facilities	(3,819)	-
Dividends received	17,060	22,000
<b>Net cash flows from (used in) investing activities</b>	<b>(49,820)</b>	<b>298,406</b>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	621,815	154,280
Decrease in short-term loans	(504,910)	(159,355)
Repayments of bonds	(300)	-
Repayments of long-term debt	(156,480)	(16,080)
Increase (decrease) in guarantee deposits received	(6)	2
Payment of lease liabilities	(3,564)	(4,301)
Cash dividends paid	(40,000)	(35,000)
Payments to acquire treasury shares	-	(24,847)
Treasury shares sold to employees	18,625	-
<b>Net cash flows used in financing activities</b>	<b>(64,820)</b>	<b>(85,301)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>2,381</b>	<b>(2,704)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(74,352)</b>	<b>120,057</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>458,222</b>	<b>338,165</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 383,870</b>	<b>458,222</b>

## **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, 2023 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." endorsed 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: February 29, 2024.



安侯建業聯合會計師事務所  
KPMG

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## 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, 2023 and 2022, 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, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2023 and 2022 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 Financial Statement Audit and Attestation Engagements of 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(e) “Notes and accounts receivable”.

For the year ended December 31, 2023, 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(n) 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 and modules. Operating Revenue is the main indicator for the management of Edison Consolidated Company and investor to evaluate the financial and business performance of Edison Consolidated Company. Therefore, it has been identified as a key audit matter.

Our principal audit procedures included:

- Evaluate the Consolidated Company’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 2023 and 2022, 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 Consolidated Company 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)  
February 29, 2024

#### **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.



## EDISON OPTO CORPORATION AND SUBSIDIARIES

## December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

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 Comprehensive Income**

**For the years ended December 31, 2023 and 2022**

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

		<b>2023</b>		<b>2022</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue</b> (note 6(v))	\$ 1,991,061	100	1,841,983	100
5000	<b>Operating costs</b> (notes 6(g)(j)(k)(q))	1,479,712	74	1,379,419	75
	<b>Gross profit from operations</b>	511,349	26	462,564	25
	<b>Operating expenses</b> (notes 6(e)(j)(k)(o)(q)(t)(w)):				
6100	Selling expenses	143,761	7	124,876	7
6200	Administrative expenses	196,562	10	173,715	9
6300	Research and development expenses	129,774	7	115,059	6
6450	Expected impairment loss (reversed)	(6,541)	-	5,353	-
	<b>Total operating expenses</b>	463,556	24	419,003	22
6900	<b>Net operating income</b>	47,793	2	43,561	3
	<b>Non-operating income and expenses</b> (notes 6(l)(m)(n)(o)(p)(x)):				
7100	Interest income	15,595	1	15,040	1
7010	Other income	5,582	-	12,881	1
7020	Other gain and losses	(6,448)	-	(2,774)	(1)
7050	Finance costs	(13,109)	(1)	(17,183)	(1)
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (note 6(c))	-	-	(582)	-
	<b>Total non-operating income and expenses</b>	1,620	-	7,382	-
7900	<b>Profit from continuing operations before tax</b>	49,413	2	50,943	3
7950	<b>Less: Income tax expenses</b> (note 6(r))	4,911	-	17,100	1
	<b>Profit</b>	44,502	2	33,843	2
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311	Gains (losses) on remeasurements of defined benefit plans	63	-	877	-
8316	Unrealized (gains) losses from investments in equity instruments measured at fair value through other comprehensive income (note 6(c))	(976)	-	2,521	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
		(913)	-	3,398	-
8360	<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	(25,350)	(1)	33,610	2
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>	(25,350)	(1)	33,610	2
8300	<b>Other comprehensive income (loss)</b>	(26,263)	(1)	37,008	2
8500	<b>Total comprehensive income</b>	<u>\$ 18,239</u>	<u>1</u>	<u>70,851</u>	<u>4</u>
	<b>Profit (loss), attributable to:</b>				
8610	Attributable to owners of parent	\$ 47,528	2	25,648	1
8620	Attributable to non-controlling interests	(3,026)	-	8,195	1
		<u>\$ 44,502</u>	<u>2</u>	<u>33,843</u>	<u>2</u>
	<b>Comprehensive income (loss) attributable to:</b>				
8710	Attributable to owners of parent	\$ 21,199	1	57,617	3
8720	Attributable to non-controlling interests	(2,960)	-	13,234	1
		<u>\$ 18,239</u>	<u>1</u>	<u>70,851</u>	<u>4</u>
	<b>Earnings per share</b> (note 6(u))				
9750	<b>Basic earnings per share</b>	<u>\$ 0.35</u>		<u>0.20</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 0.35</u>		<u>0.19</u>	

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 Changes in Equity**

**For the years ended December 31, 2023 and 2022**

**(Expressed in Thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent										Non-controlling interests	Total equity
	Retained earnings					Other equity						
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Employees' unrealized reward	Treasury shares	Total equity attributable to owners of parent		
	\$ 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
Balance at January 1, 2022	-	-	12,062	-	(12,062)	-	-	-	-	-	-	-
Appropriation and distribution of retained earnings:	-	-	-	112,126	(112,126)	-	-	-	-	-	-	-
Legal reserve appropriated	-	-	12,062	112,126	(124,188)	-	-	-	-	-	-	-
Special reserve appropriated	-	-	-	-	25,648	-	-	-	-	25,648	8,195	33,843
Net income	-	-	-	-	877	28,571	2,521	-	-	31,969	5,039	37,008
Other comprehensive income	-	-	-	-	-	28,571	2,521	-	-	57,617	13,234	70,851
Total comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-
Other changes in capital surplus:	-	-	-	-	26,525	28,571	2,521	-	-	-	-	-
Changes in equity of associates and joint ventures accounted for using equity method	-	292	-	-	-	-	-	-	-	292	-	292
Stock dividends from capital surplus	65,000	(65,000)	-	-	-	-	-	-	-	-	-	-
Cash dividends from capital surplus	-	(35,000)	-	-	-	-	-	-	-	(35,000)	-	(35,000)
Purchase of treasury shares	-	-	-	-	-	-	-	-	(24,847)	(24,847)	-	(24,847)
Acquisition of company's share by subsidiaries recognized as treasury share	-	-	-	-	-	-	-	-	(2,521)	(2,521)	-	(2,521)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	139	-	-	-	-	-	-	-	139	-	139
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(11,472)	(11,472)
Expiration of restricted employee stocks	(264)	(119)	-	-	-	-	-	383	-	-	-	-
Share-based payments	-	-	-	-	-	-	-	994	-	994	-	994
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(149,719)	-	149,719	-	-	-	-	-
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
Appropriation and distribution of retained earnings:	-	-	(11,068)	-	11,068	-	-	-	-	-	-	-
Legal reserve appropriated for the net operating loss	-	-	-	(112,126)	112,126	-	-	-	-	-	-	-
Special reserve appropriated for the net operating loss	-	-	(11,068)	(112,126)	123,194	-	-	-	-	-	-	-
Net income	-	-	-	-	47,528	-	-	-	-	47,528	(3,026)	44,502
Other comprehensive income	-	-	-	-	63	(25,416)	(976)	-	-	(26,329)	66	(26,263)
Total comprehensive income	-	-	-	-	-	(25,416)	(976)	-	-	21,199	(2,960)	18,239
Other changes in capital surplus:	-	-	-	-	47,591	(25,416)	(976)	-	-	-	-	-
Stock dividends from capital surplus	-	(40,000)	-	-	-	-	-	-	-	(40,000)	-	(40,000)
Other changes in capital surplus	-	(9,915)	-	-	-	-	-	-	9,915	-	-	-
Conversion of convertible bonds	99,541	73,914	-	-	-	-	-	-	-	173,455	-	173,455
Retirement of treasury share	(16,800)	(6,912)	-	-	-	-	-	-	23,712	-	-	-
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	153	-	-	-	-	-	-	-	153	-	153
Changes in ownership interests in subsidiaries	-	10,329	-	-	-	-	-	-	-	10,329	(10,329)	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(4,500)	(4,500)
Share-based payments	-	-	-	-	-	-	-	-	18,625	-	-	18,625
Balance at December 31, 2023	\$ 1,436,094	1,562,759	5,835	-	47,591	(180,453)	(976)	-	(34,164)	2,836,686	127,625	2,964,311

See accompanying notes to consolidated financial statements.

## EDISON OPTO CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
<b>Cash flows from (used in) operating activities:</b>		
Profit before tax	\$ 49,413	50,943
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	124,565	130,170
Amortization expense	2,028	2,150
Expect impairment loss (reversed)	(6,541)	5,353
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	(1,415)	2,688
Interest expense	13,109	17,183
Interest income	(15,595)	(15,040)
Share-based payments	15,840	994
Share of loss of associates and joint ventures accounted for using the equity method	-	582
Loss on disposal of property, plant and equipment	8,192	2,406
Loss on disposal of intangible assets	7	-
Loss on disposal of investment	-	857
Loss on bond redemption	3	-
<b>Total adjustments to reconcile profit</b>	<b>140,193</b>	<b>147,343</b>
<b>Changes in operating assets and liabilities:</b>		
Accounts and notes receivable	(131,109)	3,365
Accounts receivable due from related parties	(13,218)	-
Other receivables	(115)	4,554
Inventories	(30,668)	18,384
Prepayments	5,577	19,768
Other current assets	2,777	(6,571)
Other operating assets	(280)	427
Accounts and notes payable	97,416	(74,694)
Other payable	22,598	15,095
Other current liabilities	319	(9,716)
Net defined benefit liability	708	566
<b>Total changes in operating assets and liabilities</b>	<b>(45,995)</b>	<b>(28,822)</b>
Cash inflow generated from operations	143,611	169,464
Interest received	15,604	15,241
Interest paid	(9,796)	(10,320)
Income taxes	(13,333)	(11,558)
<b>Net cash flows from operating activities</b>	<b>136,086</b>	<b>162,827</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at amortized cost	(27,669)	-
Proceeds from disposal of financial assets at amortised cost	8,702	-
Acquisition of financial assets at fair value through profit or loss	(8,367)	(7,155)
Proceeds from disposal of financial assets at fair value through profit or loss	2,367	2,207
Acquisition of investments accounted for using equity method	-	(3,600)
Acquisition of property, plant and equipment	(68,357)	(63,759)
Proceeds from disposal of property, plant and equipment	3,162	4,062
Decrease in refundable deposits	3,004	2,031
Acquisition of intangible assets	(1,563)	(294)
Increase in other financial assets	-	(2,339)
Decrease in restricted deposits	10,000	117,246
Increase in other non-current assets	(36)	4,315
Increase in prepayments for business facilities	(2,212)	(28,077)
<b>Net cash flows from (used in) investing activities</b>	<b>(80,969)</b>	<b>24,637</b>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	681,009	257,544
Decrease in short-term loans	(595,259)	(384,542)
Repayments of bonds	(300)	-
Repayments of long-term debt	(156,480)	(16,080)
Increase (decrease) in guarantee deposits received	(3)	(3,412)
Payment of lease liabilities	(14,867)	(17,152)
Cash dividends paid	(39,847)	(34,861)
Payments to acquire treasury shares	-	(24,847)
Treasury shares sold to employees	18,625	-
Change in non-controlling interests	(4,500)	(11,472)
<b>Net cash flows used in financing activities</b>	<b>(111,622)</b>	<b>(234,822)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(11,608)</b>	<b>25,692</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(68,113)</b>	<b>(21,666)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>1,154,337</b>	<b>1,176,003</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 1,086,224</b>	<b>1,154,337</b>

**【Annex 5】**

**Edison Opto Corporation**

**Comparison Table of Amendments to  
"Regulations Governing Procedure for Board of Directors Meetings"**

Articles	Articles after amendment	Existing articles	Amendment
Article7	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 .	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, <u>but shall fax their sign-in card to replace the sign-in in person.</u>	The option to fax the sign-in card as a substitute for signing in has been removed.
Article12	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 <u>on the same day</u> , and the number of postponements if 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	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 if 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,	To prevent disputes arising from an indefinite extension of board meetings, it is specified that if the number of attendees is insufficient, the chair may announce a postponement to a later time on the same day.

Articles	Articles after amendment	Existing articles	Amendment
	half of the directors present, after a proposal by the directors at the current meeting, the chairperson shall suspend the meeting, and the provision of the preceding paragraph shall apply mutatis mutandis. All directors referred to in Paragraph 1 and Subparagraph 2 of of Paragraph 2 of Article 19 shall be counted according to the actual incumbents.	after a proposal by the directors at the current meeting, the chairperson shall suspend the meeting, and the provision 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.	
Article13	<p>A Board of Directors' meeting shall be convened according to the procedure 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.</p> <p><u>During a board of directors meeting, if the chairperson is unable to chair the meeting for any reason or declares the meeting closed without adhering to the provision stipulated in paragraph 2, the provision of Article 9, paragraph 3, as applied mutatis mutandis, shall apply to the election and appointment of an acting chairperson.</u></p>	<p>A Board of Directors' meeting shall be convened according to the procedure 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.</p>	<p>In practice, during a board of directors meeting, if the chairperson is unable to preside for any reason or declares the meeting adjourned without adhering to the provisions, the Company added paragraph 3 to prevent undue influence on the board's operation. This provision specifies the regulations for the election and appointment of an acting chairperson. According to this provision, the vice chairperson shall serve as the acting chairperson. If there is no vice chairperson available or if they are also absent or unable to exercise their powers, a director designated by the chairman shall serve as the acting chairperson. In cases where the chairman does not make such a designation, the directors shall elect an acting chairperson from among themselves.</p>

## **【Annex 6】**

### **Edison Opto Corporation Comparison of Amendments to “Sustainable Development Code of Conduct”**

#### ➤ Amendment Basis and Explanation

1. In accordance with the directives issued by the Financial Supervisory Commission under the numbers 1110361758 and 1110152489, and the announcement made by the Taiwan Stock Exchange Co., Ltd. on December 23, 2022, under number 1110024366, which amended and issued the addition of Article 27-1 and renamed the Corporate Social Responsibility Practice Principles to the Sustainable Development Code of Conduct, this guideline has been revised accordingly.
2. Given the significant scope of these amendments, the revised guideline articles are presented in replacement of the comparative table method for easier review and understanding.

### **Edison Opto Corporation Sustainable Development Code of Conduct(full text after amendment)**

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

##### **Article 1**

In order to fulfill its sustainable development and to promote economic, environmental, and social advancement for purposes of sustainable development, the Edison Opto Corp. (hereinafter referred to as “the Company”) hereby adopt the Sustainable Development Code of Conduct (hereinafter referred to as “the Code”) to be followed by the Company in accordance with the “Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies” and relevant laws.

##### **Article 2**

The Company shall actively fulfill sustainable development in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate responsibility.

##### **Article 3**

In promoting sustainable development, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due

consideration to the environment, society, and corporate governance.

#### Article 4

To practice sustainable development, the Company has established its vision and mission for sustainable development, adhering to the principles of implementation of corporate governance, development of a sustainable environment, maintenance of social welfare, and enhancement of corporate sustainable development information disclosure.

#### Article 5

The Company shall take into consideration the correlation between the trends in development of domestic and international sustainable development issues and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management systems, and concrete promotion plans for sustainable development programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving sustainable development, the Company's board of directors is advised to review and consider including it in the shareholders' meeting agenda °

### **Chapter 2 Exercising Corporate Governance**

#### Article 6

The Company shall follow the “Corporate Governance Best Practice Principles,” the “Code of Ethical Conduct for Directors, Managerial Officers, and Mandatories,” and the “Code of Ethical Conduct for Employees” established by the Company and relevant laws to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

#### Article 7

The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its sustainable development, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.

The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the Company's furtherance of its sustainable development objectives :

1. Identifying the Company's sustainable development mission or vision, and declaring its sustainable development policy, systems or relevant management guidelines.
2. Making sustainable development the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for sustainable development.
3. Enhancing the timeliness and accuracy of the disclosure of sustainable development information.



The Company shall report regularly to the board of directors on the status of handling economic, environmental, and social issues resulting from its business operations.

#### Article 8

The Company shall, on a regular basis, organize education and training on the promotion of sustainable development, including promotion of the matters prescribed in paragraph 2 of the preceding article.

#### Article 9

For the purpose of managing sustainable development, the Company creates a governance structure for the promotion of sustainable development, and establishes an exclusively dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The Company has established reasonable remuneration policies in the “Regulations Governing the Remuneration of Directors and Managerial Officers,” to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders °

The employee performance evaluation system be combined with sustainable development policies, and that a clear and effective incentive and discipline system be established.

#### Article 10

The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the Company, and establish a designated section for stakeholders on the Company’s website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important sustainable development issues which they are concerned about.

### **Chapter 3 Fostering a Sustainable Environment**

#### Article 11

The Company shall follow relevant environmental laws, regulations, and international standards to protect the environment properly and shall endeavor to achieve the objective of a sustainable environment when engaging in business operations and internal management.

#### Article 12

The Company shall be committed to making efficient use of energy, and using renewable materials that produce less impact on the environment, so that the resources of the Earth can be used sustainably °

#### Article 13

The Company shall establish proper environment management systems based on the characteristics of its industries. Such systems shall include the following tasks :

1. Collecting sufficient and up-to-date information to evaluate the impact of the Company's business operations on the natural environment.

2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

#### Article 14

Each plant of the Company shall establish a dedicated unit or assign dedicated personnel to draft, promote, and maintain relevant environment management systems and concrete action plans. It shall also hold environment education courses for their managerial officers and other employees on a periodic basis °

#### Article 15

The Company shall take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations :

1. Reduce resource and energy consumption of their products and services
2. Reduce emissions of pollutants, toxins, and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

#### Article 16

To improve water use efficiency, the Company shall properly and sustainably use water resources and establish relevant management measures. The Company shall construct and improve relevant environmental protection treatment facilities to avoid polluting water, air, and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

#### Article 17

The Company is advised to assess current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures.

The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.
2. Indirect greenhouse gas emissions: emissions resulting from the utilization of energy such as imported electricity, heating, or steam.
3. Other indirect emissions: emissions resulting from corporate activities that are not

indirect emissions from energy, but are from other sources of emissions owned or controlled by the Company.

The Company is advised to pay attention to the impacts of climate change on its business activities and establish policies for energy conservation, carbon and greenhouse gas reduction based on its operating status and the results of greenhouse gas inventory. The Company's carbon reduction strategies should include obtaining carbon credits and being promoted accordingly to minimize the impact of their business operations on climate change. °

## **Chapter 4 Preserving Public Welfare**

### **Article 18**

The Company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and the prohibition of discrimination. In order to fulfill its responsibility to protect human rights, the Company shall adopt relevant management policies and processes, including: :

1. Evaluating the impact of the Company's business operations and internal management on human rights, and adopting corresponding handling processes.
2. Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.
3. In the event of any infringement of human rights, the Company shall disclose the processes for handling the matter with respect to the stakeholders involved.

The Company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities. The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The Company shall respond to any employee's grievance in an appropriate manner.

### **Article 19**

The Company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the Company has business operations.

### **Article 20**

The Company provides safe and healthful work environments for its employees, including necessary health and first-aid facilities, and shall endeavor to curb dangers to employees'

safety and health and prevent occupational accidents. The Company organizes training on safety and health for its employees on a regular basis.

#### Article 21

The Company creates an environment conducive to the development of its employees' careers and establishes effective training programs to foster career skills. The Company appropriately reflects the business performance or achievements in the employee remuneration policy, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

#### Article 22

The Company has established channels to facilitate regular communication, offering employees the right to access relevant information on and express their opinions on the Company's operations, management, and decision-making. The Company respects the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives. The Company shall inform employees of operation changes that might have material impacts by reasonable means.

#### Article 22-1

The Company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. The Company shall also develop the relevant strategies and specific measures for implementation.

#### Article 23

The Company shall take responsibility for its products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the Company shall ensure the transparency of information and the safety of its products and services. They further shall enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

#### Article 24

The Company ensures the quality of its products and services by following the laws and regulations of the government and relevant standards of their industries. The Company shall follow relevant laws, regulations, and international guidelines in regard to the marketing and labeling of its products and services and shall not deceive, mislead, commit fraud, or engage in any other acts that would betray consumers' trust or damage consumers' rights or interests.

#### Article 25

The Company is advised to evaluate and manage all types of risks that could cause

interruptions in operations, so as to reduce the impact on consumers and society. The Company is advised to provide a clear and effective procedure for accepting consumer complaints regarding its products and services to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act to respect consumers' rights of privacy and shall protect personal data provided by consumers.

#### Article 26

The Company assesses the impact that its procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with its suppliers to jointly implement the sustainable development. Prior to engaging in commercial dealings, the Company assesses whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy. When the Company enters into a contract with any of its major suppliers, the content may include terms stipulating mutual compliance with sustainable development policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

#### Article 27

The Company evaluates the impact of their business operations on the community, and adequately employs personnel from the location of the business operations, to enhance community acceptance. Through equity investment, commercial activities, endowments, corporate volunteering service, or other charitable professional services, etc., the Company dedicates resources to organizations that commercially resolve social or environmental issues, or participate in events held by citizen organizations, charities, and local government agencies relating to community development and community education to promote community development.

#### Article 27-1

The company is continued to continuously invest resources in cultural and artistic activities, as well as the cultural and creative industries, to promote cultural development through various means such as donation, sponsorship, investment, procurement, strategic cooperation, corporate volunteer technical services, or other support modes.

### **Chapter 5 Enhancing Disclosure of Sustainable Development Information**

#### Article 28

The Company discloses information according to relevant laws, regulations, and the Company's "Corporate Governance Best Practice Principles" and shall fully disclose relevant and reliable information relating to its sustainable development to improve information transparency. Relevant information relating to sustainable development which the Company may disclose includes:

1. The policy, systems, or relevant management guidelines, and concrete promotion plans for sustainable development, as resolved by the board of directors.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for promoting the sustainable development established by the Company, and performance in implementation.
4. Major stakeholders and their concerns.
5. Disclosure of information on major supplier management and performance with respect to major environmental and social issues.
6. Other information relating to sustainable development.

#### Article 29

The Company may adopt internationally widely recognized standards or guidelines when producing sustainability reports, to disclose the status of its implementation of the sustainable development policy. It is also advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing sustainable development.
2. Major stakeholders and their concerns. °
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare, and promotion of economic development. °
4. Future improvements and goals.

### Chapter 6 Supplementary Provisions

#### Article 30

The Company at all times monitors the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve its established sustainable development system and to improve the performance of the sustainable development promotion.

#### Article 31

The Code shall be enforced upon resolution of the board of directors. The same shall apply where the Code is amended.

**【Annex 7】**

**Edison Opto Corporation**

**Comparison Table of Amendments to  
"Regulations Governing Procedure for Shareholders' Meeting"**

Articles	Articles after amendment	Existing articles	Amendment
Article 4	<p>Convening of Notice of a Shareholders' Meeting</p> <p>I. A shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.</p> <p>II. Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.</p> <p>III. A change to the method of holding a shareholders' meeting of the Company shall be decided by the Board of Directors, and shall be made at the latest before the notice of the</p>	<p>Convening of Notice of a Shareholders' Meeting</p> <p>I. A shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.</p> <p>II. A change to the method of holding a shareholders' meeting of the Company shall be decided by the Board of Directors, and shall be made at the</p>	<p>1. In the event that the Company convenes a virtual-only shareholders' meeting, there is no physical shareholders' meeting for shareholders to attend in person, and shareholders can only participate in the shareholders' meeting online, which may impose more restrictions on shareholders' rights. In order to protect the rights and interests of shareholders, paragraph 2 is added to expressly specify that unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of</p>

Articles	Articles after amendment	Existing articles	Amendment
	<p>shareholders' meeting is sent.</p> <p>IV. The company shall make an electronic file of the notice of a shareholders' meeting, any document of power of attorney, the reason for any proposal, and the statement of information relevant to the proposals concerning the recognition, discussion, election, or removal of directors, and other items, and transmit them to the Market Observation Post system 30 days before a general shareholders' meeting or 15 days before an interim shareholders' meeting. The Company shall also make an electronic file of the Agenda Manual and supplementary meeting documents for a shareholders' meeting and transmit them to the Market Observation Post system 21 days prior to a general shareholders' meeting or 15 days prior to an interim shareholders' meeting. However, if the paid-in capital of the Company at the end of the most recent financial year reaches NTD 10 billion or more ,or the total shareholding ratio of foreign capital and mainland capital in the</p>	<p>latest before the notice of the shareholders' meeting is sent.</p> <p>III. The company shall make an electronic file of the notice of a shareholders' meeting, any document of power of attorney, the reason for any proposal, and the statement of information relevant to the proposals concerning the recognition, discussion, election, or removal of directors, and other items, and transmit them to the Market Observation Post system 30 days before a general shareholders' meeting or 15 days before an interim shareholders' meeting. The Company shall also make an electronic file of the Agenda Manual and supplementary meeting documents for a shareholders' meeting and transmit them to the Market Observation Post system 21 days prior to a general shareholders' meeting or 15 days prior to an interim shareholders' meeting. However, if the paid-in capital of the Company at the end of the most recent financial year reaches NTD 10 billion or more ,or the total shareholding ratio of foreign capital and</p>	<p>directors attended by at least two-thirds of the total number of directors (i.e., a special resolution)</p> <p>.</p> <p>2. A new article has been added, and the order of existing articles has been amended.</p>



Articles	Articles after amendment	Existing articles	Amendment
	<p>Company, recorded in the Shareholders' register, reaches 30% or more when a shareholders' meeting is held in the most recent financial year ,the transmission of the foregoing electronic files shall be completed 30 days before a general shareholders' meeting. The Agenda Manual and supplementary meeting documents for a shareholders' meeting shall be prepared for the shareholders to read at any time fifteen days before the shareholders' meeting, and shall be placed in the Company and with a professional stock affairs agency appointed by the Company.</p> <p>V. The Agenda Manual and supplementary meeting documents referred to in the preceding paragraph shall be provided to shareholders for reference by the Company on the day of a shareholders' meeting in the following ways:</p> <p>(1) When a physical shareholders' meeting is held, they shall be distributed at the shareholders' meeting.</p> <p>(2) When a visual communication-assisted shareholders'</p>	<p>mainland capital in the Company, recorded in the Shareholders' register, reaches 30% or more when a shareholders' meeting is held in the most recent financial year ,the transmission of the foregoing electronic files shall be completed 30 days before a general shareholders' meeting. The Agenda Manual and supplementary meeting documents for a shareholders' meeting shall be prepared for the shareholders to read at any time fifteen days before the shareholders' meeting, and shall be placed in the Company and with a professional stock affairs agency appointed by the Company.</p> <p>IV. The Agenda Manual and supplementary meeting documents referred to in the preceding paragraph shall be provided to shareholders for reference by the Company on the day of a shareholders' meeting in the following ways:</p> <p>(1) When a physical shareholders' meeting is held, they shall be distributed at the</p>	

Articles	Articles after amendment	Existing articles	Amendment
	<p>meeting is hold, they shall be distributed at the shareholders' meeting, and meanwhile, transmitted to the visual communication meeting platform in electronic files.</p> <p>(3) When a visual communication shareholders' meeting is held, they shall be transmitted to the visual communication meeting platform in electronic files.</p>	<p>shareholders' meeting.</p> <p>(2) When a visual communication-assisted shareholders' meeting is hold, they shall be distributed at the shareholders' meeting, and meanwhile, transmitted to the visual communication meeting platform in electronic files.</p> <p>(3) When a visual communication shareholders' meeting is held, they shall be transmitted to the visual communication meeting platform in electronic files.</p>	
	<p>VI. The convening reasons shall be specified in the notice and announcement. The notice may be given in an electronic form.</p>		
	<p>VII. Appointment or removal of directors, changes to the Articles of Association, capital reduction, application for suspension of a public offering, permit for directors undertaking competitive business activities, conversion of surplus to capital increase, conversion of reserves to capital increase, dissolution, merger, or splitting of the Company, or any of the items set forth in Paragraph 1 of Article 185 of the Company Act,</p>	<p>V. The convening reasons shall be specified in the notice and announcement. The notice may be given in an electronic form.</p> <p>VI. Appointment or removal of directors, changes to the Articles of Association, capital reduction, application for suspension of a public offering, permit for directors undertaking competitive business activities, conversion of surplus to capital increase, conversion of reserves to capital</p>	

Articles	Articles after amendment	Existing articles	Amendment
	<p>Articles 26-1 and 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Handling Guidelines for Issuers' Offering and Issuing Securities, shall be listed, and their main contents shall be indicated, in the convening reason, and they shall not be proposed in a temporary motion.</p> <p>VIII. If the re-election of all the directors and the date of their taking office have been specified in the reason 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.</p> <p>IX. 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 purpose of the shareholders' proposal is to urge the Company to promoted public</p>	<p>increase, dissolution, merger, or splitting of the Company, or any of the items set forth in Paragraph 1 of Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Handling Guidelines for Issuers' Offering and Issuing Securities, shall be listed, and their main contents shall be indicated, in the convening reason, and they shall not be proposed in a temporary motion.</p> <p>VII. If the re-election of all the directors and the date of their taking office have been specified in the reason 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.</p> <p>VIII. 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</p>	

Articles	Articles after amendment	Existing articles	Amendment
	<p>interests or fulfill social responsibilities, the Board of Directors may still include it in the agenda. The Board of Directors may not include a proposal submitted by a shareholder if the proposal has any of circumstances specified in Paragraph 4 of Article 172-1 of the Company Act.</p> <p>X. IX. The Company shall declare its acceptance of the shareholders' proposals, the written or electronic acceptance method, the acceptance place, and the acceptance period before the date of suspension of stock transfer before the general shareholders' meeting, and the acceptance period shall not be less than 10 days. The proposals submitted by the shareholders shall be limited to three hundred words, and those exceeding three hundred words shall not be included in the agenda, and the proposing shareholder shall personally attend or authorize a proxy to attend the general shareholders' meeting and participate in the discussion on the proposals.</p> <p>XI. The Company shall notify the shareholders</p>	<p>those with more than one proposal shall not be included in the agenda .However, if the purpose of the shareholders' proposal is to urge the Company to promoted public interests or fulfill social responsibilities, the Board of Directors may still include it in the agenda. The Board of Directors may not include a proposal submitted by a shareholder if the proposal has any of circumstances specified in Paragraph 4 of Article 172-1 of the Company Act.</p> <p>IX. IX. The Company shall declare its acceptance of the shareholders' proposals, the written or electronic acceptance method, the acceptance place, and the acceptance period before the date of suspension of stock transfer before the general shareholders' meeting, and the acceptance period shall not be less than 10 days. The proposals submitted by the shareholders shall be limited to three hundred words, and those exceeding three hundred words shall not be included in the agenda, and the proposing shareholder</p>	

Articles	Articles after amendment	Existing articles	Amendment
	<p>of the proposal results before the date of the notice of convening a shareholders' meeting, and list the proposals complying with the provisions of this Article in the notice of the meeting With regard to the proposals submitted by shareholders but not included in the meeting agenda, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting to be convened.</p>	<p>shall personally attend or authorize a proxy to attend the general shareholders' meeting and participate in the discussion on the proposals.</p> <p>X. The Company shall notify the shareholders of the proposal results before the date of the notice of convening a shareholders' meeting, and list the proposals complying with the provisions of this Article in the notice of the meeting With regard to the proposals submitted by shareholders but not included in the meeting agenda, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting to be convened.</p>	
Article 7-1	<p>When holding a shareholders' meeting by the method of visual communication, the items shall be included in the convening notice.</p> <p>The Company shall specify the following items in the notice of convening a shareholders' meeting when holding a shareholders' meeting by the method of visual communicational :</p> <p>The first and second paragraphs are omission.</p> <p>III. If a shareholders'</p>	<p>When holding a shareholders' meeting by the method of visual communication, the items shall be included in the convening notice.</p> <p>The Company shall specify the following items in the notice of convening a shareholders' meeting when holding a shareholders' meeting by the method of visual communicational :</p> <p>The first and second paragraphs are omission.</p> <p>III. If a shareholders'</p>	<p>1. In the event of a virtual-only shareholders' meeting, shareholders can only participate online. In order to provide appropriate alternatives for shareholders who have difficulty in attending a virtual shareholders' meeting online and to assist them in using connection facilities to attend the shareholders' meeting, the latter half of paragraph 3 is added.This</p>

Articles	Articles after amendment	Existing articles	Amendment
	<p>meeting is held by the method of visual communication, appropriate alternative measures shall be specified for the shareholders who have difficulty in participating in the shareholders' meeting by the method of visual communication. <u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>meeting is held by the method of visual communication, appropriate alternative measures shall be specified for the shareholders who have difficulty in participating in the shareholders' meeting by the method of visual communication.</p>	<p>section stipulates that a company convening a virtual-only shareholders' meeting shall at least provide connection equipment and a venue for those shareholders to attend the meeting and assign relevant personnel on the spot to provide necessary assistance. Additionally, the Company shall specify in the shareholders' meeting notice the period during which shareholders can file an application with the Company and other related matters requiring attention.</p> <p>2. In the event of occurrence of natural disasters, accidents, or other force majeure events as outlined in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, where the Ministry of Economic Affairs announces that within a certain period of time companies may hold their shareholders' meeting by means of video conferencing, exempted during that period from the requirement of express provision in their Articles of Incorporation, the Company is required to offer corresponding measures according to the circumstances.</p>

Articles	Articles after amendment	Existing articles	Amendment
			Therefore, an exception is added to subparagraph 3, specifying that the latter part of subparagraph 3 shall not apply during events specified in Article 44-9, paragraph 6.
Article 23	Processing of a Digital Divide When the Company holds shareholders meeting by the method of visual communication, it shall provide appropriate alternative measures to the shareholders who have difficulty in attending the shareholders' meeting by the method of visual communication. <u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u>	Processing of a Digital Divide When the Company holds shareholders meeting by the method of visual communication, it shall provide appropriate alternative measures to the shareholders who have difficulty in attending the shareholders' meeting by the method of visual communication.	The reason for amendment is the same as Article 7-1.
Article 25	Date of Formulation and Amendments The rules were formulated on June 1, 2007. The first amendments were made on June 22, 2017. The second amendments were made on July 15, 2021. The third amendments were made on May 30, 2023. <u>The fourth amendments</u>	Date of Formulation and Amendments The rules were formulated on June 1, 2007. The first amendments were made on June 22, 2017. The second amendments were made on July 15, 2021. The third amendments were made on May 30, 2023.	The date of this amendments is newly added.

Articles	Articles after amendment	Existing articles	Amendment
	<u>were</u> <u>made on xx, 2024.</u>		



## **【Annex 8】**

### **Edison Opto Corporation Rules for Issuance of 2024 Employee Restricted Stock Awards**

#### **1. Issue purpose**

The Rules for Issuance of 2024 Employee Restricted Stock Awards (the “Rules”) is adopted, in accordance with Article 267, paragraph 8 of the Company Act and the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” promulgated by the Financial Supervisory Commission for the purposes of attracting and retaining professionals needed by the Company, incentivizing employees, and augmenting the employees’ loyalty to jointly create the interest of the Company and its shareholders.

#### **2. Issue Period**

The Company shall register with the competent authority within one year from the date of the resolution adopted at a shareholders’ meeting, either all at once or in installments. Additionally, the Company shall issue the shares within one year from the date of receiving the notice for registration with the competent authority, which has become effective, either all at once or in installments. The Chairman is authorized to determine the actual date of issuance. °

#### **3. Qualifications for Eligible Employees and the Number of the Restricted Stock Awards to be Granted**

##### **I. Qualifications for eligible employees:**

Only full-time employees who have been officially employed by the Company as of the grant date are eligible for the restricted stock awards. The Chairman shall determine the employees who are entitled to the restricted stock awards and the number of the restricted stock awards to be granted after taking into consideration factors such as seniority, job position, job performance, overall contribution, future potential contribution, and other factors, as well as the Company’s business needs and conditions for business development, and then submit to the board of directors for approval. However, the proposal for restricted shares to be granted to a managerial officer or an employee who concurrently serves as a director shall be submitted to the Remuneration Committee for approval; the proposal for restricted shares to be granted to an employee who is neither a managerial officer nor a director shall be submitted to the Audit Committee for approval.

##### **II. The Number of the Restricted Shares to be Granted:**

Where the Company issues employee stock warrants under Article 56-1, paragraph 1, the cumulative number of shares subscribable by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new

restricted stock awards obtained by the single warrant holder, may not exceed 0.3% of the Company's total issued shares. The above, in combination with the cumulative number of shares subscribable by the single warrant holder of employee stock warrants issued by an issuer under Article 56, paragraph 1, may not exceed 1% of the Company's total issued shares. However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted stock awards obtained by a single employee may be exempted from the above-mentioned restriction. If the competent authority updates the relevant regulations, they must be handled in accordance with the updated laws, regulations, and guidelines set forth by the competent authority.

#### **4. Total Number of Restricted Shares to be Issued**

The total number of the restricted stock awards to be issued will be 2,000,000 common shares of the Company. The par value of the share is NT\$10 and the total amount will be NT\$20,000,000.

#### **5. Terms and Conditions of the issuance**

- I. Issuing price: The issuing price is gratuitous, i.e., NT\$0 per share.
- II. Vesting conditions: Employees have to wait for a one-year lapse since restricted stock awards are vested. If they are still with the Company, the Company and individual performance indicators are met, and they have met the vesting conditions, the shareholding proportions are as follows :

##### **i. The Company's financial performance indicators:**

The Company's revenue for four quarters prior to the vesting date shows growth as compared to the same period of the preceding year, and a net profit after tax of the audited financial statement for the preceding year prior to the vesting date is made.

##### **ii. Individual performance indicators:**

##### **(1) Vesting points of time:**

- a. Point of time I: One-year lapse since restricted stock awards are vested.
- b. Point of time II: Two-year lapse since restricted stock awards are vested.
- c. Point of time III: Three-year lapse since restricted stock awards are vested.

##### **(2) Vesting points of time:**

- a. Point of time I: Upper limit at 30% of vesting shares. Those receiving grade excellent or above for yearly performance appraisal shall be granted 30% of vesting shares; those receiving grade A for yearly performance appraisal shall be granted 24% of vesting shares; those

receiving grade B or below for yearly performance appraisal shall be granted 0% of vesting shares.

- b. Point of time II: Upper limit at 30% of vesting shares. Those receiving grade excellent or above for yearly performance appraisal shall be granted 30% of vesting shares; those receiving grade A for yearly performance appraisal shall be granted 24% of vesting shares; those receiving grade B or below for yearly performance appraisal shall be granted 0% of vesting shares.
- c. Point of time III: Upper limit at 40% of vesting shares. Those receiving grade excellent or above for yearly performance appraisal shall be granted 40% of vesting shares; those receiving grade A for yearly performance appraisal shall be granted 32% of vesting shares; those receiving grade B or below for yearly performance appraisal shall be granted 0% of vesting shares.

III. Type of shares to be issued: New common shares of the Company.

IV. Methods to handle the unvested restricted share awards or in the event of inheritance:

i. Voluntary resignation:

Any unvested restricted share awards will be deemed not meeting vesting conditions as of the resignation date and will be recalled and retired by the Company without the payment of any consideration pursuant to laws.

ii. Other termination of employment relationship:

In cases where the employment contract between the Company and its employees is terminated due to dismissal, suspension, lay-off, or other reasons, the Company will recall and retire the restricted stock awards that do not meet vesting conditions without any payment of consideration, as mandated by law.

iii. Retirement:

Any unvested restricted share awards will be deemed not meeting vesting conditions as of the effective date of retirement and will be recalled and retired by the Company without the payment of any consideration pursuant to laws.

iv. Temporary leave without pay and parental leave:

If an employee is approved for temporary leave without pay or parental leave, their unvested restricted share awards will be deemed as not meeting the vesting condition as of the commencement date of the leave. Consequently, these awards will be recalled and retired by the Company without any payment of consideration, unless

approval is granted by the board of directors. The board of directors is authorized to determine the disposition of such unvested restricted stock awards by resolution.

v. General death:

Deaths other than those caused by occupational accidents, as described in Article 5, paragraph (4), subparagraph 6 of the Rules, shall be classified as general deaths. Any unvested restricted share awards will be deemed to lose qualification for meeting vesting conditions as of the date of death and will be recalled and retired by the Company without the payment of any consideration pursuant to laws.

vi. Disability or death caused by occupational accidents:

In the event that an employee becomes unable to continue working due to disability or death caused by occupational accidents, any unvested restricted share awards will lose qualification for meeting the vesting condition as of the date of disability or death caused by occupational accidents. These awards will be recalled and retired by the Company without the payment of any consideration pursuant to laws. However, special cases, such as when the employee has made outstanding contributions to the Company, demonstrated loyalty and conscientiousness, etc., and with approval from the board of directors, may be exempted from this restriction. The board of directors is authorized to determine the disposition of such unvested shares by resolution.

vii. Transfer:

If an employee voluntarily transfers or is designated to be transferred to an affiliate or another company by the Company, the restricted stock awards that do not meet the vesting condition for, shall be handled in the same manner as for those who resign voluntarily.

viii. For the restricted stock awards that do not meet the vesting condition (including those

not meeting the vesting condition due to the aforementioned matters), the Company shall recall without consideration and retire the shares. However, the bonus shares and dividends derived need not be returned by the employees.

ix. Prior to the completion of the vesting condition, if an employee terminates or relieves the authorization granted by the Company in violation of the provisions of Article 6, paragraph (2), the Company reserves the right to recall and retire the restricted stock awards that do not meet the vesting conditions from that employee without consideration.

**6. Restricted rights of unvested restricted shares after the grant date**

- I. Prior to the completion of the vesting condition, the rights to the restricted stock awards issued based on the Rules will be restricted as follows:
  - i. Except for inheritance, the restricted stock awards shall not be sold, pledged, transferred, gifted to others, configured as a guarantee or disposed of via other means.
  - ii. After the grant date but before the completion of the vesting condition, the employee will have rights equivalent to those of common shares already issued by the Company, exercised under a trust or custodian agreement. These rights include attending meetings, submitting proposals, making speeches, and voting at any shareholder meetings.
  - iii. Prior to the completion of the vesting condition, the employee, who obtains restricted stock awards pursuant to the Rules, will have all rights as a shareholder of common shares, including but not limited to any rights to receive dividends, legal reserve, additional paid-in capital, and preemptive right to subscribe new shares issued for cash capital increase. The execution of these rights shall be handled in accordance with a trust or custodian agreement.
  - iv. From the book closure date for the Company's free share transfer, the book closure date for cash dividends, the book closure date for capital increase in cash, the period before book closure for the shareholders' meeting as defined in Article 165, paragraph 3 of the Company Act, or other statutory periods of book closure based on the occurrence of the events to the rights distribution base date, the time and procedure for releasing the restrictions on the vested shares of the employees who have met the vesting condition shall be executed in accordance with the trust contract or relevant laws and regulations.
- II. Prior to the completion of the vesting condition, the restricted stock awards issued in accordance with the Rules shall be placed in a trust or custody. Upon the grant date, the Company or the individual designated by the Company is deemed to have been authorized to act as an agent to sign and amend trust-related contracts on behalf of the granted employees and to handle related trust affairs on their behalf with full authority.

## **7. Procedures for grant of restricted shares and number of shares vested**

- I. After employees are granted the restricted stock awards, the Company shall register the shares granted on the shareholder register and deliver common shares newly issued by a book-entry transfer. In the event that the custody of the shares is

managed by a trust, the shares shall be entrusted within the vesting period as per the trust agreement.

- II. The registration of change regarding the issuance of restricted stock awards by the Company in accordance with the Rules shall be handled pursuant to the laws.

#### **8. Taxation**

The taxation incurred from shares vested by employees as a result of the Rules shall be handled in accordance with the relevant R.O.C. tax laws and regulations at that time.

#### **9. Contracting and confidentiality**

- I. Once the Company has completed the statutory issuance procedure, the department in charge shall notify the granted employees to sign the "Employee Restricted Stock Awards Agreement." Upon signing the "Employee Restricted Stock Awards Agreement," the employees are deemed to obtain rights for the grant; the failure to sign the agreement is deemed a waiver of the rights for the grant.
- II. All employees who have been notified and have signed shall abide by the confidentiality regulations. They must not inquire about others or disclose the relevant content and quantity of the restricted stock awards granted to them. In case of any violations, the matter shall be handled in accordance with Article 5, paragraph (4), subparagraph 1 of the Rules.

#### **10. Other important matters**

- I. The Rules shall be implemented after receiving approval by more than two-thirds of the directors present at a board of directors meeting, provided that more than one-half of the directors are in attendance. Additionally, it must be reported to the competent authority. The same procedure shall apply if amendments to the Rules are proposed before the issuance of restricted stock awards. The Chairman is authorized to amend the Rules as a result of any amendment to applicable laws or regulations or as required by the competent authorities. Such amendments shall then be submitted to the board of directors for ratification before issuance.
- II. The fulfillment of the vesting conditions, such as the number of shares to be vested and the date of shares transferred to employees, shall be subject to the announcement of the Company.
- III. Matters not provided for in this Plan shall be governed by the provisions of related laws and regulations.

## **【Annex 9】**

### **Edison Opto Corporation**

#### **Articles of Incorporation**

##### **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. E601010 Electrical Appliance Construction (Grade A)
4. E601020 Electrical Appliance Installation
5. E603080 Traffic Signs Installation Engineering
6. E603090 Lighting Equipment Construction
7. E607010 Solar Thermal Energy Equipment Installation Engineering
8. EZ06010 Traffic Marking Engineering
9. F119010 Wholesale of Electronic Materials
10. F113110 Wholesale of Batteries
11. F213090 Retail Sale of Traffic Sign Equipment and Materials
12. F213110 Retail Sale of Batteries
13. F219010 Retail Sale of Electronic Materials
14. F401010 International Trade
15. IG03010 Energy Technology Services
16. 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 8-2: Shareholders' meeting of the Company may be held by the method of visual communication or other methods announced by the competent authority. In case a shareholders' meeting is held via a visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

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 criteria, where the profit sharing remuneration for managerial officers shall be based 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.

The 16th amendments were made on May 30, 2023.

Edison Opto Corp.

Chairperson: Jason Wu

## **【Annex 10】**

### **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.

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. If the Board of Directors does not have a managing director, election or dismissal of the chairperson.
- 7. Appointment and removal of the person-in-charge of finance, accounting, or internal audits.
- 8. 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.
- 9. 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 8 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 chairperson shall 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.

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 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 amendments 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.

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 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 matter.

Paragraph 4 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 1 of 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 11】****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 3 Definition**

The shareholders referred to in these Rules mean the shareholder, requisitioners, and authorized representatives.

**Article 4 Convening of Notice of a Shareholders' Meeting**

- I. A shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.
- II. A change to the method of holding a shareholders' meeting of the Company shall be decided by the Board of Directors, and shall be made at the latest before the notice of the shareholders' meeting is sent.
- III. The company shall make an electronic file of the notice of a shareholders' meeting, any document of power of attorney, the reason for any proposal, and the statement of information relevant to the proposals concerning the recognition, discussion, election, or removal of directors, and other items, and transmit them to the Market Observation Post system 30 days before a general shareholders' meeting or 15 days before an interim shareholders' meeting. The Company shall also make an electronic file of the Agenda Manual and supplementary meeting documents for a shareholders' meeting and transmit them to the Market Observation Post system 21 days prior to a general shareholders' meeting or 15 days prior to an interim shareholders' meeting. However, if the paid-in capital of the Company at the end of the most recent financial year reaches NTD 10 billion or more ,or the total shareholding ratio of foreign capital and mainland capital in the Company, recorded in the Shareholders' register, reaches 30% or more when a shareholders' meeting is

- held in the most recent financial year ,the transmission of the foregoing electronic files shall be completed 30 days before a general shareholders' meeting. The Agenda Manual and supplementary meeting documents for a shareholders' meeting shall be prepared for the shareholders to read at any time fifteen days before the shareholders' meeting, and shall be placed in the Company and with a professional stock affairs agency appointed by the Company.
- IV. The Agenda Manual and supplementary meeting documents referred to in the preceding paragraph shall be provided to shareholders for reference by the Company on the day of a shareholders' meeting in the following ways:
- (1) When a physical shareholders' meeting is held, they shall be distributed at the shareholders' meeting.
  - (2) When a visual communication-assisted shareholders' meeting is hold, they shall be distributed at the shareholders' meeting, and meanwhile, transmitted to the visual communication meeting platform in electronic files.
  - (3) When a visual communication shareholders' meeting is held, they shall be transmitted to the visual communication meeting platform in electronic files.
- V. The convening reasons shall be specified in the notice and announcement. The notice may be given in an electronic form.
- VI. Appointment or removal of directors, changes to the Articles of Association, capital reduction, application for suspension of a public offering, permit for directors undertaking competitive business activities, conversion of surplus to capital increase, conversion of reserves to capital increase, dissolution, merger, or splitting of the Company, or any of the items set forth in Paragraph 1 of Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Handling Guidelines for Issuers' Offering and Issuing Securities, shall be listed, and their main contents shall be indicated, in the convening reason, and they shall not be proposed in a temporary motion.
- VII. If the re-election of all the directors and the date of their taking office have been specified in the reason 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.
- VIII. 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 purpose of the shareholders' proposal is to urge the Company to promote public interests or fulfill social responsibilities, the Board of Directors may still include it in the agenda. The Board of Directors may not include a proposal submitted by a shareholder if the proposal has any of circumstances specified in Paragraph 4 of Article 172-1 of the Company Act.

- IX. The Company shall declare its acceptance of the shareholders' proposals, the written or electronic acceptance method, the acceptance place, and the acceptance period before the date of suspension of stock transfer before the general shareholders' meeting, and the acceptance period shall not be less than 10 days. The proposals submitted by the shareholders shall be limited to three hundred words, and those exceeding three hundred words shall not be included in the agenda, and the proposing shareholder shall personally attend or authorize a proxy to attend the general shareholders' meeting and participate in the discussion on the proposals.
- X. The Company shall notify the shareholders of the proposal results before the date of the notice of convening a shareholders' meeting, and list the proposals complying with the provisions of this Article in the notice of the meeting. With regard to the proposals submitted by shareholders but not included in the meeting agenda, 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 Attendance at a Shareholders' Meeting by a Proxy 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.

- IV. After a power of attorney is delivered to the company, if a shareholder intends to attend a shareholders' meeting by the visual communication method, he/she shall send a written notice revoking the authorization to the Company two days before the shareholders' meeting, and in case of a late revocation, the voting rights exercised by the proxy shall prevail.

#### Article 6 Principles of Place and Time for Holding a Shareholders' Meeting

- I. The place for holding a Shareholders' meeting shall be the place where the Company is located or where it is convenient for the shareholders to attend and be suitable for holding a shareholders' meeting. The starting time of the meeting shall not be earlier than 9 am or later than 3 pm. The opinions of the independent directors for the meeting time and place shall be fully considered.
- II. The Company shall not be subject to restrictions on the place of holding a shareholders' meeting by the method of visual communication referred to in the preceding paragraph.

#### Article 7 Preparation of signature books and other documents

- I. The Company shall specify the registration time and place of the shareholders and other notes in the meeting notice.
- II. The registration time of the shareholders referred to in the preceding paragraph shall be at least 30 minutes before the start of the meeting. The registration place shall be clearly indicated, and adequate and qualified personnel shall be assigned to handle the registration. The registration for a visual communication shareholders' meeting shall be handled on the visual communication meeting platform for the shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed as attending the shareholders' meeting in person.
- III. Shareholders shall attend a shareholders' meeting with their attendance cards, attendance registration cards, or other attendance certificates. The Company shall not arbitrarily add and require other certificates as supporting documents for shareholders attending the meeting. A requisitioner who has a power of attorney for requisition shall bring identification documents for verification.
- IV. The Company shall set up a signature book for shareholders attending the

meeting to sign in, or the shareholders attending the meeting shall hand in their registration cards in lieu of signing-in.

- V. The Company shall deliver the Agenda Manual, annual report, attendance certificate, speech notes, voting papers and other meeting documents to the shareholders' meeting, and if directors require being elected, the election votes shall be attached.
- VI. When a government or juristic person is a shareholder, more than one representative can attend the shareholders' meeting. When a juristic person is authorized to attend the shareholders' meeting, only one representative may be appointed to attend the shareholders' meeting.
- VII. If the shareholders' meeting is 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.
- VIII. 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 7-1 When holding a shareholders' meeting by the method of visual communication, the items shall be included in the convening notice. The Company shall specify the following items in the notice of convening a shareholders' meeting when holding a shareholders' meeting by the method of visual communicationl :

- I. Methods for the shareholders' participating in the visual communication meeting and exercising their rights.
- II. if due to natural disasters, incidents, or other force majeure events, there are any obstacles to the visual communication meeting platform or participation in the meeting by the method of visual communication, when the obstacles are eliminated at least the following items shall be included :
  - (1) The time of a meeting which is postponed or resumed because the foregoing obstacles occur successively, and cannot be eliminated, and the date of the meeting which is postponed or resumed, if necessary.
  - (2) The shareholders who are registered to participate in the original shareholders' meeting by the method of visual communication shall not participate in the postponed or resumed meeting.
  - (3) If the visual communication-assisted shareholders' meeting cannot be

resumed, and after deducting the number of shares present at the shareholders' meeting by the method of visual communication, the total number of shares present at the shareholders' meeting reaches the statutory quota of the shareholders' meeting, the shareholders' meeting shall be continued. The number of shares held by the shareholders present at the shareholders' meeting by the method of visual communication shall be counted into the total number of shareholders' shares present, and such shareholders shall be deemed to abstain in all the proposals of the shareholders' meeting.

(4) The handing methods in case the results for all the proposals are declared but no temporary motion is made.

- III. If a shareholders' meeting is held by the method of visual communication, appropriate alternative measures shall be specified for the shareholders who have difficulty in participating in the shareholders' meeting by the method of visual communication.

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

- I. 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 Recording or Videotaping for the Whole Course of a Shareholders' Meeting.

- I. The Company shall continuously and unceasingly record and videotape the registration course of a shareholders' meeting, the course of the meeting, and the voting and vote counting course after accepting the registration of the shareholders for the shareholders' meeting, and the audio records and videotapes shall be kept for at least one year. However, if a shareholder brings an action pursuant to Article 189 of the Company Act, the audio records and videotapes shall be kept until the end of the action.
- II. If a shareholders' meeting is held by the method of visual communication, the Company shall record and keep the enrollment, registration, questions, and voting of the shareholders and the vote counting results of the Company, and continuously and unceasingly record and videotape the whole course of the visual.
- III. The Company shall properly keep the foregoing information and audio records and videotapes during its existence, and provide the audio records and videotapes to a person authorized to be engaged in the visual communication meeting business for keeping.
- IV. If a shareholders' meeting is held by the method of visual communication, the Company shall record and videotape the background and operation interface of the visual communication meeting platform.

#### Article 10 Calculation of the Number of Shares Present at and Opening of a Shareholders' Meeting

- I. The attendance at a shareholders' meeting shall be calculated on the basis of the number of shares present. The number of shares present shall be calculated according to the number of shares registered in the signature book or the registration cards submitted and the number of shares registered in the visual communication meeting platform, plus the number of shares exercising voting

rights in written or electronic form.

- II. At the time of opening the current meeting, the chairperson shall immediately call the meeting to order, and meanwhile declare all relevant information, such as the number of shares without voting rights and the number of shares present, etc.
- III. Only when shareholders representing more than half of the total number of issued shares are not present may the chairperson declare the postponement of the meeting. The number of postponements is limited to twice, and the total postponement time shall not exceed one hour. If shareholders representing more than one-third of the total number of issued shares are still not present after the second postponement, the chairperson shall declare the adjournment of the meeting and if the shareholders' meeting is held as a visual communication meeting, the Company shall also announce the adjournment of the meeting on the visual communication meeting platform for the shareholders' meeting.
- IV. If the number of shares in the preceding paragraph is still insufficient after the second postponement, but shareholders representing more than one-third of the total number of issued shares are present, they may adopt a temporary resolution pursuant to Paragraph 1 of Article 175 of the Company Act, and notify each shareholder of the temporary resolution to convene a shareholders' meeting within one month again. If the shareholders' meeting is held as the visual communication meeting, and the shareholders intend to attend by visual communication, they shall be re-registered with the Company pursuant to Article 6.
- V. Before the end of the current meeting, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairperson may re-submit the fake resolution made to the shareholders' meeting for voting in accordance with the provisions in Article 174 of the Company Act.

#### Article 11 Motion discussion

- I. 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.
- VII. If a shareholders' meeting is held as a visual communication meeting, the shareholder present by the method of visual communication may ask questions

in writing on the visual communication meeting platform for the shareholders' meeting after the chairperson calls the meeting to order and before he/she declares the end of the meeting. The number of questions for each proposal shall not exceed twice, and each question shall be limited to 200 words. The provision of Paragraphs 1 to 5 shall not apply.

- VIII. If the question referred to in the preceding paragraph does not violate the provisions or does not exceed the scope of the proposals, it is advisable to disclose the question on the visual communication meeting platform for the shareholders' meeting so that it is well known.

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

- I. 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 Method of Voting for Proposals, Vote Scrutinizing, 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 exercising their voting rights in written or electronic form, if the shareholders intend to attend the shareholders' meeting in person or by the method of visual communication, they shall revoke their intention to exercise their voting rights as specified in the previous paragraph in the same way as exercise of their voting rights no later than two days before the shareholders' meeting, and in case of late revocation, the voting rights exercised in written or electronic form shall prevail. If the voting rights are exercised in written or electronic form, and a proxy is authorized to attend the shareholders' meeting by a power of attorney, the voting rights exercised by the proxy present shall prevail.
- V. Unless otherwise specified in the Company Act and the Articles of Association, the proposals submitted for voting shall be adopted with the consent of more than half of the voting rights of the shareholders present. Upon voting, after the chairperson or his/her designee declares the total number of voting rights of the shareholders present on the proposals on a case-by case basis, the shareholders shall cast their votes on a case-by-case basis, and the results of the shareholders' consent, objection, and abstention shall be entered into the Market Observation Post System on the day after the shareholders' meeting.
- VI. 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. If one of the proposals has been adopted, the other proposals will be deemed to be rejected, and there is no need to vote on them again.
- VII. The scrutineers and counters for voting on the proposals shall be appointed by the chairperson, but the scrutineers shall have a shareholder's identity.

- VIII. The vote counting for the voting or election proposals at the shareholders' meeting shall be conducted in public at the shareholders' meeting place. After the vote counting is completed, the voting results shall be declared on the spot, including the weight of statistics, and a record shall be made.
- IX. If the Company holds a shareholders' meeting by the method of visual communication, after the chairperson calls the meeting to order, the shareholders present by the method of visual communication shall vote on various proposals and election proposals through the visual communication meeting platform, and complete the voting before the chairperson declares the end of voting. If any shareholders delay voting, they shall be deemed as abstaining from their voting rights.
- X. If the shareholders' meeting is held as a visual communication meeting, all the votes shall be counted at once after the chairperson declares the end of voting, and the voting and election results shall be declared.
- XI. When the Company holds a visual communication-assisted shareholders' meeting, if the shareholders, who have been registered to attend the shareholders' meeting by the method of visual communication pursuant to Article 6, intend to attend the physical shareholders' meeting in person, they shall revoke their registration in the same way as making the registration two days before the shareholders' meeting, but if the revocation is late, they can only attend the shareholders' meeting by the method of visual communication.
- XII. If the shareholders have exercised their voting rights in written or electronic form, not withdrawn their intention, and attended the shareholders' meeting by the method of visual communication, they shall not exercise their voting rights on the original proposals, or propose amendments to the original proposals, or exercise their voting rights on amendments to the original proposals except for temporary motions.

#### Article 15 Election

- I. 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 Signing Matters

- 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.
- IV. If a shareholders' meeting is held by the method of visual communication, the minutes shall, in addition to the items required to be recorded in accordance with the provisions of the preceding paragraph, include the opening and end date of the shareholders' meeting, the method of holding the meeting, the name of the chairperson and the recorder, and the handing method and situation for the obstacles to the visual communication meeting platform or participation by the method of visual communication due to natural disasters, incidents, or other force majeure events.
- V. If the Company intends to hold the shareholders' meeting by the method of visual communication, in addition to handling the items in compliance with the provisions of the preceding paragraph, the Company shall also indicate in the minutes the alternative measures provided to the shareholders who have difficulty in attending the shareholders' meeting by the method of visual communication.

#### Article 17: Announcement

- I. The number of shares acquired by the requisitioner, the number of shares represented by the proxy, and the number of shares held by the shareholders attending in written or electronic form shall be clearly indicated according to the

statistical table compiled in the prescribed format in the shareholders' meeting place on the day of the shareholders' meeting. If the shareholders' meeting is held by the method of visual communication, the Company shall upload the above information to the visual communication meeting platform for the shareholders' meeting at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.

- II. If the Company intends to hold the shareholders' meeting by the method of visual communication, when calling the meeting to order, the Company shall disclose the total number of shares held by the shareholders present on the visual communication meeting platform. The same provision shall apply if the total number of shares and voting rights of the shareholders attending the meeting are separately counted during the meeting.
- III. If the items to be resolved by the shareholders' meeting are of material information as specified by laws and regulations and as specified by the Taiwan Stock Exchange Corporation (or the GreTai Securities Market), the Company shall transmit the contents to the Market Observation Post System within the time specified.

#### Article 18: Maintenance of order In the Venue

- I. 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 19: Rest and Meeting Resumption

- I. When the meeting is convened, the chairperson may declare a break at their discretion. If a force majeure event occurs, the chairperson may decide to suspend the meeting temporarily, and declare the time for resuming the meeting as the case may be.

- II. If the agenda arranged by the shareholders' meeting is not finished, but the venue for the meeting is not available at that time, the shareholders' meeting may decide to find another venue to continue the meeting.
- III. The shareholders' meeting may decide to postpone or resume the meeting within five days pursuant to Article 182 of the Company Act.

#### Article 20 Information Disclosure for Visual Communication Meetings

If a shareholders' meeting is held by the method of visual communication, the Company shall immediately disclose the voting results for the various proposals and election results on the visual communication meeting platform for the shareholders' meeting as specified after the voting is over, and shall continuously disclose them for at least 15 minutes after the chairperson declares the end of the meeting.

#### Article 21 Location of the chairperson and Recorder of a Shareholders' Meeting by the Method of Visual Communication

When the Company holds a shareholders' meeting by the method of visual communication, the chairperson and recorder shall be at the same place within the country, and the chairperson shall declare the address of the place at the time of the meeting.

#### Article 22: Handling of Communication Disconnection

- I. If a shareholders' meeting is held by the method of visual communication, the Company may make a simple connection test for the shareholders before the meeting, and timely provide relevant services before and during the meeting to assist in dealing with technical problems of communication.
- II. If a shareholders' meeting is held by the method of visual communication, when calling the meeting to order, the chairperson shall separately declare that, in addition to the situation that the meeting need not be postponed or resumed as specified in Paragraph 4 of Article 44-20 of the Rules Governing Handling of Stock Affairs of Publicly Listed Companies, before the chairperson declares the end of the meeting, if, due to natural disasters, incidents or other force majeure events, there is an obstacle to the visual communication meeting platform or participation in the meeting by 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.
- III. If the meeting is postponed or resumed as specified in the 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.

- IV. 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.
- V. 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.
- VI. When the Company holds a visual communication-assisted 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.
- VII. 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.
- VIII. 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 Publicly Listed Companies and according to the original date of the shareholders' meeting and the provisions thereof.
- IX. 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 Processing of a Digital Divide

When the Company holds shareholders meeting by the method of visual communication, it shall provide appropriate alternative measures to the shareholders who have difficulty in attending the shareholders' meeting by the method of visual communication.

Article 24 Implementation

The Rules shall be implemented after being approved by a shareholders' meeting, and the same shall apply to any amendments hereto.

Article 25 Date of Formulation and Amendments

The Rules were formulated on June 1, 2007

The first amendments were made on June 22, 2007

The second amendments were made on July 15, 2021

The third amendments were made on May 30, 2023

## 【Annex 12】

**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		Year	2024(Estimated)
Paid-in Capital at the beginning of the period			1,436,094,350
Distribution of stock and cash dividend for the year	Cash dividends per share (NT\$)		0.10000000
	Cash dividends per share from capital surplus (NT\$)		0.40000000
	Stock dividends per share from capitalization of capital surplus (NT\$)		0.00000000
Changes in operating results	Operating profit		Not applicable (Note)
	Percentage of increase (decrease) in operating profit over the same period last year		
	Net profit after tax		
	Percentage of increase (decrease) in net profit after tax over the same period last year		
	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-earning ratio)		
Proforma earnings per share and price-earning ratio	In case of capitalization of earnings, all will be distributed in cash dividends.	Proforma earnings per share (NT\$)	
		Proforma annual average return on investment	
	If the capitalization of capital surplus is not carried out	Proforma earnings per share (NT\$)	
		Proforma annual average return on investment	
	If the capitalization of capital surplus is not carried out and capitalization of earnings, cash dividends are distributed instead	Proforma earnings per share (NT\$)	
		Proforma annual average return on investment	

- (Note) 1. The estimated dividend distribution for 2024 is based on the resolution of the Board of Directors' meeting held on February 29, 2024, 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 2024 was not published. Therefore, there is no need to disclose the estimate information.

Chairperson: Jason Wu      Managerial Officer: Jason Wu      Accounting Officer:Xi-Quan Hu



# 【Annex 13】

## Edison Opto Corporation Shareholdings by all Directors

- I. The number of issued shares of the Company was 143,609,435 shares.
- II. The minimum number of shares legally required to be held by all directors is 8,616,566 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 shareholder's meeting (April 1, 2024) are as follows :

Date of stock transfer suspension: April 1, 2024

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	3,594,107	2.50
Director	Representative of YOUNGTEK ELECTRONICS CORP.: June Wung	2022.6.22	3	2,549,367	1.78
Director	Weixin Investment Limited Representative: Po-Chung Wang	2022.6.22	3	4,827,428	3.36
Director	Wen-Ruei Cheng	2022.6.22	3	1,163,596	0.81
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				12,134,498	8.45

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 14】**

### **Edison Opto Corporation Other Notes**

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.
- II. The Company accepted applications for shareholders' proposals at this year's regular shareholders' meeting for the period from March 25, 2024 to April 3, 2024, 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.



艾笛森光電股份有限公司

[www.edison-opto.com](http://www.edison-opto.com)

