



CAYMAN ENGLE Y INDUSTRIAL CO., LTD.

The Annual Shareholders' Meeting in 2022

Date: Fri, 24 June 2022. 9:00 AM

The Annual Shareholders' Meeting in 2022

Location: B1 in No. 20, Jianbao Street, Changhua City, Changhua County, 500
(Fort Hotel B1 Joy& Glory Hall)

Attendees:

1. Total shares represented by shareholders and proxy present 94,882,946 shares(including 92,659,695 representative shares of shareholders present who exercise their rights electronically), which is 80.31% of the company's total outstanding shares, 118,132,372 shares(excluding 0 shares without voting rights).
2. Chairman: Yeh, Chih-Ming
3. Director: Tsai, Meng-Han.
4. Independent Directors: Yeh, Chih-Ming, Liou, Cheng-Hwai, Hsu, Ching-Tao.
5. Recorder: Huang, Sheng-Wen.

I. Words by the Chairman

(omitted)

II. Report Items

1. 2021 Business Report.
2. Audit Committee's Review Report on the 2021 Financial Statements.
3. Status of the 2021 Employees' and Directors' Compensations.
4. Amendment to the "Ethical Corporate Management Best Practice Principles".
5. Report of Implementation Result of the Third Domestic Unsecured Convertible Corporate Bonds.
6. Revised the expected benefit report of

III. Proposal Items

Proposal No. 1

Adoption of 2021 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanatory Notes:

1. The Company's 2021 financial statements have been resolved in the Board of Directors meeting convened on March 29, 2021. The Audit Committee has reviewed the aforementioned Financial Statements along with the Business Report and have issued the review report.
2. The Company's 2021 Business Report, Independent Auditors' Report, and the Financial Statements are attached hereto (Please refer to Attachment VI of the handbook).
3. Please proceed to adopt.

Resolution:

1. Ratify 94,304,727 shares (including exercised by way of electronic transmission 92,613,057 shares), accounting for 99.39% of the voting rights of shareholders present;
2. Oppose 19,052 shares (including exercised by way of electronic transmission 19,052 shares);
3. Abstain from voting 559,167 shares (including exercised by way of electronic transmission 27,586 shares).
4. Resolved, that the above proposal be and hereby was approved as proposed.

Proposal No. 2

Adoption of the Proposed Distribution of 2021 Earnings (Proposed by the Board of Directors).

Explanatory Notes:

1. The Company's proposed distribution of 2021 earnings has been resolved in the Board of Directors meeting convened on March 29, 2021 (Please refer to Attachment VII of the handbook).
2. It is proposed to allocate NT\$295,330,930 from distributable earnings to distribute cash dividends. Based on the total number of shares currently outstanding, it is planned to distribute NT\$2.5 per share. Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Chairman be authorized to resolve the ex-dividend date. The cash dividend distributed to each shareholder shall be calculated in whole numbers, and for fractional dividend amounts that are less than NT\$1, recognized other revenue.
3. In the event that, before the distribution record date, the number of the Company's outstanding shares changes due to an amendment to relevant laws or regulations, an adjustment by competent authorities, convertible corporate bonds to common stock or other factors, requiring the distribution rate to change or corrected, the Board of

Directors shall be authorized to duly adjust and handle related matters.

4. Please proceed to adopt.

Resolution:

1. Ratify 94,327,627 shares (including exercised by way of electronic transmission 92,635,957 shares), accounting for 99.41% of the voting rights of shareholders present;
2. Oppose 19,152 shares (including exercised by way of electronic transmission 19,152 shares);
3. Abstain from voting 536,167 shares (including exercised by way of electronic transmission 4,586 shares).
4. Resolved, that the above proposal be and hereby was approved as proposed.

IV. Discussion Items

Proposal No. 1

Amendment to the “Company's Articles of Association”. (Proposed by the Board of Directors).

Explanatory Notes:

1. In order to conform to amendments to related commercial laws, the Company hereby proposes to amend the “Company's Articles of Association”.
2. The Company’s Comparison Table for the “Company's Articles of Association” Before and After Amendment is attached hereto (Please refer to Attachment VIII of the handbook).

Resolution:

1. Ratify 94,327,727 shares (including exercised by way of electronic transmission 92,636,057 shares), accounting for 99.41% of the voting rights of shareholders present;
2. Oppose 19,052 shares (including exercised by way of electronic transmission 19,052 shares);
3. Abstain from voting 536,167 shares (including exercised by way of electronic transmission 4,586 shares).
4. Resolved, that the above proposal be and hereby was approved as proposed.

Proposal No. 2

Amendment to the “Regulations Governing the Acquisition and Disposal of Assets” (Proposed by the Board of Directors).

Explanatory Notes:

1. In order to conform to amendments to related commercial laws, the Company hereby

proposes to amend the “Regulations Governing the Acquisition and Disposal of Assets”.

2. The Company’s Comparison Table for the “Regulations Governing the Acquisition and Disposal of Assets” Before and After Amendment is attached hereto (Please refer to Attachment IX of the handbook).

Resolution:

1. Ratify 94,327,727 shares (including exercised by way of electronic transmission 92,636,057 shares), accounting for 99.41% of the voting rights of shareholders present;
2. Oppose 19,052 shares (including exercised by way of electronic transmission 19,052 shares);
3. Abstain from voting 536,167 shares (including exercised by way of electronic transmission 4,586 shares).
4. Resolved, that the above proposal be and hereby was approved as proposed.

Proposal No. 3

Amendment to the “PROCEDURAL RULES OF GENERAL MEETINGS” (Proposed by the Board of Directors).

Explanatory Notes:

1. In order to conform to amendments to related commercial laws, the Company hereby proposes to amend the “PROCEDURAL RULES OF GENERAL MEETINGS”.
2. The Company’s Comparison Table for the “PROCEDURAL RULES OF GENERAL MEETINGS” Before and After Amendment is attached hereto (Please refer to Attachment X of the handbook).

Resolution:

1. Ratify 94,327,727 shares (including exercised by way of electronic transmission 92,636,057 shares), accounting for 99.41% of the voting rights of shareholders present;
2. Oppose 19,052 shares (including exercised by way of electronic transmission 19,052 shares);
3. Abstain from voting 536,167 shares (including exercised by way of electronic transmission 4,586 shares).
4. Resolved, that the above proposal be and hereby was approved as proposed.

V. Provisional motion

No provisional motions were proposed.

VI. Closing

June 24th (Friday), 2022 at 09:21 a.m.

【Attachment I】

CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.

2021 Business Report

(1) Business Results

According to the statistical analysis of the China Association of Automobile Manufacturers, automobile production and sales in 2021 will show a year-on-year increase, ending the three consecutive years of decline since 2018. Among them, new energy vehicles have become the biggest bright spot. The annual sales volume exceeded 3.5 million, and the market share increased to 13.4%, which further shows that the new energy vehicle market has shifted from policy-driven to market-driven. The sales volume of passenger cars in China in 2021 was 20,146,000 units, which was increased by 4.4% if compared with that of 2020. The Company has successfully undertaken the new energy vehicle projects of Volvo and FAW Volkswagen in recent years. In the future, it will continue to actively expand cooperation with other joint venture brands such as Geely Automobile, Great Wall Motors, etc., and the China's self-owned brands. The 2021 revenue and expenditure, profitability analysis and report on future development strategy are as follows:

(2) Revenue and Expenditure and Profitability Analysis

Unit: NT\$ thousands; %

Item \ Year		2020	2021	Growth
Profit and Loss Analysis	Operating Revenue	21,644,152	20,277,213	(6.32)
	Gross Profit	3,456,702	2,999,052	(13.24)
	Net Income	480,621	665,268	38.42
Profitability	Return on Asset (%)	3.29	3.48	5.78
	Return on Equity (%)	6.22	6.87	10.45
	Operating Revenue to Paid-In Capital (%)	107.54	57.29	(46.73)
	Net Income to Paid-In Capital (%)	84.63	98.52	16.41
	Profit Margin (%)	3.81	4.84	27.03
	Basic Earnings Per Share (NT\$)	4.07	5.64	38.57
	Diluted Earnings Per Share (NT\$)	4.03	5.54	37.47

Note: The figures in this table are from the consolidated financial statements audited by CPAs and are prepared using the International Financial Reporting Standards.

(3) Future Development Strategy

1. Equipment Upgrade Plan

The company will comprehensively enhance the traditional and automated product lines of auto parts. From the perspective of technology and market promotion, around the relevant fields of the company's main products. Fully upgrade the company's manufacturing equipment, further expand the company's auto parts production scale, and meet the rapidly growing market demand.

2. Research and Development Overview

In response to the trend of lightweighting in the automotive industry, in addition to continuous process improvement of high-strength steel rolling technology, heat treatment technology and aluminum alloy products, new composite materials have been continuously invested in the development of automotive parts.

The Company strengthens the degree of automation and automatic detection technology of back-end computers to improve process accuracy and improve product yield. In response to customer requirements, we strive to develop modular products to provide better product service quality to our customers.

3. Business Development

The company will continue to follow the footsteps of the OEMs. In addition to maintaining existing customer relationships, we will also cooperate with China's major cities to purchase automobile and government-related electric vehicle subsidy policies. At the same time, we will actively plan to enter the new energy vehicle market and expand new product projects with a view to preempting them. We have successfully received new energy vehicle projects from Volvo and FAW Volkswagen to help introduce operational energy to the Company's operations. In the future, we will engage with other brands of automobile manufacturers to discuss related cooperation matters, and look forward to providing aluminum and plastic products related to new energy vehicles.

2022 will enter the second year of China's 14th Five-Year Plan and it will driven by the "New Energy Automobile Industry Development Plan (2021-2025)", electrification, intelligence, connectivity and digitization will accelerate the transformation and upgrading of the automobile industry, and the new energy vehicle market will also shift from policy-driven to market-driven change. Many research institutes in China predicted that the economic growth in China may remain 7.5% in 2021. Despite low Consumer Price Index in China, consumers tend to decrease unnecessary consumption with lower consumer confidence when GDP growth rate is not as high as before. Given that the growth rate in the base year is high, it can be assumed that the rapid expansion stage of the automotive industry in China may end, and the market gradually moves into the stage of stable development. However, China's macroeconomic regulation and control is still in favor of development of car manufacturers and upstream auto part firms because macro-control emphasizes continuity and stability of economic policies, which benefits large-scale firms with promising long-term effect.

Chairman: Lin, Chi-Pin

General Manager: Lin, Chi-Pin

Accounting Supervisor: Huang, Sheng-wen

【Attachment II】

CAYMAN ENGLELEY INDUSTRIAL CO., LTD.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 Business Report, Financial Statements, and proposed distribution of earnings. The CPA firm of PwC. was retained to audit the Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and proposed distribution of earnings have been reviewed and determined to be correct and accurate by the Audit Committee. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

To: 2022 Annual Meeting of Shareholders, Cayman Engley Industrial Co., Ltd.

CAYMAN ENGLELEY INDUSTRIAL CO., LTD.

Convener of the Audit Committee: Liou, Cheng-Hwai

March 29, 2022

【Attachment III】

CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.

Comparison Table for the “Ethical Corporate Management Best Practice Principles” Before and After Revision

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>Article 18</p> <p>Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.</p> <p><u>All import and export procurement and sales activities that occur in the operation must fully comply with the relevant laws and regulations of the import and export countries.</u></p>	<p>Article 18</p> <p>Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.</p>	Add code of conduct
<p>Article 19</p> <p>All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order</p>	<p>Article 19</p> <p>All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order</p>	Add code of conduct

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>to effectively implement this Corporation's ethical management policy. <u>All procurement and sales activities that occur in the operation of the enterprise are purchased and sold through formal channels.</u></p> <p><u>Put an end to and severely punish all acts of purchasing/using/selling counterfeit and shoddy products.</u></p>	<p>to effectively implement this Corporation's ethical management policy.</p>	

【Attachment IV】

The First Domestic Unsecured Convertible Corporate Bonds

Explanation before and after the change in the estimated benefit of the purchase of Tsingtao Engley Machinery and Equipment

1. Reason for change

Since Tsingtao Engley was established in April 2016, 2016-2017 was still in the construction stage. Fixed expenses such as office expenses, logistical support expenses and employee salaries invested during the start-up period were higher than expected. In addition, the initial estimated benefit was based on the average unit price of each product of the same model sold by the Group in the past, and the estimated operating profit was based on the gross profit margin of the Group's past production of auto parts. However, after the establishment of the factory in Tsingtao Engley, the quality pass rate in the initial stage of mass production was low, and due to the continuous increase in steel prices, coupled with the low gross profit margin of newly acquired products, the operating gross profit and the achievement of operating benefits were not as expected. It is proposed to change the estimated benefit of Tsingtao Engley's purchase of machinery and equipment.

2. The estimated benefits before and after the change are summarized as follows :

(1) Before the change

Estimated benefits of purchasing equipment

Unit : NT\$ thousand

Year	Item	Production volume	Sales volume	Operating revenue	Operating margin	Operating income
2016	Auto parts	0	0	0	0	(7,000)
2017	Auto parts	0	0	0	0	(17,500)
2018	Auto parts	2,343	2,343	319,276	57,215	24,967
2019	Auto parts	9,240	9,240	1,212,960	217,363	94,854
2020	Auto parts	11,233	11,233	1,420,796	254,589	111,098
2021	Auto parts	12,807	12,807	1,560,511	279,677	122,046
Total		35,623	35,623	4,513,543	808,844	328,465

(2) After the change

Unit : NT\$ thousand

Year	Item	Production volume	Sales volume	Operating revenue	Operating margin (Loss)	Operating income (Loss)
2016	Auto parts	0	0	0	0	(9,512)
2017	Auto parts	0	0	0	0	(47,224)
2018	Auto parts	5,098	4,441	451,028	(90,965)	(146,199)
2019	Auto parts	16,510	15,541	1,519,126	(12,328)	(73,997)
2020	Auto parts	14,428	15,443	1,314,891	7,813	(44,762)
2021	Auto parts	15,384	15,272	1,376,941	(88,116)	(154,209)
2022	Auto parts	16,154	16,035	1,378,929	27,579	(38,610)
2023	Auto parts	16,961	16,837	1,381,067	69,053	3,729
2024	Auto parts	17,809	17,679	1,383,359	69,168	6,917
2025	Auto parts	18,700	18,563	1,385,809	69,290	10,116
2026	Auto parts	19,635	19,491	1,388,422	97,190	39,570
2027	Auto parts	20,616	20,466	1,391,202	97,384	39,649
2028	Auto parts	21,647	21,489	1,394,153	97,591	39,733
2029	Auto parts	22,730	22,564	1,397,280	97,810	39,822
2030	Auto parts	23,866	23,692	1,400,589	98,041	39,917

Note : 2016~2020 is the actual figures, and 2021~2030 is the estimated figures.

【Attachment V】

The First Domestic Unsecured Convertible Corporate Bonds

Explanation before and after the change in the estimated benefit of reinvesting in Honley Auto. Parts Co., Ltd.

1. Reason for change

Due to the small size of the Taiwan market, Honley Auto. Parts Co., Ltd. has a small number of orders. Honley Auto. Parts Co., Ltd.'s mainland investment business, Changchun CECK Auto. Parts Co., Ltd., delayed the launch of new models due to the prolonged testing and certification period of the client, and was affected by the foreign exchange losses on foreign debts caused by the devaluation of the RMB. In addition, due to the impact of the US-China trade war in 2019, the COVID-19 in 2020, and the recent shortage of automotive chips, the volume of client was not as expected, resulting in a net loss for Honley Auto. Parts Co., Ltd. It is proposed to change the estimated benefit of reinvesting in Honley Auto. Parts Co., Ltd.

2. The estimated benefits before and after the change are summarized as follows :

(1) Before the change

Estimated benefits

Unit : NT\$ thousand

Year	2014~2015	2016~2020	2021~2026
Item	(actual figures)	(estimated figures)	(estimated figures)
Net loss for Honley Auto. Parts Co., Ltd. (Note 1)	(101,076)	77,398	2,169,232
Shareholding ratio (Note 2)	22.75~40.00%	40.00%	40.00%
Recognition of investment profit (loss)	(36,679)	30,959	867,692
Cumulative recovery amount	(36,679)	(5,720)	861,972

Note 1 : Tax rate 17% ◦

Note 2 : The company acquired 22.33% equity of Honley Auto. Parts Co., Ltd. in April 2016, plus the 17.67% equity held by its subsidiary, Changchun Engley Automobile Industry Co., Ltd., and held a total of 40% equity of Honley Auto. Parts Co., Ltd..

(2) After the change

Unit : NT\$ thousand

Item	Year	2014~2020	2021~2035
		(actual figures)	(estimated figures)
Net profit(loss) for Honley Auto. Parts Co., Ltd.		(1,213,329)	2,545,142
Shareholding ratio (Note 1)		22.75~40.00%	36.63%
Recognition of investment profit (loss)		(456,390)	932,362
Net profit(loss) for Changchun CECK Auto. Parts Co., Ltd.		(239,695)	3,837,354
Shareholding ratio (Note 2)		16.06%	16.06%
Recognition of investment profit (loss)		(38,491)	616,217
Total recognition of investment profit(loss)		(494,881)	1,548,579
Cumulative recovery amount		(494,881)	1,053,698

Note1 : (1) In 2015, the subsidiary Changchun Engley Automobile Industry Co., Ltd. invested 22.75% in Honley Auto. Parts Co., Ltd. The company acquired 22.33% equity in Honley Auto. Parts Co., Ltd. in April 2016, adding up to the 17.67% equity held by Changchun Engley Automobile Industry Co., Ltd.

(2) In January 2017, based on the actual operation and management needs, the company adjusted the 17.67% equity of Honley Auto. Parts Co., Ltd. held by Changchun Engley Automobile Industry Co., Ltd. to the company. The company held 40% of the equity of Honley Auto. Parts Co., Ltd. In March 2019, based on the actual operation and management needs, the 40% equity of Honley Auto. Parts Co., Ltd. held by the company was adjusted to Changchun Engley Automobile Industry Co., Ltd.

(3) Honley Auto. Parts Co., Ltd. conducted a cash capital increase and capital reduction in August 2019. Changchun Engley Automobile Industry Co., Ltd. did not subscribe according to its shareholding ratio, resulting in a change of shareholding ratio to 36.63%.

Note2 : On January 19, 2020, Changchun Engley Automobile Industry Co., Ltd. invested in Changchun CECK Auto. Parts Co., Ltd., a subsidiary of Honley Auto. Parts Co., Ltd., and obtained a 16.06% Shareholding ratio.

【Attachment VI】

**These Independent Auditors' Report and financial statements are translated from the traditional Chinese version and are unaudited by a CPA.

Independent Auditors' Report

(2022)PWCR21004371

To the Board of Directors and Shareholders of Cayman Engley Industrial CO., LTD.,

Audit Opinion

We have audited the consolidated balance sheets of Cayman Engley Industrial CO., LTD. and its subsidiaries (the "Company") as at December 31st, 2021 and 2020, and the consolidated comprehensive profit or loss statement, consolidated statement of changes in equities and consolidated cash flow table for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the abovementioned consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31st, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended, in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis of Audit Opinion

We conducted our audits in accordance with the "Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants" and auditing standards generally accepted in the Republic of China (ROC GAAS). We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, are of most significance in our audit of the consolidated financial statements of the Company's consolidated financial statements for the year ended December 31st, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in the process of forming our opinion thereon, we do not provide a separate opinion on these matters.

The key audit matters of the consolidated financial statements of the Company in 2021 are as follows

Deadline of the Recognition of the Sales Revenue

Description

For accounting policies on the recognition of revenue, please refer to Note 4 (28) of the consolidated financial report. For explanation of accounting of sales revenues, please refer to Note 6 (24) of the consolidated financial statement. The operating income of the Company is mainly derived from sales transactions with car-assembly manufacturers. Since the automobile industry is the buyer's market, the recognition of revenue comes into effect after the customer has accepted the goods and confirmed the transfer of control of products.

Since the impact of revenue on the overall financial statements is enormous, as revenue recognition is based upon completion time of customer acceptance, plus said recognition usually involves many manual controls which may increase the risk that revenue recognition is not recorded in the correct period of time, thereby affecting correctness of deadline of revenue recognition. Therefore, the accountants listed deadline for sales revenue recognition as one of the key matters for auditing.

Audit procedures in response

The accountants have implemented the following procedures in response to the specific aspects specified in the abovementioned key audit matters :

1. Understand the sales revenue operating procedures of car-assembly manufacturers of the Company; Evaluate and test effectiveness of the design and implementation of internal control system of car-assembly manufacturers related to revenue recognition
2. Verify the sales transaction with the group car assembly manufacturer within a certain period before and after the date stated in the balance sheet, and verify the proof of the transfer of control of the goods provided by the car assembly manufacturers to confirm the correctness of the transaction recognition deadline.

Evaluation of Allowance for Inventory Valuation Losses

Description

For accounting policies on inventory valuation, please refer to the Note 4 (12) of the consolidated financial report. For uncertainties of accounting estimations and assumptions of inventory valuations, please refer to Note 5 (2) of the consolidated financial report. For description of inventory accounting, please refer Note 6 (4) of the consolidated financial report. Balance of inventory and allowance for inventory valuation of December 31st, 2021 are NT \$5,432,095 and NT \$382,113 thousands respectively.

The Company is mainly engaged in the manufacturing and sales of automobile parts. The value of inventories is subject to fluctuations of the demand market and rapid

changes in technologies, which may result in higher inventory depreciation losses or outdated risks. Taking into account the significant impact on the financial statements of the inventory of the Company and its allowance for depreciation losses, the net realization value used in inventory valuation often involves subjective judgments, and thus has a high level of estimation uncertainty. Therefore, the accountants listed evaluation of allowance for inventory valuation losses as one of the key matters for auditing.

Audit procedures in response

The accountants have implemented the following procedures in response to the specific aspects specified in the abovementioned key audit matters:

1. Understand and evaluate the rationality of the Company's inventory valuation policies.
2. Obtain the inventory age statement, check inventory items randomly to examine logic behind inventory age calculation and information correctness to ensure appropriate categorization of inventory age.
3. As for net realizable value valued of inventory items, the accountants have discussed with the management team and obtained supporting documentation to assess rationality of valuation allowance decisions.

Responsibilities of the Management Team and Those in Charge with Governance for the Consolidated Financial Statements

The management team is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”, and for the necessary internal control related to the preparation of the consolidated financial statements to ensure that said statements are free from material misstatement, whether due to fraud or error, in accordance with the published and effective International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as recognized and endorsed by the Financial Supervisory Commission.

When preparing the consolidated financial statements, responsibilities of the management team includes assessing the Company’s ability to continue as a going concern, disclosing, as applicable, related matters, and adopting the going concern basis of accounting unless the management team either intends to liquidate the Company or to cease operations of which, or has no realistic alternative but to do so.

Those charged with governance of the Company (including members of the Audit Committee) are responsible for overseeing the financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives to audit the consolidated financial statements are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered significant if, individually or in the aggregate, said misstatements could reasonably be expected to influence the economic decisions of users of the consolidated financial statements.

When auditing in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also implemented the following procedures

1. Identify and assess risks of material misstatement of the consolidated financial statements, whether due to fraud or error; Design and perform audit procedures responsive to the said risks; Obtain audit evidence sufficient and appropriate to provide basis for audit 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 the necessary understanding of internal control relevant to the audit, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate appropriateness of accounting policies adopted by the management team, and the rationality of accounting estimations and related disclosures made by the management team.
4. Conclude on the appropriateness of the management team's adaptation of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw the attention of consolidated financial report users in our auditors' report to the related disclosures in the consolidated financial statements; or, if such disclosures are inappropriate, we shall modify our audit opinions accordingly. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to lose the ability to continue as a going concern.

5. Evaluate the overall presentations, structure and content of the consolidated financial statements, including relevant notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding financial information of entities within the Company, in order to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the 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 personnel under individual specification of the accounting firm have complied with relevant ethical requirements regarding independence of The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and to communicate with them all relationships and other matters that may reasonably be thought to affect our independence (including related safeguarding measures).

From the matters communicated with those charged with governance, we determine matters that were of most significance in the audit of the Company's consolidated financial statements for the year ended December 31st, 2021, which are therefore key audit matters. We describe these matters in our auditors' report, unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that the matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh benefits to public interest of such communication.

Liu, Mei-Lan

Certified Public Accountants

Hsu,Chien-Yeh

Financial Supervisory Commission

Approval Issuance No. JinguangzhengshenZi No.
1070323061

Financial Supervisory Commission

Approval Issuance No. JinguangzhengshenZi No.
1050035683

March 29th, 2022

Cayman Engley Industrial CO., LTD. and its Subsidiaries

Consolidated Balance Sheets

December 31st2021 and December 31st, 2020

Unit : NTD(thousands)

		Unit : NTD(thousands)		December 31 st 2021		December 31 st 2020	
Assets		NOTES	Amount	%	Amount	%	
Current Assets							
1100	Cash and cash equivalent	6(1)	\$ 3,387,938	11	\$ 4,578,467	14	
1110	Financial assets at fair value through profit or loss	6(2)	9,609	-	-	-	
1136	Financial assets measured at amortised cost - current	8	3,874	-	8,189	-	
1150	Notes receivable, net	6(3)& 8	1,501,570	5	2,614,707	8	
1170	Accounts receivable, net	6(3)	3,932,715	12	3,190,063	10	
1180	Accounts receivable - related parties, net		3,241	-	2,249	-	
1200	Other receivables	7(3)	137,785	-	116,202	-	
1220	Current tax assets		27,767	-	-	-	
130X	Inventory	6(4)	5,049,982	16	4,071,830	13	
1410	Prepayments	6(5)&7(3)	955,950	3	877,294	3	
1470	Other current assets	6(6)&8	1,683,725	5	1,054,615	3	
11XX	Total current assets		16,694,156	52	16,513,616	51	
Non current assets							
1517	Financial assets at fair value through other comprehensive profit or loss – non-current	6(7)	86,539	-	99,094	-	
1550	Investment accounted for using equity method	6(8)	1,160,527	4	1,240,282	4	
1600	Property, plant and equipment	6(9)&8	10,162,620	32	9,970,842	31	
1755	Right-of-use assets	6(10)	1,255,614	4	1,382,073	4	
1780	Intangible assets	6(11)	1,111,837	3	1,338,264	4	
1840	Deferred income tax assets	6(31)	261,805	1	325,602	1	
1900	Other non-current assets	6(12)&8	1,421,213	4	1,542,342	5	
15XX	Total non-current assets		15,460,155	48	15,898,499	49	
1XXX	Total assets		\$ 32,154,311	100	\$ 32,412,115	100	

(continued)

Cayman Engley Industrial CO., LTD. and its Subsidiaries

Consolidated Balance Sheets

December 31st2021 and December 31st, 2020

Unit : NTD(thousands)

Liabilities and equities		NOTES	December 31 st 2021		December 31 st 2020	
			Amount	%	Amount	%
Current Liabilities						
2100	Short-term borrowings	6(14)	\$ 2,491,642	8	\$ 2,770,210	9
2130	Contract liabilities-current	6(24)	275,218	1	298,911	1
2150	Notes payable		3,086,935	10	2,064,144	7
2160	Notes payable –related parties	7(3)	211,914	1	88,921	-
2170	Accounts payable		4,312,221	13	4,859,350	15
2180	Accounts payable – related parties	7(3)	278,076	1	561,856	2
2200	Other payables	6(15)	1,047,008	3	1,476,704	5
2220	Other payables - related parties	7(3)	1,298	-	2,738	-
2230	Income tax payable		86,509	-	35,967	-
2280	Lease liabilities – current	7(3)	99,343	-	111,214	-
2320	Long-term liabilities, current portion	6(16)(17)	717,074	2	1,408,251	4
2399	Other current liabilities-other		42,961	-	62,136	-
21XX	Total current liabilities		<u>12,650,199</u>	<u>39</u>	<u>13,740,402</u>	<u>43</u>
Non current liabilities						
2530	Bonds payables	6(16)	482,021	2	-	-
2540	Long-term borrowings	6(17)	3,042,609	9	4,217,915	13
2570	Deferred income liabilities	6(31)	409,185	1	456,104	1
2580	Lease liabilities – non-current	7(3)	278,181	1	348,556	1
2600	Other non-current liabilities	6(18)	200,669	1	203,606	1
25XX	Total non-current liabilities		<u>4,412,665</u>	<u>14</u>	<u>5,226,181</u>	<u>16</u>
2XXX	Total liabilities		<u>17,062,864</u>	<u>53</u>	<u>18,966,583</u>	<u>59</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT COMPANY						
3110	Common stock	6(20)	1,180,070	4	1,180,070	4
	Capital surplus	6(21)				
3200	Capital surplus		8,257,351	25	8,371,087	25
	Retained earnings	6(22)				
3310	Legal reserve		510,940	2	481,639	1
3320	Special reserve		1,422,115	4	1,647,510	5
3350	Unappropriated retained earnings		1,148,833	4	817,610	3
	Other interests					
3400	Other interests		(1,616,623)	(5)	(1,422,115)	(4)
31XX	Total equity attributable to shareholders of the		<u>10,902,686</u>	<u>34</u>	<u>11,075,801</u>	<u>34</u>
36XX	Non-controlling interests	6(23)	<u>4,188,761</u>	<u>13</u>	<u>2,369,731</u>	<u>7</u>
3XXX	Total equity		<u>15,091,447</u>	<u>47</u>	<u>13,445,532</u>	<u>41</u>
	contingent liabilities and unrecognized contractual commitments	9				
3X2X	Total liabilities and interests		\$ 32,154,311	100	\$ 32,412,115	100

Please refer to the accompanying notes, an integral part of the consolidated financial statements.

Chairman : Lin, Chi-Pin

General manager : Lin, Chi-Pin

Accounts supervisor : Huang, Sheng-Wen

Cayman Englev Industrial CO., LTD. and its Subsidiaries
Consolidated Statement of Comprehensive Income

January 1st to December 31st, 2021 and January 1st to December 31st, 2020 Unit : NTD(thousand)

(Except earnings per share, which is in NTD)

Items	NOTES	2021		2020	
		Amount	%	Amount	%
4000 Operating revenue	6(24)	\$ 20,277,213	100	\$ 21,644,152	100
5000 Operating cost	6(4)&7(3)	(17,278,161)	(85)	(18,187,450)	(84)
5900 Operating margin		<u>2,999,052</u>	<u>15</u>	<u>3,456,702</u>	<u>16</u>
Operating expenses	6(29)(30)&7(3)				
6100 Marketing expenses		(449,373)	(2)	(472,782)	(2)
6200 Administrative expenses		(1,018,086)	(5)	(914,443)	(4)
6300 Research and development expenses		(868,489)	(5)	(745,575)	(4)
6450 Expected credit impairment loss	12(2)	(12,949)	-	(54,894)	-
6000 Total operating expenses		<u>(2,322,999)</u>	<u>(12)</u>	<u>(2,187,694)</u>	<u>(10)</u>
6900 Operating income		<u>676,053</u>	<u>3</u>	<u>1,269,008</u>	<u>6</u>
Non-operating income and expenses					
7100 Interest incomes	6(26)	32,007	-	12,448	-
7010 Other incomes	6(27)	115,402	1	163,743	1
7020 Other profit and loss	6(25)	519,128	3	(120,179)	(1)
7050 Finance cost	6(28)&7(3)	(189,440)	(1)	(270,448)	(1)
7060 Share of profit and loss of associates and joint ventures recognized using equity method	6(8)	<u>9,398</u>	<u>-</u>	<u>(55,845)</u>	<u>-</u>
7000 Total non-operating income and expenses		<u>486,495</u>	<u>3</u>	<u>(270,281)</u>	<u>(1)</u>
7900 Income before tax		<u>1,162,548</u>	<u>6</u>	<u>998,727</u>	<u>5</u>
7950 Income expenses	6(31)	(182,099)	(1)	(173,261)	(1)
8200 Net profit of the year		<u>\$ 980,449</u>	<u>5</u>	<u>\$ 825,466</u>	<u>4</u>

(Continued)

Cayman Engley Industrial CO., LTD. and its Subsidiaries
Consolidated Statement of Comprehensive Income

January 1st to December 31st, 2021 and January 1st to December 31st, 2020 Unit : NTD(thousand)

(Except earnings per share, which is in NTD)

	Items	Notes	2021		2020	
			Amount	%	Amount	%
	Components of other comprehensive profit and loss (net)					
	Items not reclassified to profit or loss					
8316	Unrealized assessed profit or loss invested by equity tools measured at fair value through other comprehensive profit or loss	6(7)	(\$ 9,698)	-	(\$ 3,959)	-
8310	Total items not reclassified to profit or loss		(9,698)	-	(3,959)	-
	Subsequent items that may be reclassified to profit or loss					
8361	Exchange differences on translation for financial statements of foreign organizations in operation		(200,153)	(1)	265,918	1)
8370	Share of other comprehensive income of associates and joint ventures recognized using equity method that may be reclassified to profit or loss	6(8)	(1,791)	-	3,879	-
8360	Total Subsequent items that may be reclassified to profit or loss		(201,944)	(1)	269,797	1)
8300	Other comprehensive profit or loss (net)		(\$ 211,642)	(1)	\$ 265,838	1)
8500	Total comprehensive profit or loss for the year		<u>\$ 768,807</u>	<u>4</u>	<u>\$ 1,091,304</u>	<u>5</u>
	Net profit (loss) attributable to:					
8610	Shareholders of the parent company		\$ 665,268	3	\$ 480,621	2
8620	Non-controlling interests		<u>315,181</u>	<u>2</u>	<u>344,845</u>	<u>2</u>
	Net profit of the year		<u>\$ 980,449</u>	<u>5</u>	<u>\$ 825,466</u>	<u>4</u>
	Comprehensive income/loss (net) attributable to:					
8710	Shareholders of the parent company		\$ 470,760	3	\$ 706,016	3
8720	Non controlling interests		<u>298,047</u>	<u>1</u>	<u>385,288</u>	<u>2</u>
	Total comprehensive income		<u>\$ 768,807</u>	<u>4</u>	<u>\$ 1,091,304</u>	<u>5</u>
	Earnings per share	6(32)				
9750	Total basic earnings per share		<u>\$</u>	<u>5.64</u>	<u>\$</u>	<u>4.07</u>
9850	Total diluted earnings per share		<u>\$</u>	<u>5.54</u>	<u>\$</u>	<u>4.03</u>

Please refer to the accompanying notes, an integral part of the consolidated financial statements.

Chairman : Lin, Chi-Pin

General manager : Lin, Chi-Pin

Accounts supervisor : Huang Sheng-Wen

Cayman Engley Industrial CO., LTD. and its Subsidiaries
Consolidated Statement of Changes in Equities
Jan. 1st to Dec. 31st, 2021 and Jan. 1st to Dec. 31st, 2020 Unit: NTD (thousand)

EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT												
		Surplus		Retained earnings			Other interests					
	Notes	Capital stock – Common equity	Capital stock – Amount	Capital stock	Legal reservie	Special capital reserve	Unappropriated earnings	Exchange differences on translation of foreign financial statements	Financial assets measured at fair value through other comprehensive income	Total	Non-controlling interests	Total equity
<u>Jan. 1st to Dec. 31st, 2020</u>												
Balance on Jan. 1 st 2020		\$ 1,180,070	\$ 8,159,881	\$ 211,206	\$ 442,409	\$ 1,179,819	\$ 1,326,536	(\$ 1,650,660)	\$ 3,150	\$ 10,852,411	\$ 2,231,623	\$ 13,084,034
Total consolidated profit and loss of the year	6(23)	-	-	-	-	-	480,621	-	-	480,621	344,845	825,466
Other comprehensive profit and loss of the year	6(23)	-	-	-	-	-	-	229,354	(3,959)	225,395	40,443	265,838
Total comprehensive profit and loss of the year		-	-	-	-	-	480,621	229,354	(3,959)	706,016	385,288	1,091,304
Appropriation and distribution of retained earnings in 2019	6(22)											
Legal surplus reserve		-	-	-	39,230	-	(39,230)	-	-	-	-	-
Special surplus reserve		-	-	-	-	467,691	(467,691)	-	-	-	-	-
Cash dividend		-	-	-	-	-	(295,018)	-	-	(295,018)	-	(295,018)
Agreement to purchase additional equity of subsidiaries.	6(23)(30)	-	-	-	-	-	(187,608)	-	-	(187,608)	(78,552)	(266,160)
Cash dividend of subsidiary shareholders		-	-	-	-	-	-	-	-	-	(168,628)	(168,628)
Balance on Dec. 31 st 2020		<u>\$ 1,180,070</u>	<u>\$ 8,159,881</u>	<u>\$ 211,206</u>	<u>\$ 481,639</u>	<u>\$ 1,647,510</u>	<u>\$ 817,610</u>	<u>(\$ 1,421,306)</u>	<u>(\$ 809)</u>	<u>\$ 11,075,801</u>	<u>\$ 2,369,731</u>	<u>\$ 13,445,532</u>
<u>Jan. 1st to Dec. 31st 2021</u>												
Balance on Jan. 1 st 2021		\$ 1,180,070	\$ 8,159,881	\$ 211,206	\$ 481,639	\$ 1,647,510	\$ 817,610	(\$ 1,421,306)	(\$ 809)	\$ 11,075,801	\$ 2,369,731	\$ 13,445,532
Total consolidated profit and loss of the year	6(23)	-	-	-	-	-	665,268	-	-	665,268	315,181	980,449
Other consolidated profit and loss of the year.	6(23)	-	-	-	-	-	-	(186,434)	(8,074)	(194,508)	(17,134)	(211,642)
Total consolidated profit and loss of the year		-	-	-	-	-	665,268	(186,434)	(8,074)	470,760	298,047	768,807
Appropriation and distribution of retained earnings in 2020	6(22)											
Legal reserves		-	-	-	29,301	-	(29,301)	-	-	-	-	-
Special reserves		-	-	-	-	(225,395)	225,395	-	-	-	-	-
Cash dividends		-	-	-	-	-	(218,313)	-	-	(218,313)	-	(218,313)
Items recognized as equity components due to the issuance of convertible corporate bonds	6(16)	-	-	13,879	-	-	-	-	-	13,879	-	13,879
Recognition of all changes in equity in subsidiaries	4(3)&6(23)	-	-	(127,615)	-	-	(311,826)	-	-	(439,441)	1,520,983	1,081,542
Balance on Dec. 31 st , 2021		<u>\$ 1,180,070</u>	<u>\$ 8,159,881</u>	<u>\$ 97,470</u>	<u>\$ 510,940</u>	<u>\$ 1,422,115</u>	<u>\$ 1,148,833</u>	<u>(\$ 1,607,740)</u>	<u>(\$ 8,883)</u>	<u>\$ 10,902,686</u>	<u>\$ 4,188,761</u>	<u>\$ 15,091,447</u>

Please refer to the accompanying notes, an integral part of the consolidated financial statements °
General Manager: Lin, Chi-Pin

Chairman: Lin, Chi-Pin

Accounts supervisor: Huang Sheng-Wen

Cayman Engley Industrial CO., LTD. and its Subsidiaries
Consolidated Statement of Cash Flow
Jan. 1st to Dec. 31st 2021 and Jan. 1st to Dec. 31st 2020

Unit : NTD(thousand)

	Notes	2021	2020
CASH FLOW FROM OPERATING ACTIVITIES			
Income before tax of the year		\$ 1,162,548	\$ 998,727
Items for adjustment			
Income and expense items			
Depreciation expense-Property, plant and equipment	6(9)(29)	1,359,844	1,127,521
Depreciation expense-Right of use of assets	6(10)(29)	148,000	148,048
Amortization	6(11)(29)	122,256	117,261
Recognized share of profit(loss) of subsidiaries or associates using equity method	6(8)	(9,398)	55,845
Gain or Loss of disposal of property, plant, equipment and right of use of assets	6(25)	(270,761)	10,328
Loss of evaluated of financial assets measured by fair value through profit or loss	6(2)	1,399	-
Intangible asset impairment loss	6(11)(25)	93,539	50,643
Lease Modification Gain	6(10)	(290)	-
Expected credit impairment Gain or loss	12(2)	(12,949)	54,894
Interest income	6(26)	(32,007)	(12,448)
Interest cost-financing	6(28)	210,256	289,597
Interest expense – lease liability	6(10)(28)	17,768	18,520
Interest expense – joint loan amortization	6(28)	8,126	4,112
Recognized income of deferred government grants	6(18)	(4,693)	(18,366)
Gain or Loss from unrealized foreign currency exchange		(205,719)	80,967
Asset/liability changes related to operating activities			
Net changes of assets related to operating activities			
Financial assets mandatorily measured at fair value through profit or loss		(937)	-
Notes receivable		1,119,769	(1,209,642)
Accounts receivable, net		(734,506)	390,452
Accounts receivable, related parties		(992)	30
Other receivables		(14,038)	961
Other receivables-related parties		1,885	3,389
Inventory		(967,739)	584,855
Prepayments		(78,656)	(76,606)
Other current assets		20,820	(82,553)
Other non-current assets		15,650	(70,060)
Net changes in liabilities related to operating activities			
Contract liabilities		(23,693)	33,563
Notes payable		1,022,791	663,259
Notes payable-related parties		122,993	(12,658)
Accounts payable		(547,129)	1,222,721
Accounts payable-related parties		(283,780)	180,547
Other payables		(320,337)	232,315
Other payables- related parties		(1,440)	(4,551)
Other current liabilities		(19,175)	58,045
Other non-current liabilities		3,610	3,126
Cash inflow generated from operations		1,903,015	4,842,842
Interests received		32,007	12,448
Interests paid		(235,415)	(264,696)
Income taxes paid		(137,914)	(210,687)
Net cash flow from operating activities		1,561,693	4,379,907

(Continued)

Cash flow from investment activities

Financial assets measured by amortized cost		\$	4,315	(\$	8,189)
Acquisition of investments accounted for using equity method	6(8)		-	(	132,219)
Acquisition of property, plant and equipment	6(34)	(	1,894,396)	(	1,418,893)
Disposal of real estate, plant, equipment and right of use of assets prices			498,626		31,816
Acquisition of intangible assets	6(11)	(	72,015)	(	73,270)
Refundable deposits increase or decrease		(	517,020)		50,122
Dividends received from investments accounted for using equity method	6(34)		65,100		25,501
Acquisition of right of use of assets		(	113,223)		-
Interest capitalized actual payment	6(28)	(	46,710)	(	41,781)
Net cash outflow from investment activities		(	2,075,323)	(	1,566,913)

CASH FLOW FROM FINANCING ACTIVITIES

Decrease in short-term loans	6(35)	(	95,438)	(	303,696)
Decrease in other borrowing	6(35)	(	43,735)		-
Lease principal repayment	6(35)	(	117,016)	(	111,239)
Borrow long-term loans			2,162,156		2,707,402
Repayment of long-term loans		(	3,426,827)	(	2,626,688)
Number of cash payments for syndicate loans organizing fees		(	7,057)		-
Issuance of convertible bonds	6(16)		500,000		-
Repayment of convertible bonds		(	400,000)	(	476,400)
Cash dividends on non-controlling interests	6(23)		-	(	168,628)
Distributed cash dividends	6(22)(35)	(	218,313)	(	295,018)
Subsidiary issues new shares	4(3)		1,081,542		-
Acquisition of the non-controlling price equity of subsidiaries	6(33)		-	(	266,160)
Net cash inflow (outflow) from financing activities		(	564,688)	(	1,540,427)
Exchange rate change		(	112,211)		130,407
Net increase (decrease) in cash and cash equivalents		(	1,190,529)		1,402,974
Cash and cash equivalents, beginning of year	6(1)		4,578,467		3,175,493
Cash and cash equivalents, end of year	6(1)	\$	3,387,938	\$	4,578,467

Please refer to the accompanying notes, an integral part of the consolidated financial statements.

Chairman : Lin, Chi-Pin

General manager : Lin, Chi-Pin

Accounts supervisor : Huang Sheng-Wen

【Attachment VII】

Cayman Engley Industrial Co., Ltd.

DISTRIBUTION OF 2021 EARNINGS

Unit: NT\$ thousands

Beginning retained earnings	\$ 795,388,274
Add: 2021 net profit after tax (note 1)	665,267,541
Less: Recognition of all changes in equity in subsidiaries (note 2)	(311,826,265)
Less: Legal reserve (10%)	(35,344,128)
Less: Special reserve (note 3)	<u>(194,507,960)</u>
Distributable net profit	\$ 918,977,462
Less: Distributable items	
Dividend to shareholders-Cash dividend (NT\$2.5 per share)	<u>(295,330,930)</u>
Unappropriated retained earnings	<u>\$ 623,646,532</u>

Notes

Note 1: The amount of employees' compensation distributed was NT\$ 3,393,304 accounting for 0.50% of the Company's pre-tax profit (The Company's Articles of Incorporation stipulate that the amount of employees' compensation shall not be lower than 0.50% of the pre-tax profit, and not exceed 8.00% of the pre-tax profit).

The amount of directors' compensation distributed was NT\$ 10,000,000 accounting for 1.47% of the Company's pre-tax profit (The Company's Articles of Incorporation stipulate that the amount of employees' compensation shall not be lower than 0.50% of the pre-tax profit, and not exceed 3.00% of the pre-tax profit).

Note 2: In 2021, the Company adjusted the retained earnings for the effect of the Subsidiaries' capital increase that was not recognized according to the shareholding ratio.

Note 3: The 2021 special reserve was made out of the debit balance of shareholder's equity-other equity items.

Chairman: Lin, Chi-Pin

General Manager: Lin, Chi-Pin

Accounting Supervisor: Huang, Sheng-wen

【Attachment VIII】

Comparison Table for the “The Companies Law(As Amended) Company Limited by Shares Amended and Restated Memorandum and Articles Of Association Of Cayman Engley Industrial Co., LTD.” Before and After Revision

AFTER THE REVISION	BEFORE THE REVISION	Explanation
Title THE COMPANIES <u>ACT</u> (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.	Title THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.	To reflect the revised Companies Act (2021 Revision) of the Cayman Islands
Memorandum 3 The objects for which the Company is established are unrestricted. The Company have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <u>Act</u> of the Cayman Islands (as amended) (the " Law ").	Memorandum 3 The objects for which the Company is established are unrestricted. The Company have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law of the Cayman Islands (as amended) (the " Law ").	To reflect the revised Companies Act (2021 Revision) of the Cayman Islands
Article 1 "electronic" shall have the meaning given to it in the Electronic Transactions <u>Act</u> (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;	Article 1 "electronic" shall have the meaning given to it in the Electronic Transactions <u>Law</u> (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;	To reflect the revised Electronic Transactions Act (2021 Revision) of the Cayman Islands
Article 1 <u>"Hybrid General Meeting" means</u>	(Nil)	To add the definition of "Hybrid General Meeting" as stipulated

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<u>a general meeting held at a physical location and electronically, providing the Shareholders with the option to attend either in person or by visual communication network, as defined in the Applicable Listing Rules;</u>		in Article 44-9 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022
Article 1 "Law" means the Companies <u>Act</u> of the Cayman Islands (as amended);	Article 1 "Law" means the Companies Law of the Cayman Islands (as amended);	To reflect the revised Companies Act (2021 Revision) of the Cayman Islands
Article 1 (Excerpt) "Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules; "TSE" means the Taiwan Stock Exchange; <u>and</u> <u>"Virtual General Meeting" means a general meeting held electronically without physical presence which the Shareholders may only attend by means of visual communication network, as defined in the Applicable Listing Rules.</u>	Article 1 (Excerpt) "Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules; <u>and</u> "TSE" means the Taiwan Stock Exchange.	To add the definition of "Virtual General Meeting" as stipulated in Article 44-9 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022
Article 16 For so long as the Shares are listed on the Taipei Exchange or TSE,	Article 16 <u>For so long as the Shares are registered in the Emerging</u>	To remove redundant paragraph

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.</p>	<p><u>Market, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company may allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering.</u></p> <p>For so long as the Shares are listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an</p>	

AFTER THE REVISION	BEFORE THE REVISION	Explanation
	<p>Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.</p>	
<p>Article 33A</p> <p>The Company shall pass a Supermajority Special Resolution if the Company effects a Delisting in accordance with the <u>Applicable</u> Listing Rules.</p>	<p>Article 33A</p> <p>The Company shall pass a Supermajority Special Resolution if the Company effects a Delisting in accordance with the Applicable Listing Rules.</p>	<p>To tweak the wording only</p>
<p>Article 45</p> <p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all <u>physical</u> general meetings shall be held in Taiwan, if a <u>physical</u> general meeting is to be convened outside Taiwan, <u>an application shall be made with the Taipei Exchange or TSE for</u></p>	<p>Article 45</p> <p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan, if a general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution,</p>	<p>To Revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>permission</u> within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders <u>obtain approval on the convening of such meeting from the Commission.</u></p>	<p>or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders, shall apply for the approval of the Taipei Exchange or the TSE.</p>	
<p>Article 46 Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as</p>	<p>Article 46 Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as</p>	<p>To tweak the wording only</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.	nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.	
<p>Article 48A</p> <p><u>Where the general meetings are held by means of visual communication network in accordance with Article 51A, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall, in accordance with the Applicable Listing Rules (including but not limited to the Regulations Governing the Administration of Shareholder Services of Public Companies), specify in the notice the methods for attending the general meeting by visual communication network and for exercising rights, the ways to overcome obstacles to the visual meeting platform or to the visual communication network arising out of calamities, incidents or force majeure. Where the Company holds a Virtual General Meeting,</u></p>	(Nil)	To revise according to Article 44-21 of the "Regulations Governing the Administration of Shareholder Services of Public Companies " as amended on 4 March 2022

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>the notice shall also specify the appropriate alternatives to Shareholders who have difficulties in attending Virtual General Meetings.</u></p>		
<p>Article 48B</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p> <p><u>If the Shareholders exercise the votes and cast the votes in writing,</u></p> <p>the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.</p>	<p>Article 48B</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p>	<p>To revise according to Paragraph 2 of Article 5 of the "Regulations Governing the Administration of Shareholder Services of Public Companies"</p>
<p>Article 49</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a</p>	<p>Article 49</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a</p>	<p>To revise according to Paragraph 2 of Article 6 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 16 December</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>general meeting (including all the subjects and matters to be resolved at the meeting <u>and other matters</u>) <u>pursuant to the Applicable Listing Rules (including without limitation, the Regulations Governing the Administration of Shareholder Services of Public Companies), shall present such manual together with other information related to the said meeting on the day of such general meeting for Shareholders' reference in accordance with the Applicable Listing Rules (including without limitation, the Regulations Governing the Administration of Shareholder Services of Public Companies),</u> and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. <u>Nevertheless, the public announcement(s) shall be made thirty (30) days prior to the date of the annual general meeting,</u></p>	<p>general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.</p>	<p>2021 and 4 March 2022</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>provided that the paid-in capital of the end date of the last financial year reaches NT\$10 billion or more, or the sum of the foreign and mainland Chinese shareholdings stated in the shareholder register of its annual general meeting held in the immediately preceding year reaches 30% or more.</u> Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.</p>		
<p>Article 50 (Excerpt)</p> <p>The following matters and their respective material contents shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the <u>Taipei Exchange, TSE</u> or the Company with the address of website indicated in the notice:</p>	<p>Article 50 (Excerpt)</p> <p>The following matters and their respective material contents shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the <u>TWSE, TPEX</u> or the Company with the address of website indicated in the notice:</p>	<p>To tweak the wording only</p>
<p>Article 51A</p> <p><u>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company may, by a</u></p>	<p>(Nil)</p>	<p>To revise according to Article 44-9 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>resolution adopted by the Board of Directors, hold the general meetings by means of visual communication network in accordance with the prerequisites, procedures and other compliance matters provided for by the Applicable Listing Rules. A resolution adopted by the Board of Directors is not required where the general meeting is convened by a person who is entitled to convene a general meeting pursuant to the Applicable Listing Rules and these Articles. Such general meetings can be Hybrid General Meetings or Virtual General Meetings. Where a general meeting is proceeded via visual communication network, whether it is a Hybrid General Meeting or a Virtual General Meeting, the Shareholders taking part in such meeting shall be deemed to have attended the meeting in person.</u></p>		<p>on 4 March 2022</p>
<p>Article 62B</p> <p>After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person <u>(including by means of visual communication method pursuant to Article 51A)</u> or exercise the voting rights in writing</p>	<p>Article 62B</p> <p>After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall</p>	<p>To revise according to Paragraph 2 of Article 44-12 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.</p>	<p>issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.</p>	
<p>Article 62C</p> <p><u>Where the Company holds the general meetings by means of visual communication method, the Shareholders, proxy solicitation agents (if any) or proxies who wish to participate in the meetings by means of visual communication method shall register with the Company at least two (2) days prior to the general meeting. If the Company holds a Hybrid General Meeting, the Shareholders, proxy solicitation agents (if any) or proxies who wish to participate in the physical meetings in person shall revoke the registration at least two (2) days prior to the meetings in the same manner as previously used in registration. If the revocation is not submitted within the prescribed time limit, such Shareholder, proxy solicitation agent (if any) or proxy may attend the general meetings in</u></p>	<p>(Nil)</p>	<p>To revise according to Article 44-13 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<u>person only.</u>		
<p>Article 67</p> <p><u>Where</u> the voting at the general meeting <u>is</u> exercised in writing or by way of electronic transmission, the method for exercising the votes shall be described in the notice of the general meeting. <u>Shareholders who exercise the votes in writing or by way of electronic transmission shall be deemed to have attended the general meeting in person.</u> If, however, the Shares are listed on the Taipei Exchange or TSE, subject to the <u>Cayman Islands law</u>, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting.</p>	<p>Article 67</p> <p>Unless otherwise provided in these Articles, the voting at the general meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the votes shall be described in the notice of the general meeting. If, however, the Shares are listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting. If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022</p>
<p>Article 68</p> <p>A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding article shall be deemed to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general meeting in</p>	<p>Article 68</p> <p>A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding article shall be deemed to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general</p>	<p>To revise according to Article 44-16 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.</p> <p><u>A Shareholder who exercises his votes in writing or by way of electronic transmission pursuant to Article 67 fails to revoke his declaration of intention and attends the general meeting by means of visual communication method shall be deemed to have waived his right to propose amendments to the original proposal and his votes in respect of any ad hoc motions and the original proposal as well as the amendments thereto.</u></p>	<p>meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the Taipei Exchange or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).</p>	
Article 69	Article 69	To revised according to the

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>A Shareholder shall submit his or her vote by way of electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first electronic transmission shall prevail unless it is expressly included in the subsequent vote by electronic transmission that the original vote submitted by electronic transmission be revoked.</p>	<p>A Shareholder shall submit his or her vote by way of <u>written ballot</u> <u>or</u> electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such <u>written ballot or</u> electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first <u>written ballot or</u> electronic transmission shall prevail unless it is expressly included in the subsequent vote by <u>written ballot or</u> electronic transmission that the original vote submitted by <u>written ballot or</u> electronic transmission be revoked.</p>	<p>proposed amendment to Article 67 of these Articles of Association</p>
<p>Article 70 In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person <u>(including by means of visual communication method pursuant to Article 51A)</u>, he shall, at least two (2) days prior to the date of the meeting revoke such vote <u>in the same manner previously used in the exercise of his voting power</u></p>	<p>Article 70 In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the</p>	<p>To revise according to Article 44-3 of the "Regulations Governing the Administration of Shareholder Services of Public Companies" as amended on 4 March 2022 and the proposed amendments to Article 67 of these Articles of Association</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.</p> <p>If a Shareholder has submitted his or her vote by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.</p>	<p>chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote <u>in writing or</u> by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by <u>written ballot or</u> electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.</p> <p>If a Shareholder has submitted his or her vote <u>in writing or</u> by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.</p>	
<p>Article 119 (Excerpt) Notwithstanding anything provided</p>	<p>Article 119 (Excerpt) Notwithstanding anything provided</p>	

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(j) annual <u>financial reports</u> and <u>second quarter</u> financial reports <u>that must be audited and attested by a CPA, which are signed or sealed by the Chairman, managerial officer and accounting officer;</u> and</p>	<p>to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(j) approval of annual and semi-annual financial reports; and</p>	
<p>Article 123</p> <p>Subject to the Cayman Islands law, any Shareholder(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing any <u>supervisor (if any)</u> to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>If the <u>supervisor (if any)</u> who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the</p>	<p>Article 123</p> <p>Subject to the Cayman Islands law, any Shareholder(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1101701488 dated 14 May 2021</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.	such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.	
Article 123A Other than that the Board of Directors is unwilling or unable to convene a general meeting, <u>a</u> supervisor (if any) may convene a general meeting for the interest of the Company when necessary.	Article 123A Other than that the Board of Directors is unwilling or unable to convene a general meeting, <u>an</u> Independent Director of the Audit Committee may convene a general meeting for the interest of the Company when necessary.	To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1101701488 dated 14 May 2021
Article 129 (Excerpt) Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of eight percent (8%) and a minimum of zero point zero five percent (<u>0.05%</u>) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees' Remunerations"); and	Article 129 (Excerpt) Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of eight percent (8%) and a minimum of zero point five percent (0.5%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees'	Modify the allocation ratio

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>(2) a maximum of three percent (3%) and a minimum of zero point five percent (0.5%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.</p>	<p>Remunerations"); and (2) a maximum of three percent (3%) and a minimum of zero point five percent (0.5%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the</p>	

AFTER THE REVISION	BEFORE THE REVISION	Explanation
	general meeting after such Board resolutions are passed.	

【Attachment IX】**CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.****Comparison Table for the “Regulations Governing the Acquisition and Disposal of Assets” Before and After Revision**

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>Article 5.1.2</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>5.1.2.1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>5.1.2.2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more</p>	<p>Article 5.1.2</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>5.1.2.1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>5.1.2.2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more</p>	<p>Revised according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by Financial Supervisory Commission on January 28, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>professional appraisers shall be obtained.</p> <p>5.1.2.3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>5.1.2.3.1.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>5.1.2.3.2.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>5.1.2.4.No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>professional appraisers shall be obtained.</p> <p>5.1.2.3.Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <u>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>5.1.2.3.1.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>5.1.2.3.2.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>5.1.2.4.No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided,</p>	

AFTER THE REVISION	BEFORE THE REVISION	Explanation
	where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.	
<p>Article 5.2.2.1</p> <p>The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p>	<p>Article 5.2.2.1</p> <p>The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory</p>	<p>Revised according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by Financial Supervisory Commission on January 28, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
	Commission (FSC).	
<p>Article 5.3</p> <p>Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p>	<p>Article 5.3</p> <p>Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p>	<p>Revised according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by Financial Supervisory Commission on January 28, 2022.</p>
<p>Article 5.4.1</p> <p>5.4.1. When a public company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of</p>	<p>Article 5.4.1</p> <p>5.1.2.4.No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>Revised according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by Financial Supervisory Commission on January 28, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:</p> <p>5.4.1.1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>5.4.1.2. The reason for choosing the related party as a transaction counterparty.</p> <p>5.4.1.3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with 5.4.2.1.、5.4.2.2.、5.4.2.5.及 5.4.2.6..</p> <p>5.4.1.4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>5.4.1.5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p>		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>5.4.1.6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the article.5.4 first paragraph.</p> <p>5.4.1.7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p><u>5.4.1.8. If a public company or a subsidiary thereof that is not a domestic public company will have a transaction set out in 5.4.1 and the transaction amount will reach 10 percent or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of 5.4.1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.</u></p>		
<p>Article 5.7.1.7. (excerpt)</p> <p>5.7.1.7.1. Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u></p> <p>5.7.1.7.2. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription <u>of foreign government bonds, or</u> of ordinary corporate bonds or</p>	<p>Article 5.7.1.7. (excerpt)</p> <p>5.7.1.7.1. Trading of domestic government bonds.</p> <p>5.7.1.7.2. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market,</p>	<p>Revised according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies by Financial Supervisory Commission on January 28, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscription or redemption of exchange traded notes</u>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>5.7.1.7.3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	<p>or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>5.7.1.7.3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	

【Attachment X】**CAYMAN ENGLEIGH INDUSTRIAL CO., LTD.****Comparison Table for the “PROCEDURAL RULES OF GENERAL MEETINGS”
Before and After Revision**

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>Article 2</p> <p>Paragraph 1</p> <p>The Company shall include the information about the time slot when <u>shareholders, solicitors and proxies (collectively “shareholders”)</u> may report to the meeting, the reporting location, and other important messages in the notice of general meetings.</p> <p>Paragraph 2</p> <p>The time slot when shareholders may report to the meeting in the preceding paragraph shall begin no later than thirty minutes before the meeting. The reporting location shall be clearly identified and there should an adequate number of staff assigned for the matter. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p> <p><u>Paragraph 6</u></p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend</u></p>	<p>Article 2</p> <p>Paragraph 1</p> <p>The Company shall include the information about the time slot when shareholders may report to the meeting, the reporting location, and other important messages in the notice of general meetings.</p> <p>Paragraph 2</p> <p>The time slot when shareholders may report to the meeting in the preceding paragraph shall begin no later than thirty minutes before the meeting. The reporting location shall be clearly identified and there should an adequate number of staff assigned for the matter.</p>	<p>1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p> <p>2. The Paragraph 6 and 7 are newly added.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>the meeting online shall register with this Company two days before the meeting date.</u></p> <p><u>Paragraph 7</u></p> <p><u>In the event of a virtual shareholders meeting, this Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>		
<p><u>Article 2-1</u></p> <p><u>To convene a virtual shareholders meeting, this Company shall include the follow particulars in the shareholders meeting notice:</u></p> <ol style="list-style-type: none"> <u>1. How shareholders attend the virtual meeting and exercise their rights.</u> <u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <p><u>A.To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is</u></p> 	Newly added.	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Article 2-1 is newly added.

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>postponed or on which the meeting will resume.</u></p> <p><u>B.Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>C.In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>D.Actions to be taken if the</u></p>		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p>3. <u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>		
<p>Article 3</p> <p>The number of Shares represented by Shareholders attending the general meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Shareholders, <u>and the shares checked in on the virtual meeting platform,</u> plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>Article 3</p> <p>The number of Shares represented by Shareholders attending the general meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Shareholders in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.
<p>Article 4</p> <p><u>Paragraph 2</u></p> <p><u>The restrictions on the place of the meeting shall not apply when this Company convenes a virtual-only shareholders meeting.</u></p>	Newly added.	<p>1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p> <p>2. The Paragraph 2 is newly added.</p>
<p>Article 6</p> <p><u>Paragraph 3</u></p>	Newly added.	1. Revised according to the XXX Co., Ltd. Rules of

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>Where a shareholders meeting is held online, this Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>Paragraph 4</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>Paragraph 5</u></p> <p><u>In case of a virtual shareholders meeting, this Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>		<p>Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p> <p>2. The Paragraph 3 、4 and 5 are newly added.</p>
<p><u>Article 7</u></p> <p><u>Paragraph 2</u></p> <p><u>Changes to how this Company convenes its shareholders meeting shall</u></p>	<p><u>Article 7</u></p> <p><u>Paragraph 4</u></p> <p>The Company shall prepare the notice of general meetings, the proxy form,</p>	<p>1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p><u>Paragraph 5</u></p> <p>The Company shall prepare the notice of general meetings, the proxy form, and the information relating to the subject and description of proposals for recognition and for discussion, election and/or dismissal of directors and supervisors in the form of electronic file to be uploaded to the Market Observation Post System thirty (30) days before annual general meetings or fifteen (15) days before extraordinary general meetings. The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the Market Observation Post System twenty (21) days before annual general meetings or fifteen (15) days before extraordinary general meetings. <u>If, however, this Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign</u></p>	<p>and the information relating to the subject and description of proposals for recognition and for discussion, election and/or dismissal of directors and supervisors in the form of electronic file to be uploaded to the Market Observation Post System thirty (30) days before annual general meetings or fifteen (15) days before extraordinary general meetings. The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the Market Observation Post System twenty (21) days before annual general meetings or fifteen (15) days before extraordinary general meetings. The meeting agenda for general meetings and supplemental meeting information shall be ready for Shareholders' review at all time by fifteen (15) days before general meetings, and such information shall be available at the Company and professional stock agent appointed by the Company and be distributed at general meetings.</p>	<p>on March 8, 2022.</p> <p>2. The Paragraph 2 and 6 are newly added.</p> <p>3. Amend The Paragraph 4 to The Paragraph 5.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> The meeting agenda for general meetings and supplemental meeting information shall be ready for Shareholders' review at all time by fifteen (15) days before general meetings, and such information shall be available at the Company and professional stock agent appointed by the Company and be distributed at general meetings.</p> <p><u>Paragraph 6</u></p> <p><u>This Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <ol style="list-style-type: none"> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders</u> 		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p>3. <u>For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></p>		
<p>Article 8</p> <p>The chairman shall call the general meeting to order at the time scheduled for the general meeting, and announcement of the number of non voting shares and the number of shares present at the same meeting. If the number of Shares represented by the attending Shareholders has not yet constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. <u>In the event of a virtual shareholders meeting, this Company shall also declare the meeting adjourned at the virtual meeting</u></p>	<p>Article 8</p> <p>The chairman shall call the general meeting to order at the time scheduled for the general meeting, and announcement of the number of non voting shares and the number of shares present at the same meeting. If the number of Shares represented by the attending Shareholders has not yet constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. If after two postponements the number of Shares represented by the attending Shareholders has constituted more than one-third</p>	<p>Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>platform.</u> If after two postponements the number of Shares represented by the attending Shareholders has constituted more than one-third (1/3) of all Shares in issue present in person or by proxy and entitled to vote, a tentative resolution may be passed in accordance with the Applicable Listing Rules. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Company in accordance with Article 2.</u> Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has already constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.</p>	<p>(1/3) of all Shares in issue present in person or by proxy and entitled to vote, a tentative resolution may be passed in accordance with the Applicable Listing Rules. Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has already constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.</p>	
<p>Article 10 <u>Paragraph 7</u> <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring</u></p>	<p>Newly added.</p>	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Paragraph 7 and 8 are newly added.

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>Paragraph 8</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		
<p>Article 12</p> <p>Paragraph 2</p> <p>The number of Shares represented by Shareholders present at the meeting shall be calculated in accordance with the sign-in book or submitted attendance card, <u>and the shares checked in on the virtual meeting platform</u>, plus the voting Shares exercised in writing or electronically.</p> <p>Paragraph 3</p> <p>The Shares solicited by solicitors, Shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, shall be disclosed in a statement in the form consistent with the</p>	<p>Article 12</p> <p>Paragraph 2</p> <p>The number of Shares represented by Shareholders present at the meeting shall be calculated in accordance with the sign-in book or submitted attendance card plus the voting Shares exercised in writing or electronically.</p> <p>Paragraph 3</p> <p>The Shares solicited by solicitors and Shares represented by proxies shall be disclosed in a statement in the form consistent with the Applicable Listing Rules posted at a conspicuous location within the meeting venue on the meeting day.</p>	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Paragraph 4 is newly added.

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>Applicable Listing Rules posted at a conspicuous location within the meeting venue on the meeting day. <u>In the event a virtual shareholders meeting, this Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>Paragraph 4</u></p> <p><u>During this Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p>		
<p>Article 13</p> <p>Paragraph 4</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already</p>	<p>Article 13</p> <p>Paragraph 4</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under</p>	<p>Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail. <u>If, after a proxy form is delivered to this Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	<p>the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p>	
<p>Article 15 <u>Paragraph 2</u> <u>When this Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders</u></p>	<p>Newly added.</p>	<p>1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>Paragraph 3</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>Paragraph 4</u></p> <p><u>When this Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>Paragraph 5</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the</u></p>		<p>2. The Paragraph 2、3、4 and 5 are newly added.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<u>shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u>		
<p>Article 16 <u>Paragraph 6</u> Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</p> <p><u>Paragraph 7</u> When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Company shall specify in the meeting minutes alternative measures available</p>	<p>Newly added.</p>	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Paragraph 6 and 7 are newly added.

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<u>to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u>		
<p>Article 19</p> <u>In the event of a virtual shareholders meeting, this Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	Newly added.	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Article 19 is newly added.
<p>Article 20</p> <u>When this Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>	Newly added.	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Article 20 is newly added.
<p>Article 21</p> <u>In the event of a virtual shareholders meeting, this Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <p><u>In the event of a virtual</u></p>	Newly added.	<ol style="list-style-type: none"> 1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Article 21 is newly added.

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights</u></p>		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not</u></p>		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p><u>postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and</u></p>		

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<u>Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>		
Article 22 <u>When convening a virtual-only shareholders meeting, this Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>	Newly added.	1. Revised according to the XXX Co., Ltd. Rules of Procedure for Shareholders Meetings by Taiwan Stock Exchange on March 8, 2022. 2. The Article 22 is newly added.
Article <u>23</u>	Article 19	Amend The Article 19 to The Article 23.