Stock Code: 4137

Chlitina Holding Limited

2026 Regular Shareholders Meeting
Meeting Agenda

Time: 9:00 a.m., May 29, 2026 (Friday)

Location: 2F, No.1, Alley 38, Lane 358, Ruiguang Road, Neihu District, Taipei City

Meeting type: Physical meeting

Table of Contents

1. Procedural Agenda

Chlitina Holding Limited

2026 Regular Shareholders Meeting Procedures

Call to Order

Chairperson Remarks

Items to be reported

Items to be approved

Items to be discussed

Questions and Motions

Adjournment

2. Meeting agenda

Chlitina Holding Limited

2026 Regular Shareholders Meeting Agenda

Time: 9:00 a.m., May 29, 2026 (Friday)
Location: 2F, No.1, Alley 38, Lane 358, Ruiguang Road, Neihu District, Taipei City
Meeting type: Physical meeting

Call to Order

Chairperson Remarks

Meeting agenda

I. Items to be reported

(1) Proposed business report for 2025.
(2) Audit Committee’s Review Report on the 2025 Financial Statements.
(3) Report on directors and employees 2025 bonus distribution.
(4) Report on transactions with related parties in 2025.
(5) Report on the issuance of second domestic unsecured corporate bonds.

II. Items to be approved

(1) Report on business performance and consolidated financial statements for 2025.
(2) Proposed distribution of earnings for 2025.

III. Items to be discussed

(1) Proposed disbursement of cash dividends from capital surplus.
(2) Amendment to the company’s “Procedure for the Acquisition or Disposal of Assets.”

IV. Questions and Motions

V. Adjournment

I. Items to be reported

Proposal 1: Proposed business report for 2025.

Notes: (1) Business report for 2025. Please refer to Annex I (P.9~ 12).

(2) Reported sincerely.

Proposal 2: Audit Committee's Review Report on 2025 Financial Statements.

Notes: (1) Review Report from the audit committee for 2025, please refer to Annex II (P. 13).

(2) Reported sincerely.

Proposal 3: Report on directors and employees 2025 bonus distribution.

Notes: (1) Pursuant to Articles 86, 90-1 and 90-2 of the Articles of Association, the Board proposed to distribute NT$ 6,368,362 as directors' bonuses and NT$12,736,728 as employees' profit-sharing in cash.

(2) Amounts match previously recognized expenses in 2025.

(3) Release may only begin after it has been presented in the 2026 general shareholders' meeting and the Chairperson will be authorized to set the release date and related matters.

(4) Reported sincerely.

Proposal 4: Report on transactions with related parties in 2025.

Notes: (1) Follows the requirements in Article 6 Paragraph 3 of the Company's "Related Party Transaction Management Guidelines."

(2) The report is enclosed herein. Please refer to Annex III (P. 14 ~ 17).

(3) Reported sincerely.

Proposal 5: Report on the issuance of the second domestic unsecured corporate bonds.

Notes: (1) To address the need to repay bank loans and reduce interest expenses, the Company's Board of Directors resolved on March 1, 2024, to issue the Second Domestic Unsecured Convertible Bonds in the amount of NT$1.1 billion. The issuance was declared effective by the Financial Supervisory Commission per Letter No. 11303370421 dated April 3, 2024, and approved for over-the-counter trading on the Taipei

Exchange starting August 12, 2024, per Letter No. 11300071302 dated August 6, 2024.

(2) The issuance and conversion details of the convertible bonds are as follows:

1. Bond Name: Second Domestic Unsecured Convertible Bonds
2. Total Issuance Amount: NT$1.1 billion
3. Face Value: NT$100,000 per bond
4. Coupon Rate: 0%
5. Issuance Period: August 12, 2024, to August 12, 2027 (3 years)
6. Conversion Price: Initial conversion price of NT$166; the latest effective conversion price of NT$141.30 became effective on July 9, 2025.
7. Use of Proceeds: Fully utilized for repaying bank loans by the end of September 2024.
8. Conversion Status: 0 bonds converted as of the record date for this Annual General Meeting of Shareholders.

(3) Reported sincerely.

II. Items to be approved

Proposal 1: Report on business performance and consolidated financial statements for 2025. (Proposed by the Board of Directors)

Notes: (1) The Company's 2025 business report and consolidated financial statements, including the balance sheet, statement of comprehensive income, statements of changes in equity, and statements of cash flow have been audited by independent auditors Hsieh, Wei-Li and Wang, Song-Tse of PwC Taiwan who issued an unqualified audit report with no reservations.

(2) For the business report for 2025, consolidated financial statements and audit report, please refer to Annex I and IV (P. 9 ~ 12 and P. 18 ~ 29).

(3) Please approve.

Resolution:

Proposal 2: Proposed distribution of earnings for 2025 (Proposed by the Board of Directors)

Notes:

(1) The Company's net income after tax for the year 2025 was NT$588,001,384. After deducting the actuarial loss arising from changes in the defined benefit plans of NT$33,536, and the appropriation to the special reserve of NT$48,874,961, and further adding the unappropriated retained earnings of NT$1,418,444,233, the total distributable earnings amount to NT$1,957,537,120.

(2) During the current fiscal year, the company plans to allocate a total of NT$577,446,450 from its distributable profits for shareholder dividends in accordance with Article 91 of its Articles of Association. The entire amount will be paid in cash, with a per-share dividend of NT$7 based on the total number of issued shares of 82,492,350. Any fractional amounts of less than NT$1 resulting from the calculation of the dividend per share will be transferred by the company to its capital reserves. The specific ex-dividend date and related matters will be determined by the Chairperson of the Board after obtaining approval from the shareholders' meeting.

(3) In the event that the company's outstanding shares are affected by share buybacks, transfers of treasury shares, conversions of convertible bonds, exercise of employee stock options or share transfers, conversions, cancellations, or issuance of new shares for capital increases or other reasons, resulting in changes to the distribution of dividends per share, the company proposes to authorize the Chairperson of the Board to handle the matter at his/her discretion.

(4) For 2025 earnings distribution, please refer to Annex V (P. 30).

(5) Please approve.

Resolution:

III. Items to be discussed:

Proposal 1: Proposed disbursement of cash dividends from capital surplus. (Proposed by the Board of Directors)

Notes:

(1) According to the Company's 2025 financial statements, the balance of the share premium under the capital surplus item is NT$1,483,424,565. It is proposed to distribute NT$247,477,050 in cash from this item (NT$3 per share). After the distribution, the capital surplus from share premium will be NT$1,235,947,515.

(2) The cash distribution from capital surplus will be calculated proportionally and rounded down to the nearest NT dollar. Any fractional amounts totaling less than one NT dollar will be transferred to capital surplus. Upon approval by the Annual General Meeting of Shareholders, the Chairperson of the Board is authorized to determine the ex-dividend date and related matters.

(3) In the event that the company's outstanding shares are affected by share buybacks, transfers of treasury shares, conversions of convertible bonds, exercise of employee stock options or share transfers, conversions, cancellations, or issuance of new shares for capital increases or other reasons, resulting in changes to the distribution of dividends per share, the company proposes to authorize the Chairperson of the Board to handle the matter at his/her discretion.

(4) Submitted for discussion.

Resolution:

Proposal 2: Amendments to the company's "Procedure for the Acquisition or Disposal of Assets." (Proposed by the Board of Directors)

Notes:

(1) Reflective of the modifications made to the laws and regulations and the Company's needs, revision to the Procedure for the Acquisition or Disposal of Assets is intended.

(2) Please refer to the Attachment VI of the handbook for the comparison table regarding the amendments (P. 31 ~ 34).

(3) Please pass resolution.

Resolution:

IV. Questions and Motions

V. Adjournment

Chlitina Holding Limited 2025 Business Report

Chlitina Holding Limited (hereinafter referred to as "the Company") hereby reports its 2025 operating results and the summary of its business plan for 2026:

I. 2025 operating results:

1. Business plan and implementation:

Consolidated revenue of the Company in 2025 was NT$3,878,155 thousand, down 4.63% as compared to NT$4,066,587 thousand in 2024. Net income after taxes was NT$588,001 thousand in 2025, as compared to NT$472,675 thousand in 2024, or a 24.40% increase.

In terms of geographical breakdown, 96.87% of sales, or NT$3,717,869 thousand, were made in Mainland China, as the region remained the largest market for the Company and focus for business expansion.

2. Analysis of financial revenues and expenditures and profitability:

In terms of financial revenue and expenditure as well as financial structure, the assets to liabilities ratio in 2025 was 44.59%, the current ratio was 186.16%, and the net profit margin was 15.16%, with a net cash inflow from operations of NT$775,777 thousand. These figures demonstrate that the Company maintains ample cash flow, a stable profitability, and an excellent financial structure.

3. Performance in research and development

The Company endeavors to apply the concept of a "medicine-based, beauty-oriented" skincare by providing professional solutions to women's skin issues. Introducing advanced technology to the industry and focusing on various consumer groups in different market segments, the Company continues to launch new products and broaden the distribution of its lines of products. In 2025, two major product lines were launched—CHLITINA's Skin Radiance Refining Series and White Crystal Dark Spot Correcting Series (Upgraded Certification)—and both product lines delivered strong performance in terms of product efficacy, consumer word-of-mouth feedback, and market sales. They successfully strengthened the brand's professional image in the high-performance skincare segment while generating tangible revenue growth and upgrading the Company's product portfolio.

Different products are launched through different channels in order to satisfy the needs of each individual consumer to the greatest extent possible, in terms of personalized skincare and healthy lifestyles.

4. Status of budget implementation

As there was no disclosure of any financial forecast in 2025, there is no information on budget achievement.

II. Summary of the business plan for 2026:

1. Operating guidelines:

1.1. The Company will implement a comprehensive upgrade of its business strategy centered on four strategic pillars: brand leadership, product leadership, dual-engine growth, and client co-prosperity, with the objective of fulfilling the corporate vision of creating a beautiful life worthy of trust and sharing. At the same time, the Company's mission is to provide customers with high-quality products and precise solutions with care, and to provide partners with a long-term platform for symbiotic and mutually beneficial development. In terms of the operating model, the Company will gradually evolve from a product scale-oriented model to a refined customer value-oriented model, seeking to place customer value at the core and to deliver high-quality products and services that meet customers' needs throughout their entire life cycle.

1.2. In accordance with the Group's strategic layout, the Company will continue to upgrade both products and services in order to promote the elevation of consumer concepts. Management of existing franchise stores will be further strengthened to enhance their profitability and improve overall franchise quality, thereby supporting sustained long-term and stable growth.

In Mainland China, the Company will actively tap the consumption potential and demand in untouched markets. Differentiated management will be strengthened across regions so as to maintain a high pace of store expansion while ensuring the quality of new outlets.

In Hong Kong, Taiwan, and Southeast Asia, efforts will focus on strengthening brand recognition and accelerating store expansion. By gaining deeper insight into local beauty markets, the Company will refine and implement franchise management strategies suited to local development and develop beauty and wellness products tailored to local consumer needs.

1.3. As far as e-commerce is concerned, we optimized our product portfolio, upgraded the consumption model, introduced the "HOMESPA" concept, and improved the franchise channel structure and product coverage through a round-the-clock, countrywide, marketing strategy.

1.4. In the field of aesthetic medicine, we are promoting the development of self-owned aesthetic medicine clinics. Combining aesthetics, medicine and science, we are providing consumers with comprehensive beauty, health, and anti-ageing services. We also set foot in the high-end cosmetic medicine industry, taking advantage of artificial intelligence and regenerative medicine to bring additional momentum to the Company's revenue.

2. Future development strategy:

In order to expand the Group's operational map, the Company will continue to implement the strategies of "product diversification," "multi-channel selling," and "diversified marketing" in accordance with the macro environment, industry characteristics, and market preferences. In addition, the Company will use technology to lead beauty, continuously explore and innovate at the frontiers of skincare technology, and provide consumers with more high-quality and high-performance products and services, thereby expanding the Group's overall business footprint.

III. The impact of external competition, legal environment, and overall business operation environment

1. The impact of external competition and overall business operation environment:

In 2025, China's economic performance remained generally stable while showing steady progress, with development moving toward new and higher-quality directions. The construction of a modern industrial system continued to advance, social welfare protection became stronger, and overall social stability was maintained, marking further solid progress in the advancement of Chinese-style modernization.. According to the "2025 National Economic and Social Development Statistics Bulletin" published by the National Bureau of Statistics of China, China's GDP reached RMB 140.19 trillion for the year, representing a year-on-year growth of 5.0%. The value added by the tertiary industry accounted for 57.7% of GDP. Supported by factors such as industrialization, digitalization, and the upgrading of household consumption, the tertiary sector—particularly the services industry—

continued to develop steadily. Consumption remained an important contributor to economic growth, with final consumption expenditure contributing 2.6 percentage points to GDP growth for the year. Urbanization continued to advance, and the income gap between urban and rural residents further narrowed. Residents' income growth outpaced overall economic growth. Nationwide per capita disposable income reached RMB 43,377, representing a real growth of 5.0% over the previous year, while per capita consumption expenditure was RMB 29,476, increasing by 4.4% year on year. The expansion of the services sector, the progress of urbanization, and the increase in urban residents' disposable income all indicate significant potential in China's consumer goods market. Total retail sales of consumer goods in China exceeded RMB 50 trillion for the first time, reaching RMB 50.12 trillion, up 3.7% from the previous year. Among retail sales of goods by enterprises above the designated size, cosmetics retail sales increased by 5.1% year on year, despite being affected by multiple factors.

In 2025, China adhered to the overall policy principle of pursuing progress while maintaining stability, fully and accurately implementing the new development philosophy, accelerating the formation of a new development paradigm, and focusing on high-quality development. Through strengthened macroeconomic regulation and responses to unexpected external shocks, the economy maintained growth, development quality steadily improved, and innovation-driven growth continued to deepen. Supported by a series of innovation and entrepreneurship initiatives and achievements, new industries, new business formats, and new models expanded significantly and continued to serve as key drivers of economic growth and structural adjustment. During the year, China's total e-commerce transaction value reached RMB 46.73 trillion, representing a year-on-year growth of 2.5%. Online retail sales of physical goods totaled RMB 13.09 trillion, increasing by 5.2% year on year and accounting for 26.1% of total retail sales of consumer goods.

In a rapidly changing external environment, the markets for beauty and skincare franchise and consumer goods are becoming more and more competitive. In a fragmented competitive market, high-quality brands have a strong market appeal and more opportunities for market integration. At the same time, franchisees' business operations are directly affected by the macroeconomic environment and consumers' disposable income. Under the current urbanization and mass entrepreneurship drives, the development of e-commerce will help break down geographical limits and expand consumer groups, which will bring more business opportunities to the Company. The transformation and upgrading of traditional industries and the online-and-offline integrated marketing methods have further highlighted the Company's competitive advantage in combining unique products and services.

2. Impact from the Legal Environment:

To operate skin care products manufacturing and franchise business in China, companies need to obtain numerous licenses and approvals and comply with the following regulations: "Hygienic Standard for Cosmetics," "Regulations Concerning the Hygiene Supervision over Cosmetics," "Detailed Rules for the Implementation of the Regulation on the Hygiene Supervision over Cosmetics," "Industrial Production Authorization Regulations," "Domestic Non-special Purpose Cosmetics Record Management Method," and "Cosmetics Labels Instructions Management Regulations," as well as "Regulation on the Administration of Commercial Franchises." Obtaining relevant licenses in accordance with the laws and regulations has a significant impact on the Company's business operations. As of the date of publication of this annual report, the Company does not need to renew any of the licenses or permits required for business operations.

Chairperson: Chen, Pi-Hua

Manager: Chao, Chen-Yu

Accounting Supervisor: Yeh, Chien-Chih

[Annex II]

Chlitina Holding Limited
Review Report from the Audit Committee

The Board of Directors has submitted the Company's 2025 business report, financial statements, and earnings appropriation proposal. Independent auditors, Hsieh, Wei-Li and Wang, Sung-Tse of PwC Taiwan, were retained by the Board to audit the financial statements and have issued an audit report accordingly. The business report and financial statements, and earnings appropriation proposal have been reviewed and determined to be correct and accurate by the members of the Company's Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Attn.

2026 General Shareholders' Meeting of Chlitina Holding Limited

Chlitina Holding Limited
Audit Committee
Convened by: Tsai, Yu-Ching

March 2, 2026

Related parties'transaction statements for 2025.

[Annex III]

Proposed summary of related parties transactions in 2025 as shown in the appendix:

(I) Name and relationship of the related parties:

Name of related party	Major business	Region	Relationship with the consolidated companies
Kelti (China) Daily Product Co., Ltd. (hereinafter referred to as Kelti China)	Manufacture and sale of skincare and cosmetic products	China	Other related party
Zhaocang (Shanghai) Trading Co., Ltd. (hereinafter referred to as Zhaocang Trading)	Distribution and direct sale of skincare	China	Other related party
Sagittarius Life Science Corp., Ltd. (hereinafter referred to as Sagittarius Life)	Manufacture of health products	Republic of China	Other related party
Healthmate Biotech Co., Ltd. (hereinafter referred to as Healthmate Biotech)	Manufacture of food products	Republic of China	Other related party
Healthmate Biotech Co., Ltd. Taitung Branch (Healthmate Biotech Taitung)	Manufacture of food products	Republic of China	Other related party
Charming Biotech Corp., Ltd. (hereinafter referred to as Charming Biotech)	Production and sales of cosmetics and cleansing products	Republic of China	Other related party
Jin Yan (Shanghai) Biotechology Co., Ltd. (hereinafter referred to as Jinyan)	Manufacture of health products	China	Other related party
Jing Yung Gi Co., Ltd. (hereinafter referred to as Jing Yung Gi)	Investment and leasing business	Republic of China	Other related party
Kelti International (HK) Limited Taiwan Branch (hereinafter referred to as Kelti International (HK))	Sale of other health and cosmetic products	Republic of China	Other related party
Modern Pearl Holdings Limited (hereinafter referred to as Modern Pearl)	Real estate investment and skincare product	Hong Kong	Other related party
Shanghai Guangqiao Biosciences Co., Ltd. (hereinafter referred to as Guangqiao Biosciences)	Technology development in the field of biotechnologies	China	Other related party
Chen, Wu-Kang	Natural person	Natural person	Other related party
Biodynasty Co., Ltd. (hereinafter referred to as Biodynasty)	Sale of other chemical products and food	Republic of China	Other related party
General Biologicals Corp. (hereinafter referred to as General Biologicals)	Development and sale of biological reagents	Republic of China	Associate
Max Exchange Corp. (hereinafter referred to as Max Exchange)	Medical equipment wholesale and retail	Republic of China	Other related party
Long Chuang (Guangzhou) Daily Product Co., Ltd. (hereinafter referred to as Long Chuang Daily)	Manufacture and sale of soap and detergent	China	Other related party
Dongguan Gb Biotech Corporation (hereinafter referred to as Dongguan Gb)	Sale of medical monitoring reagents and health care products	China	Associate
Kelti International Trading Corp. (hereinafter referred to as Kelti International)	Distribution and direct sale of skincare products	Republic of China	Other related party
GB GENES CORP. (hereinafter referred to as GB GENES)	Research, develop, design, manufacture and sale of P-113 peptide	Republic of China	Associate
U-NEURON BIOMEDICAL INC. (hereinafter referred to as U-NEURON BIOMEDICAL)	Biotechnology research and development, beauty and health care consumption	Republic of China	Associate

Jiantong Cultural Educational Foundation (hereinafter referred to as Jiantong Cultural Educational)	Promoting career planning, livelihood guidance, and business management; expanding life domains to foster work-life integration and highlight the meaning of life.	Republic of China	Other related party
QUAN FENG SHENG Investment Co., LTD (hereinafter referred to as QUAN FENG SHENG)	Holding company	Republic of China	Other related party

Note: After a change in directors at Sagittarius Life Science Corp. on August 29, 2025, it is no longer a related party. Therefore, only the amount of transactions from January 1 to August 29, 2025 is disclosed.

(II)Substantial Trading Events with Related Parties

1. Operating revenues

	Q4 of 2025		Q4 of 2024	
Product sales:	**RMB**	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$330	$1,449	$360	$1,614
Other (below RMB 500 K)	51	225	20	87
Total	**$381**	**$1,674**	**$380**	**$1,701**

	2025		2024	
	RMB	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$1,572	$6,805	$1,172	$5,223
Other (below RMB 500 K)	209	904	71	315
Total	**$1,781**	**$7,709**	**$1,243**	**$5,538**

Selling prices from the Consolidated Company to associated companies are not significantly different from that to regular customers. The associate company payment term is 60days; sales to regular customers are prepaid.

2. Purchase of Goods

	Q4 of 2025		Q4 of 2024	
	RMB	**NTD**	**RMB**	**NTD**
Charming Biotech Corp., Ltd.	$0	$0	$770	$3,472
Shanghai Guangqiao Biosciences Co., Ltd.	0	0	1,164	5,192
Biodynasty Co., Ltd.	1,007	4,371	918	4,119
Other (below RMB 500 K)	134	738	397	1,824
Total	**$1,141**	**$5,109**	**$3,249**	**$14,607**

Charming Biotech Corp., Ltd.	$2	$10	$4,533	$20,199
Kelti (China) Daily Product Co., Ltd.	696	3,012	1,092	4,866
Sagittarius Life Science Corp., Ltd.	1,187	5,140	1,627	7,252
Modern Pearl Holdings Limited	255	1,104	510	2,274
Shanghai Guangqiao Biosciences Co., Ltd.	513	2,221	1,828	8,144
Biodynasty Co., Ltd.	3,641	15,761	3,463	15,432
GB GENES CORP.	405	1,755	428	1,905
U-NEURON BIOMEDICAL INC.	5,922	25,634	1,467	6,538
Other (below RMB 500 K)			219	974
Total	**$12,621**	**$54,637**	**$15,167**	**$67,584**

The transaction prices for the Company's purchases from related parties are determined through mutual agreement. With the

3. Receivables With Related Party

	31-Dec-25		31-Dec-24	
	RMB	**NTD**	**RMB**	**NTD**
Accounts receivable - related parties:				
Other (below RMB 500 K)	$296	$1,330	$271	$1,212
Subtotal	**$296**	**$1,330**	**$271**	**$1,212**
Other receivables - related parties:				
Other (below RMB500 K)	$224	$1,007	$250	$1,120
Subtotal	**$224**	**$1,007**	**$250**	**$1,120**
Total	**$520**	**$2,337**	**$521**	**$2,332**

Receivables from related parties are not secured and are interest free.

4. Payable with related parties

	31-Dec-25		31-Dec-24	
	RMB	**NTD**	**RMB**	**NTD**
Accounts payable - related parties:				
Kelti (China) Daily Product Co., Ltd.			$815	$3,651
Sagittarius Life Science Corp., Ltd.	108	487	2,071	9,274
Kelti (China) Co., Ltd.			212	951
Zhaocang (Shanghai) Trading Co., Ltd.			520	2,329
Biodynasty Co., Ltd.	1,002	4,507	862	3,861
U-NEURON BIOMEDICAL INC.			55	245
Subtotal	**$1,110**	**$4,994**	**$4,535**	**$20,311**
Other accounts payable - related parties:				
Sagittarius Life Science Corp., Ltd.	$712	$3,201	$659	$2,951
Other (below RMB 500 K)			220	985
Subtotal	**$712**	**$3,201**	**$879**	**$3,936**
Total	**$1,822**	**$8,195**	**$5,414**	**$24,247**

Receivables from related parties are not secured and are interest free.

5. Prepaid with related parties

	31-Dec-25		31-Dec-24	
	RMB	**NTD**	**RMB**	**NTD**
Prepaid - related parties:				
U-NEURON BIOMEDICAL INC.	$2,202	$9,900	$2,191	$9,811
Other (below RMB 500 K)	473	2,126	190	851
Subtotal	**$2,675**	**$12,026**	**$2,381**	**$10,662**

6. Work Compensation

	Q4 of 2025		Q4 of 2024	
	RMB	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$450	$1,969	$404	$1,814
Total	**$450**	**$1,969**	**$404**	**$1,814**

	2025		2024	
	RMB	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$1,659	$7,181	$1,610	$7,174
Total	**$1,659**	**$7,181**	**$1,610**	**$7,174**

Charges and payment terms of professional service provided by the associated companies are agreed through

7. Lease

	Q4 of 2025		Q4 of 2024	
Rent real estate property	**RMB**	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$34,552	$141,171		
Long Chuang (Guangzhou) Daily Product Co., Ltd.	2,538	11,765		
Jing Yung Gi Co., Ltd.			14,961	65,949
Modern Pearl Holdings Limited			3,408	15,147
Other (below RMB 500 K)	957	4,157		
Total	**$38,047**	**$157,093**	**$18,369**	**$81,096**

	31-Dec-25		31-Dec-24	
Lease liabilities	**RMB**	**NTD**	**RMB**	**NTD**
Kelti (China) Daily Product Co., Ltd.	$33,709	$151,554	$4,265	$19,100
Jing Yung Gi Co., Ltd.	9,307	41,844	12,113	54,241
Modern Pearl Holdings Limited	1,698	7,635	2,887	12,927
Chen, Wu-Kang	4,792	21,546	5,299	23,727
Long Chuang (Guangzhou) Daily Product Co., Ltd.	2,085	9,373		
Biodynasty Co., Ltd.	525	2,360	855	3,832
Other (below RMB 500 K)	261	1,170		
Total	**$52,377**	**$235,482**	**$25,419**	**$113,827**

	Q4 of 2025		Q4 of 2024	
Interest expenses	**RMB**	**NTD**	**RMB**	**NTD**
Other (below RMB 500 K)	$531	$2,320	$334	$1,500
Total	**$531**	**$2,320**	**$334**	**$1,500**

	2025		2024	
Interest expenses	**RMB**	**NTD**	**RMB**	**NTD**
Other (below RMB 500 K)	$1,692	$7,325	$1,466	$6,530
Total	**$1,692**	**$7,325**	**$1,466**	**$6,530**

Lease fees contracted between the associated companies are based on market reference rates and negotiation

[Annex IV]

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Chlitina Holding Limited

Opinion

We have audited the accompanying consolidated balance sheets of Chlitina Holding Limited and its subsidiaries (the "Group") as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2025 consolidated financial statements are stated as follows:

Accuracy of sales discounts and allowances calculation and recognition

Description

Refer to Note 4(30) for accounting policy on sales discounts and allowances.

The Group offers sales discounts and allowances to customers based on mutual agreement which is recorded as deduction to operating revenue. Given its mathematical complexity, large volume and its significance in determining the Group's operating performance and financial condition for the investors and key management, we considered the accuracy of sales discounts and allowances calculation and recognition as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

A. Tested whether the internal controls over sales and collection process (including manual and system controls) are effectively designed and performed.

B. Obtained documentation reviewed and approved by key management to verify whether the calculations of sales discounts and allowances were accurate.

C. Selected samples of sales discounts and allowances transactions and checked against supporting documentation to ascertain whether they were accurate.

Accounting estimates on inventory valuation

Description

Refer to Note 4(12) for accounting policy on inventory valuation, Note 5 for accounting estimates and assumption uncertainty in relation to inventory valuation and Note 6(5) for details of inventories.

The Group is primarily engaged in the research and development, manufacturing and sales of skincare products. Due to the short expiration dates of its products, the Group is exposed to higher risks of inventory valuation loss or overdue loss when purchase orders are modified or sales deteriorates unexpectedly. The Group evaluates inventories stated at the lower of cost and net realisable value and recognises provision based on the length of time to the products' expiration date.

Since the amount of inventories is significant, the inventory items are numerous, the evaluation of inventories is subject to management's judgement and the accounting estimations have a significant influence on the inventory values, we considered the valuation of inventories as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

A. Assessed whether the valuation policy is consistently applied and reasonable based on our understanding of the Group's operations and industry.

B. Obtained the calculation table of gross margin of the Group's each product category and assessed whether the net realisable value used by management is appropriate.

C. Obtained the detailed listings of products' expiration date, inspected the related supporting documents to ascertain the accuracy of expiration date and assessed whether the allowance for valuation loss provided by the Group based on the length of time to the expiration date is consistent with the actual historical sales and clearance trends of inventories.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

A. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.

C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

D. Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Group to cease to continue as a going concern.

E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Wei, Li-Hsieh	Wang, Sung-Tse

For and on behalf of PricewaterhouseCoopers, Taiwan

March 2 , 2026

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of dollars)

	Asset	Notes	December 31, 2025 CNY	December 31, 2025 TWD	%	December 31, 2024 CNY	December 31, 2024 TWD	%
	Current Assets							
1100	Cash and cash equivalents	6(1)	$ 834,153	$ 3,750,352	39	$ 749,570	$ 3,356,574	38
1136	Financial assets at amortized cost - current	6(1)(3)and8	478,581	2,151,700	23	479,052	2,145,195	24
1170	Accounts receivable, net	6(4)	770	3,458	-	619	2,772	-
1180	Accounts receivable - related parties, net	6(4)and7	296	1,330	-	271	1,212	-
1200	Other receivables		13,431	60,383	2	11,755	52,639	1
1210	Other receivables - related parties	7	224	1,007	-	250	1,120	-
1220	Current income tax assets		906	4,073	-	545	2,440	-
130X	Inventories	6(5)	88,953	399,933	4	103,406	463,052	5
1410	Prepayments	7	47,149	211,979	2	23,882	106,944	1
11XX	**Total current assets**		1,464,463	6,584,215	70	1,369,350	6,131,948	69
	Non-current assets							
1510	Financial assets at fair value through profit or loss - non-current	6(2)	64,437	289,709	3	60,914	272,773	3
1550	Investments accounted for using equity method	6(6)	48,907	219,886	2	58,428	261,641	3
1600	Property, plant and equipment, net	6(7)and8	379,730	1,707,266	18	370,186	1,657,693	19
1755	Right-of-use assets	6(8)and7	90,983	409,060	4	66,826	299,247	3
1760	Investment property, net	6(9)	7,172	32,245	-	13,847	62,007	1
1780	Intangible assets, net	6(10)	18,641	83,810	1	17,709	79,301	1
1840	Deferred income tax assets	6(26)	27,576	123,982	1	20,787	93,084	1
1900	Other non-current assets		16,401	73,739	1	7,922	35,475	-
15XX	**Total non-current assets**		653,847	2,939,697	30	616,619	2,761,221	31
1XXX	**Total assets**		$ 2,118,310	$ 9,523,912	100	$ 1,985,969	$ 8,893,169	100

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CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of dollars)

			December 31, 2025			December 31, 2024		
	Liabilities and Equity	Notes	CNY	TWD	%	CNY	TWD	%
	Current liabilities							
2100	Short-term loans	6(11)	$ 260,853	$ 1,172,795	12	$ 157,560	$ 705,554	7
2120	Financial liabilities at fair value through profit or loss-current	6(2)	2,324	10,450	-	3,267	14,630	-
2130	Current contract liabilities	6(20)	71,438	321,187	3	81,770	366,166	4
2170	Accounts payable		16,474	74,069	1	12,227	54,753	1
2180	Accounts payable - related parties	7	1,110	4,994	-	4,535	20,311	-
2200	Other payables	6(13)	72,455	325,759	4	73,020	326,984	5
2220	Other payables - related parties	7	712	3,201	-	879	3,936	-
2230	Current income tax liabilities		14,331	64,433	1	15,455	69,207	1
2280	Lease liabilities - current	7	30,842	138,666	1	24,681	110,522	1
2320	Long-term liabilities, current portion	6(12)	235,618	1,059,337	11	-	-	-
2645	Guarantee deposits		80,497	361,915	5	85,528	382,992	4
21XX	**Total current liabilities**		786,654	3,536,806	38	458,922	2,055,055	23
	Non-current liabilities							
2530	Bonds payable	6(12)	-	-	-	231,175	1,035,203	12
2540	Long-term borrowings	6(14)	69,900	314,270	3	-	-	-
2570	Deferred income tax liabilities	6(26)	24,285	109,185	1	12,598	56,414	1
2580	Lease liabilities - non-current	7	63,197	284,134	3	44,643	199,911	2
2640	Net defined benefit liabilities	6(15)	602	2,707	-	587	2,629	-
25XX	**Total non-current liabilities**		157,984	710,296	7	289,003	1,294,157	15
2XXX	**Total liabilities**		944,638	4,247,102	45	747,925	3,349,212	38
	Equity attributable to shareholders of the parent							
	Share capital	6(17)						
3110	Common stock		168,546	824,924	9	168,546	824,924	9
	Capital surplus	6(18)						
3200	Capital surplus		339,643	1,669,425	18	394,920	1,898,218	21
	Retained earnings	6(19)						
3310	Legal reserve		181,910	824,924	9	174,681	794,924	9
3320	Special reserve		90,978	423,273	4	143,331	640,538	7
3350	Unappropriated retained earnings		402,404	2,006,412	21	360,594	1,808,626	21
	Other equity							
3410	Financial statements translation differences of foreign operations		(9,409)	(470,406)	(6)	(4,308)	(424,475)	(5)
3420	Unrealised (losses) gains from financial assets at fair value through other comprehensive income		(400)	(1,742)	-	280	1,202	-
3XXX	**Total equity**		1,173,672	5,276,810	55	1,238,044	5,543,957	62
	Significant contingent liabilities and unrecognised contract commitments	9						
	Significant events after the balance sheet date	11						
3X2X	**Total liabilities and equity**		$ 2,118,310	$ 9,523,912	100	$ 1,985,969	$ 8,893,169	100

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

CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of dollars, except earnings per share data)

			For the year ended December 31, 2025			For the year ended December 31, 2024		
	Items	Notes	CNY	TWD	%	CNY	TWD	%
4000	**Operating revenue**	6(20)and7	$ 895,917	$ 3,878,155	100	$ 912,671	$ 4,066,587	100
5000	**Operating costs**	6(5)(25)and7	(160,465)	(694,605)	(18)	(156,009)	(695,128)	(17)
5900	**Gross profit**		735,452	3,183,550	82	756,662	3,371,459	83
	Operating expenses	6(25)and7						
6100	Selling expenses		(372,161)	(1,610,974)	(42)	(404,666)	(1,803,068)	(44)
6200	Administrative expenses		(189,882)	(821,942)	(21)	(179,535)	(799,952)	(20)
6300	Research and development expenses		(3,043)	(13,172)	-	(3,675)	(16,375)	-
6000	**Total operating expenses**		(565,086)	(2,446,088)	(63)	(587,876)	(2,619,395)	(64)
6900	**Operating profit**		170,366	737,462	19	168,786	752,064	19
	Non-operating income and expenses							
7101	Interest income	6(21)	16,579	71,766	2	25,876	115,296	3
7010	Other income	6(22)	29,830	129,125	3	31,227	139,138	3
7020	Other gains and losses	6(23)	10,428	45,140	1	(21,671)	(96,559)	(2)
7050	Finance costs	6(24)and7	(19,440)	(84,150)	(2)	(25,822)	(115,055)	(3)
7060	Share of profit or loss of associates and joint ventures accounted for using equity method	6(6)	(12,561)	(54,373)	(1)	(11,179)	(49,810)	(1)
7000	**Total non-operating income and expenses**		24,836	107,508	3	(1,569)	(6,990)	-
7900	**Profit before tax**		195,202	844,970	22	167,217	745,074	19
7950	Income tax expense	6(26)	(59,364)	(256,969)	(7)	(61,135)	(272,399)	(7)
8200	**Profit for the year**		$ 135,838	$ 588,001	15	$ 106,082	$ 472,675	12
	Other comprehensive income (loss)							
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss							
8311	Losses on remeasurements of defined benefit plans	6(15)	($ 8)	($ 34)	-	$ 23	$ 102	-
8320	Share of other comprehensive loss of associates and joint ventures accounted for using equity method	6(6)	(680)	(2,944)	-	(185)	(824)	-
8310	**Total other comprehensive loss that will not be reclassified to profit or loss**		(688)	(2,978)	-	(162)	(722)	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss							
8361	Financial statements translation differences of foreign operations		(4,465)	(42,809)	(1)	8,619	209,226	5
8370	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method	6(6)	(636)	(3,122)	-	138	8,863	-
8360	**Total other comprehensive income (loss) that will be reclassified to profit or loss**		(5,101)	(45,931)	(1)	8,757	218,089	5
	Other comprehensive income (loss) for the year		(5,789)	(48,909)	(1)	8,595	217,367	5
8500	**Total comprehensive income for the year**		$ 130,049	$ 539,092	14	$ 114,677	$ 690,042	17
	Earnings per share (in dollars)	6(27)						
9750	Basic earnings per share		$ 1.65	$ 7.13		$ 1.30	$ 5.81	
9850	Diluted earnings per share		$ 1.57	$ 6.80		$ 1.28	$ 5.71	

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

CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of dollars)

		Equity attributable to shareholders of the parent													
						Retained earnings						Other equity			
		Common stock		Capital surplus		Legal reserve		Special reserve		Unappropriated retained earnings		Financial statements translation differences of foreign operations		Unrealised gains (losses) from financial assets at fair value through other comprehensive income		Total equity	
	Notes	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD
For the year ended December 31, 2024																	
Balance at January 1, 2024		$ 161,772	$ 794,924	$ 280,133	$ 1,388,422	$ 174,681	$ 794,924	$ 122,010	$ 545,935	$ 463,926	$ 2,265,122	($ 13,065)	($ 642,564)	$ 465	$ 2,026	$ 1,189,922	$ 5,148,789
Profit for the year		-	-	-	-	-	-	-	-	106,082	472,675	-	-	-	-	106,082	472,675
Other comprehensive income (loss) for the year		-	-	-	-	-	-	-	-	23	102	8,757	218,089	(185)	(824)	8,595	217,367
Total comprehensive income (loss) for the year		-	-	-	-	-	-	-	-	106,105	472,777	8,757	218,089	(185)	(824)	114,677	690,042
Appropriations of 2023 earnings	6(19)																
Special reserve		-	-	-	-	-	-	21,321	94,603	(21,321)	(94,603)	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	-	(188,116)	(834,670)	-	-	-	-	(188,116)	(834,670)
Changes in equity of associates and joint ventures accounted for using the equity method	6(18)	-	-	1,502	6,688	-	-	-	-	-	-	-	-	-	-	1,502	6,688
Capital increase by cash	6(17)(18)	6,774	30,000	98,894	438,000	-	-	-	-	-	-	-	-	-	-	105,668	468,000
Issuance of convertible bonds	6(12)(18)	-	-	13,301	60,274	-	-	-	-	-	-	-	-	-	-	13,301	60,274
Share-based payment	6(16)(18)	-	-	1,090	4,834	-	-	-	-	-	-	-	-	-	-	1,090	4,834
Balance at December 31, 2024		$ 168,546	$ 824,924	$ 394,920	$ 1,898,218	$ 174,681	$ 794,924	$ 143,331	$ 640,538	$ 360,594	$ 1,808,626	($ 4,308)	($ 424,475)	$ 280	$ 1,202	$ 1,238,044	$ 5,543,957
For the year ended December 31, 2025																	
Balance at January 1, 2025		$ 168,546	$ 824,924	$ 394,920	$ 1,898,218	$ 174,681	$ 794,924	$ 143,331	$ 640,538	$ 360,594	$ 1,808,626	($ 4,308)	($ 424,475)	$ 280	$ 1,202	$ 1,238,044	$ 5,543,957
Profit for the year		-	-	-	-	-	-	-	-	135,838	588,001	-	-	-	-	135,838	588,001
Other comprehensive income (loss) for the year		-	-	-	-	-	-	-	-	(8)	(34)	(5,101)	(45,931)	(680)	(2,944)	(5,789)	(48,909)
Total comprehensive income (loss) for the year		-	-	-	-	-	-	-	-	135,830	587,967	(5,101)	(45,931)	(680)	(2,944)	130,049	539,092
Appropriations of 2024 earnings	6(19)																
Legal reserve		-	-	-	-	7,229	30,000	-	-	(7,229)	(30,000)	-	-	-	-	-	-
Special reserve		-	-	-	-	-	-	(52,353)	(217,265)	52,353	217,265	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-	-	-	(139,144)	(577,446)	-	-	-	-	(139,144)	(577,446)
Cash dividends distributed from capital surplus	6(18)	-	-	(59,633)	(247,477)	-	-	-	-	-	-	-	-	-	-	(59,633)	(247,477)
Changes in equity of associates and joint ventures accounted for using the equity method	6(18)	-	-	4,356	18,684	-	-	-	-	-	-	-	-	-	-	4,356	18,684
Balance at December 31, 2025		$ 168,546	$ 824,924	$ 339,643	$ 1,669,425	$ 181,910	$ 824,924	$ 90,978	$ 423,273	$ 402,404	$ 2,006,412	($ 9,409)	($ 470,406)	($ 400)	($ 1,742)	$ 1,173,672	$ 5,276,810

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

CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of dollars)

	Notes	For the year ended December 31, 2025 CNY	For the year ended December 31, 2025 TWD	For the year ended December 31, 2024 CNY	For the year ended December 31, 2024 TWD
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		$ 195,202	$ 844,970	$ 167,217	$ 745,074
Adjustments					
Adjustment to reconcile profit (loss)					
Depreciation	6(7)(8)(9)(23)	64,207	277,933	69,409	309,265
Amortization	6(10)(25)	3,566	15,436	3,308	14,740
Net loss (gain) on financial assets (liabilities) at fair value through profit or loss	6(2)(23)	(6,854)	(29,669)	6,183	27,553
Interest expense	6(24)	19,440	84,150	25,822	115,055
Interest income	6(21)	(16,579)	(71,766)	(25,876)	(115,296)
Compensation cost of share-based payments	6(16)	-	-	1,090	4,834
Share of loss of associates and joint venture accounted for using equity method	6(6)	12,561	54,373	11,179	49,810
Loss on disposal of property, plant and equipment	6(23)	2,509	10,861	2,460	10,961
Gain from lease modifications	6(8)(23)	(1,136)	(4,917)	(772)	(3,440)
Changes in operating assets and liabilities relating to operating activities					
Changes in operating assets					
Financial assets at fair value through profit or loss		687	2,974	767	3,418
Accounts receivable		(151)	(654)	133	593
Accounts receivable - related parties		(25)	(108)	(63)	(281)
Other receivables		(343)	(1,485)	699	3,115
Other receivables - related parties		26	113	70	312
Inventories		14,453	62,563	(13,695)	(61,021)
Prepayments		(23,267)	(100,716)	5,651	25,179
Changes in operating liabilities					
Contract liabilities		(10,332)	(44,724)	(100)	(446)
Accounts payable		4,247	18,384	(1,930)	(8,600)
Accounts payable - related parties		(3,425)	(14,826)	(1,403)	(6,251)
Other payables		(608)	(2,632)	(22,672)	(101,020)
Other payables - related parties		(167)	(723)	(202)	(900)
Net defined benefit liabilities		10	44	10	40
Guarantee deposits		(5,031)	(21,778)	(5,136)	(22,884)
Cash provided by operating activities		248,990	1,077,803	222,149	989,810
Interest paid		(13,822)	(59,831)	(25,081)	(111,753)
Income tax paid		(58,465)	(253,077)	(68,119)	(303,518)
Income tax refund received		2,514	10,882	-	-
Net cash provided by operating activities		179,217	775,777	128,949	574,539

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CHLITINA HOLDING LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of dollars)

	Notes	For the year ended December 31, 2025 CNY	For the year ended December 31, 2025 TWD	For the year ended December 31, 2024 CNY	For the year ended December 31, 2024 TWD
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of financial assets at amortised cost		($ 218,528)	($ 945,942)	($ 500,498)	($ 2,230,069)
Proceeds from disposal of financial assets at amortised cost		218,999	947,981	290,347	1,293,699
Increase in investments accounted for using equity method		-	-	(6,427)	(29,640)
Acquisition of property, plant and equipment	6(28)	(50,587)	(220,448)	(110,751)	(488,392)
Proceeds from disposal of property, plant and equipment		-	-	447	2,031
Acquisition of intangible assets	6(10)	(1,032)	(4,467)	(346)	(1,542)
Decrease in other non-current assets		321	1,390	349	1,555
Interest received		15,246	65,995	39,795	177,315
Net cash used in investing activities		(35,581)	(155,491)	(287,084)	(1,275,043)
CASH FLOWS FROM FINANCING ACTIVITIES					
Increase (decrease) in short-term borrowings	6(29)	110,946	480,254	(308,678)	(1,375,380)
Repayment of the principal portion of lease liabilities	6(29)	(30,183)	(130,650)	(33,610)	(149,756)
Proceeds from long-term borrowings	6(29)	71,919	311,315	-	-
Proceeds from issuance of convertible bonds	6(29)	-	-	242,145	1,095,397
Capital increase by cash	6(17)	-	-	105,668	468,000
Cash dividends paid	6(19)	(198,777)	(824,923)	(188,116)	(834,670)
Net cash flows used in financing activities		(46,095)	(164,004)	(182,591)	(796,409)
Effects due to changes in exchange rates		(12,958)	(62,504)	21,141	227,253
Increase (decrease) in cash and cash equivalents		84,583	393,778	(319,585)	(1,269,660)
Cash and cash equivalents at beginning of year		749,570	3,356,574	1,069,155	4,626,234
Cash and cash equivalents at end of year		$ 834,153	$ 3,750,352	$ 749,570	$ 3,356,574

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

[Annex V]

Chlitina Holding Limited

Distribution of Earnings for 2025

Unit: NT$

Unappropriated retained earnings for previous year	1,418,444,233
Add: Net profit after tax in this year	588,001,384
Less: Re-measurement on benefit plans	-33,536
Withheld items	
Less: Legal reserve - 10% (the amount set aside as legal reserve already exceeds total authorized capital)	0
Less: Special earnings reserve - Difference in exchange rates from the conversion of financial statements of overseas operating entities	-48,874,961
Distribution of earnings for this year	1,957,537,120
Appropriation items:	
Shareholders' dividend - Cash	577,446,450
Unappropriated retained earnings for this year	1,380,090,670

Note:
Based on the total number of issued shares of 82,492,350 shares,
cash dividend of NT$7 per share will be distributed.

Chairperson: Chen, Pi-Hua   Manager:Chao, Chen-Yu   Accounting Supervisor: Yeh, Chien-Chih

【Annex 6】

CHLITINA HOLDING LIMITED

Procedure for the Acquisition or Disposal of Assets

After revision	Before revision	Reason for amendment
Article 10 Procedure for the Acquisition or Disposal of Securities (I) Evaluation and operating procedure: […] (II) Procedure for Deciding the Transaction Conditions 1. […] 2. […] 3. Authorized limit and level: (1) Reverse repurchase of monetary funds or government bonds: A. The Chairman is authorized with the decision-making power. B. The implementation status in the most recent quarter of the Company and its subsidiaries needs to be reported to the Board of Directors of the parent company, including investment gains and losses. (2) Other securities: A. The Chairman is authorized with the decision-making power. B. When a single transaction values more than NT$70 million, inclusive (or equivalent foreign currency), of the Company and its subsidiaries, it has to be reported to the Board of Directors in the parent company afterwards. C. When a single transaction values more than NT$70 million (or equivalent foreign currency) of the Company and its subsidiaries, it has to be approved by the Board of Directors in the parent company before such transaction may be done. [...]	Article 10 Procedure for the Acquisition or Disposal of Securities (I) Evaluation and operating procedure: […] (II) Procedure for Deciding the Transaction Conditions 1. […] 2. […] 3. Authorized limit and level: (1) Reverse repurchase of monetary funds or government bonds: A. The Chairman is authorized with the decision-making power. B. The implementation status in the most recent quarter of the Company and its subsidiaries needs to be reported to the Board of Directors of the parent company, including investment gains and losses. (2) Other securities: A. The Chairman is authorized with the decision-making power. B. When a single transaction values more than NT$30 million, inclusive (or equivalent foreign currency), of the Company and its subsidiaries, it has to be reported to the Board of Directors in the parent company afterwards. C. When a single transaction values more than NT$30 million (or equivalent foreign currency) of the Company and its subsidiaries, it has to be approved by the Board of Directors in the parent company before such transaction may be done. […]	1. The original provision was formulated in 2012 and no longer fully aligns with the Company's current capital management requirements or developments in the capital market. A moderate increase in the monetary threshold would improve approval efficiency while remaining consistent with prevailing market practice. 2. After adjustment, the amount is approximately RMB 15 million (calculated at an exchange rate of 4.67). This threshold was determined with reference to the average size of the Company's single external investments in recent years, while also taking into account the Company's risk control considerations and fully preserving the Board of Directors' oversight and decision-

After revision	Before revision	Reason for amendment
		making authority over investments in marketable securities.
Article 30 Items that shall be declared and filed (I) In case of any of the following conditions for the Company in the acquisition or disposal of assets, reflective of their nature, the required format shall be followed to file related information within two days from the actual date of occurrence on the designated website of the competent authority for securities: 1. […] 2. […] 3. […] 4. Acquisition or disposal of operating equipment or the user right-associated assets and the counterparty is not a related party and the transaction value meets one of the following requirements: (1) Public companies with a paid-in capital falling short of NT$10 billion and a transaction value reaching NT$500 million (or equivalent foreign currency) and above. (2) Public companies with a paid-in capital reaching NT$10 billion and above but less than NT$50 billion and a transaction value reaching NT$1 billion (or equivalent foreign currency) and above. (3) Public companies with a paid-in capital of NT$50 billion and above, and a transation amount reaching 5% or more of the company's paid-in capital. 5. […] 6. Acquisition of real estate through outsourced construction on self-owned land, outsourced construction on rented land, division of property jointly built, division by the percentage following joint construction, and separate sale following joint construction, with the counterparty not a related party, with an expected transaction value invested in by the Company reaching NT$500 million (or equivalent foreign currency) and above.	Article 30 Items that shall be declared and filed (I) In case of any of the following conditions for the Company in the acquisition or disposal of assets, reflective of their nature, the required format shall be followed to file related information within two days from the actual date of occurrence on the designated website of the competent authority for securities: 1. […] 2. […] 3. […] 4. Acquisition or disposal of operating equipment or the user right-associated assets and the counterparty is not a related party and the transaction value meets one of the following requirements: (1) Public offering companies with a paid-in capital size falling short of NT$10 billion and a transaction value reaching NT$500 million (or equivalent foreign currency) and above. (2) Public offering companies with a paid-in capital size reaching NT$10 billion and above and a transaction value reaching NT$1 billion and above. 5. […] 6. Acquisition of real estate through outsourced construction on self-owned land, outsourced construction on rented land, division of property jointly built, division by the percentage following joint construction, and separate sale following joint construction, with the counterparty not a related party, with an expected transaction value invested in by the Company reaching NT$500 million (or equivalent foreign currency) and above.	1. This revision is made in accordance with the letter No. 1140383333 issued by the Financial Supervisory Commission on July 24, 2025, and is intended to align with practical operational needs and avoid the need for frequent public announcements. 2.The key amendment reflects the Company's need to allocate funds through investments in fixed-income products in order to enhance cash returns. The procedure has therefore been revised taking into account the materiality of information disclosure and the risk characteristics of such products.

After revision	Before revision	Reason for amendment
7. For a public company with paid-in capital of NT$50 billion or more, the trading of government bonds, ordinary corporate bonds, and general financial bonds not involving equity (excluding subordinated bonds) conducted on a securities exchange or at a securities firm's place of business, where such transactions do not fall under the proviso items of Subparagraph 8 and the counterparty is not a related party, and where the transaction amount reaches 5% or more of the company's paid-in capital. 8. Transactions of assets other than those in the preceding seven sub-paragraphs, disposition of creditor's rights by financial institutions, or investments in Mainland China, with a transaction value reaching 20% of the Company's paid-in capital size or NT$ 300 million (or equivalent foreign currency) and above. This, however, does not apply to the following circumstances: […]	~~7~~. Transactions of assets other than those in the preceding six sub-paragraphs, disposition of creditor's rights by financial institutions, or investments in Mainland China, with a transaction value reaching 20% of the Company's paid-in capital size or NT$ 300 million (or equivalent foreign currency) and above. This, however, does not apply to the following circumstances: […]	
Article 33 With regards to the requirement about 10% of total assets herein, it is to be calculated with the total asset value in the most recent individual financial statement required by the Regulations Governing Securities Issuers' Financial Statements. When the Company's shares do not have a denominated value or the denominated value is not NT$10 per share, the transaction value equivalent to 20% of the paid-in capital size herein is to be calculated as 10% of the client's equities that belong to the parent company; Provisions referring to 5% of paid-in capital shall instead be calculated as 2.5% of equity attributable to the owners of the parent company; The requirement about a transaction value reaching NT$10 billion of the paid-in capital size is to be calculated as NT$20 billion of the client's equities that belong to the parent company; Provisions referring to paid-in capital reaching NT$50 billion shall instead be calculated as equity attributable to the owners of the parent company reaching NT$100 billion.	Article 33 With regards to the requirement about 10% of total assets herein, it is to be calculated with the total asset value in the most recent individual financial statement required by the Regulations Governing Securities Issuers' Financial Statements. When the Company's shares do not have a denominated value or the denominated value is not NT$10 per share, the transaction value equivalent to 20% of the paid-in capital size herein is to be calculated as 10% of the client's equities that belong to the parent company; the requirement about a transaction value reaching NT$10 billion of the paid-in capital size is to be calculated as NT$20 billion of the client's equities that belong to the parent company.	Same as above

After revision	Before revision	Reason for amendment
Version record	Version record	Addition of revision reason and date

After revision – Version record

Version	Summary of changes	Date approved by the Board of Directors	Date approved in the shareholders' meeting
1	Addition	2012.08.17	2012.08.23
2	Revised in accordance with FSC Letter No. 1020053073	2014.03.12	2014.06.19
3	Related contents adjusted to reflect operational and management demand	2015.03.12	2015.06.17
4	Revised in accordance with FSC Letter No. 10600012965	2017.03.14	2017.06.28
5	Revised in accordance with FSC Letter No. 10703410725	2019.03.12	2019.06.05
6	Revised in accordance with FSC Letter No. 1110380465	2022.02.24	2022.06.08
7	Revised in accordance with FSC Letter No. 1140383333		

Before revision – Version record

Version	Summary of changes contents	Date approved by the Board of Directors	Date approved in the shareholders' meeting
1	Addition	2012.08.17	2012.08.23
2	Revised in accordance with FSC Letter No. 1020053073.	2014.03.12	2014.06.19
3	Related contents adjusted to reflect operational and management demand.	2015.03.12	2015.06.17
4	Revised in accordance with FSC Letter No. 10600012965.	2017.03.14	2017.06.28
5	Revised in accordance with FSC Letter No. 10703410725.	2019.03.12	2019.06.05
6	Revised in accordance with FSC Letter No. 1110380465.	2022.02.24	2022.06.08

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[Appendix I]

Procedural Regulations for Shareholders Meetings

Article 1. To establish a strong governance system and sound supervisory capabilities for the Company's meeting of shareholders and to strengthen management capabilities, specially set these Regulations in according with "Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies" and provided for follow.

Article 2. The Shareholders' Meeting Procedure Rules of the Company shall be duly handled in accordance with these Regulations unless otherwise prescribed in laws or Articles of Incorporation.

Article 3. Unless otherwise prescribed by law, the shareholders' meeting of the Company shall be convened by the Board of Directors.

The company shall hold a videoconference of the shareholders' meeting, unless otherwise stipulated in the Regulations Governing the Administration of Shareholder Services of Public Companies, which shall be specified in the articles of association and shall be resolved by the board of directors. A resolution approved by more than half of the directors shall be implemented.

Changes to how the company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company convened shareholders for the regular session shall prepare the Meeting Agenda Handbook and notice to shareholders shall be given 7 days in advance, notice to shareholders for special session shall be given 5 days in advance.

After public offering of the Company, convened shareholders for the regular session shall notices for the shareholders' meeting, blank forms of proxies, issues pending for acknowledgement, issues pending for discussion, election or discharge of directors and other issues and guidelines into electronic files and transmit them onto the Market Observation Post System (MOPS) 30 days prior to a regular shareholders meeting or 15 days prior to a special shareholders meeting. The Company shall, likewise, produce the Meeting Agenda Handbook and the supplementary data of the meeting into electronic files and transmit them to the Market Observation Post System (MOPS) 21 days prior to a regular shareholders meeting or 15 days prior to a special shareholders meeting. The shareholders' meeting shall prepare the Meeting Agenda Handbook and supplementary data of the meeting available to all shareholders and display them at the Company and the Company delegated the professional services agent 15 days prior to the shareholders' meeting and shall have the same handed out on-the-spot the shareholders' meeting.

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The 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:

1.For physical shareholders meetings, to be distributed on-site at the meeting.

2.For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

3.For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The notices and public announcements shall expressly provide the subjects of the meeting and may be served in electronic means subject to consent by the target addressees.

Election or dismissal of directors, amendment to the Articles of Incorporation, capital reduction, application for cessation of public offering, approval for directors to compete with the Company, capital increase from retained earnings or capital reserve, the dissolution, merger or division of the Company, or any matter under Paragraph 1, Article 185 of the Company Act, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out with description of the main details in the reasons for convening the shareholders meeting. None of the said matters may be raised by any extempore motion. The main details may be posted on any website designated by the competent authority of securities or the Company, and the website address shall be specified in the notice.

Where a new election of all directors and the date when the elected directors begin their term have been specified in the reasons for convening the shareholders' meeting, the meeting may not change that date through an extempore motion or any other way after the election is completed at the same meeting.

Any shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. Such a proposal shall be limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce the start of receipt of shareholder proposals, the methods for receipt of the proposals in a written or electronic form, and the location and time period for receipt of the proposals. The time period for receipt of the proposals may not be less than 10 days.

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A proposal submitted by any shareholder shall be limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Any shareholder submitting a proposal shall attend the regular shareholders' meeting in person or by proxy and participate in the discussion of the proposal.

Prior to the date of notice of the shareholders' meeting, the Company shall inform any shareholder submitting a proposal of the processing result of the proposal and shall include in the meeting notice any proposal that meets the requirements of this Article. At the shareholders meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposal not included in the meeting agenda.

Article 4. For each shareholder's meeting, a shareholder may issue a proxy in the standard form printed and provided by the Company, expressly specifying the scope of the powers bestowed to delegate a proxy to attend the shareholders' meeting on his or her behalf.

A shareholder may issue one proxy and may only delegate one proxy. The proxy shall be served to the Company 5 days prior to the date scheduled for the shareholders' meeting. In case of double proxies, the proxy shall be entertained on the first come first served basis unless the preceding proxy is declared withdrawn.

After a proxy is served to the Company, if a shareholder decides to participate in the shareholders' meeting in person or to exercise voting rights in writing or through electronic means, he or she shall inform the Company in writing to withdraw the proxy 2 days prior to the date scheduled for the shareholders' meeting. In the event that such shareholder is overdue in withdrawing the notice, the voting rights exercised by the delegated proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5. (Principle for location and date of convening shareholders' meeting)

A shareholders' meeting shall be convened at a venue where the Company is headquartered or a convenient for shareholders to attend and venue well oriented to convening a shareholders' meeting. A shareholders' meeting shall be convened at a time not prior to 9:00 a.m. or later than 3:00 p.m., the location and date shall take adequate account of the opinions offered by the independent directors.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6. (Preparation of the attendance book and other documents)

The Company shall specify in the shareholders meeting notice the shareholder, solicitors and proxies (collectively "shareholders") registration time, registration location, and any other relevant matters.

Shareholders are required to check in for the shareholders' meeting thirty minutes prior to the time scheduled to start the meeting. The check-in point shall be expressly remarked and shall be adequately staffed to serve participating shareholders. 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.

A shareholder or a proxy delegated by a shareholder (hereinafter collectively referred to as a shareholder) shall participate in the shareholders' meeting based on the participation identity certificate, participation sign-in card or other identity certificate. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. A proxy solicitor shall further present his or her identity certificate ready for verification.

The Company shall get ready sign-in book to enable the shareholders to sign. A participating shareholder may, as well, present his or her sign-in card instead of signing to prove presence.

The Company shall hand over the Meeting Agenda Handbook, Annual Report, participation certificates, memo to speak, voting ballots and other information and data of the meeting to the shareholders who participate in the shareholders' meeting; along with the election ballots if the directors are to be elected in that event.

Where the juristic person is a shareholder of the Company, the representative(s) participating in a shareholders' meeting shall not be confined to one. Where a juristic person is delegated to participate in a shareholders' meeting, such juristic person may only assign one representative to participate in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1. (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

1.How shareholders attend the virtual meeting and exercise their rights.

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:

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 postponed or on which the meeting will resume.

B.Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

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.

D.Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

3.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. Except for the circumstances stipulated in Item 6, Article 44-9, of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least shareholders shall be provided with connection equipment and necessary assistance, and the period during which shareholders may apply to the company and other relevant notices shall be specified. matter.

Article 7. (The chair and non-voting participants of a shareholders meeting)

A shareholders' meeting shall be chaired by the chairman if it is convened by the Board of Directors. In the event that the chairman is absent or unavailable to exercise the responsibilities and powers, the chairman shall appoint a director to act on behalf. Where the chairman does not appoint a director as the substitute, one director shall be elected from among themselves to act on his/her behalf.

Where a managing director or a director acts as the chairperson as mentioned in the preceding paragraph, such managing director or director shall only be the one who has served with the Company for more than 6 months and has been well aware of the Company's financial standing and business operation. This same provision is applicable mutatis mutandis to an event where the chairperson is the representative of a juristic person director.

A shareholders' meeting convened by the Board of Directors should be chaired by the chairman in person and should call for participation and presence by a majority of the total number of director seats in the Board of

Directors and at least one representative of each functional committee, the facts of participation shall be entered into the minutes of the shareholders' meeting.

Where a shareholders' meeting is convened by another convener beyond the Board of Directors, such meeting shall be chaired by that convener. In the event that there are two or more conveners, one shall be elected from among themselves to chair the meeting.

The Company may appoint the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in a shareholders' meeting.

Article 8. (Audio or video recording of shareholders meetings)

The Company shall make continuous audio and video recordings of the entire shareholders meeting starting with the acceptance of shareholder registrations to the proceedings of the meetings and the entire voting and counting process.

The audio and video data shall be retained for at least 1 year. In the event that a shareholder lodges litigation in accordance with Article 189 of the Company Act, nevertheless, the ballots shall be archived until after the litigation is concluded.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9. The participation by shareholders shall be calculated based on the number of shares so represented. The number of shares represented by the participating shareholders shall be calculated based on the sign-in book or the submitted sign-in cards, and the shares checked in on the virtual meeting platform, added with the number of shares with voting rights that are exercised in writing or in electronic means.

The chairperson shall announce opening of the meeting when the time schedule is due. When the present shareholders do not constitute a majority of the aggregate total of outstanding shares, nevertheless, the chairperson may announce a deferment in opening of the meeting. The deferments shall not exceed the maximum of twice and not exceed an hour in accumulation. In the event that the present shareholders are still less than one-third of the aggregate total of the outstanding shares after the twice deferments, the chairperson may announce the termination of the meeting. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

Where the present shareholders still fail to constitute the minimum quorum after two deferments as mentioned in the preceding paragraph but are more than one-third of the aggregate total of the outstanding shares, a tentative resolution may be passed in accordance with Article 175 of the Company Act in Taiwan and the Company shall reconvene another shareholders' meeting within 1 month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

In the event that the number of shares represented by present shareholders is up to a majority of the aggregate total of the outstanding shares, the chairperson may refer the tentative resolution so adapted to the shareholders' meeting for resolution anew in accordance with Article 174 of the Company Act.

Article 10. (Discussion of proposals)

If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The relevant proposals (including extempore motions and amendments to the original proposals) shall be subject to voting. The meeting shall proceed in accordance with the set agenda, which may not be changed without a resolution of the meeting.

The provision set forth under the preceding paragraph is equally mutatis mutandis applicable to a shareholders' meeting that is convened by a convener beyond the board of directors.

Pursuant to the agenda mentioned (including the occasional (extemporaneous) motions) in the two preceding paragraphs, the chairperson shall not announce adjournment of the meeting until the agenda is concluded unless duly resolved in the meeting. In the event that the chairperson breaches the Rules of Procedure for Shareholders Meetings by unlawfully announcing adjournment of the meeting, other members in the Board of Directors shall promptly help the present shareholders elect one person through a majority vote to continually chair the meeting based on the legal procedures.

The chairperson shall give sufficient opportunities for explanation and discussion of any proposal or any amendment or extempore motion submitted by a shareholder. If the chairperson determines the proposal, amendment or motion can be put to a vote, he/she may end the discussion and submit the proposal, amendment or motion to a vote, with sufficient voting time arranged.

Article 11. (Shareholder speech)

A present shareholder shall fill up and submit the speech note before speaking up. The speech note shall expressly bear the gist of the speech, shareholder account code (or the code of the participation identity certificate) and name of account. The chairperson shall fix the order to speak up.

A shareholder who fails to speak up after submitting the speech note is deemed as having not spoken up. Where the contents actually spoken are found different from the entries in the speech note, the contents actually spoken shall prevail.

On a same issue, each shareholder shall not speak more than twice unless given consent by the chairperson. Each speech shall not exceed five minutes. Where a shareholder speaks in contravention of the rules or beyond the scope of the specified issues, the chairperson may stop the speaker.

Where a present shareholder is speaking up, other shareholder(s) shall not speak to interfere unless the consent has been obtained from the chairperson and the speaking shareholder. The chairperson shall stop the offender, if any.

Where a juristic person assigns two or more representatives to participate in a shareholders' meeting, only one of the representatives may speak for a same issue.

After a present shareholder completes speech, the chairperson may respond either in person or through a relevant person designated.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

Article 12. (Calculation of voting shares and recusal system)

The voting rights in the shareholders' meeting shall be duly calculated based on the number of shares.

During the voting process of a shareholders' meeting, the number of shares held by shareholders who hold no voting rights shall not be counted into the of the aggregate total of the outstanding shares.

On an issue under discussion in a shareholders' meeting, a shareholder who is in the interested involvement in such issue that is likely to impair the interests of the Company shall not join the voting process, nor shall he or she exercise the voting rights as a proxy for another shareholder.

The number of shares mentioned in the preceding paragraph that could not be exercised for voting rights shall not be counted as the voting rights of the shareholders who are already present in the meeting.

Except a trust enterprise or a shareholder services agent approved by the competent authority in charge of securities affairs, when one person is delegated as a proxy for two or more shareholders, the voting rights under his or her proxy shall not exceed 3% of the aggregate total of the outstanding shares. The voting rights in excess of such limit shall be discarded.

Article 13. Each shareholder is entitled to one vote, except restricted or without voting rights listed under Paragraph 2, Article 197-1 of the Company Act in Taiwan.

Where a shareholders' meeting is convened by the Company, voting rights shall be exercised electronically and may be exercised in writing. When the voting rights are to be exercised in writing or electronically, such means of exercise shall be expressly provided in the notice to the shareholders' meeting. Any shareholder exercising voting rights in a written or electronic form will be deemed as having attended the shareholders' meeting in person or online, but also deemed as having waived his/her rights with respect to the extempore motions and amendments to original proposals at that meeting. It is therefore advised that the Company avoid the submission of extempore motions and amendments to original proposals.

In case of voting rights being exercised in writing or electronic means as mentioned in the preceding paragraph, the expression of intents shall be served to the Company 2 days prior to the date scheduled for the shareholders' meeting. In case of double expressions in intent, they shall be managed on a come first served basis unless the preceding expression is declared withdrawn.

After a shareholder exercises voting rights in writing or electronic means, if he or she intends to participate in the shareholders' meeting in person, he or she shall revoke the expression of intent mentioned in the preceding paragraph in the means same as that used for exercise of voting rights in writing or electronic means 2 days prior to the date scheduled for the shareholders' meeting. In the event that he or she fails to revoke within the specified time limit, he or she shall still exercise voting rights in writing or electronic means. In the event that a shareholder exercises voting rights in writing or electronic means and participates in the shareholders' meeting through a proxy with a written proxy, the exercise of voting rights in writing or electronic means by his or her proxy shall prevail.

Unless otherwise provided for in the Company Act and in the Company's Articles of Incorporation, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting that is attended by shareholders who represent a majority of the aggregate total of the outstanding shares. During the voting, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the shareholders meeting, on the same day it is held, the number of for and against votes as well as abstentions shall be entered into the MOPS.

Where a same issue is accompanied with an amendment or a substitute, the chairperson shall resolve the order of voting along with the initial issue. In the event that one among them is satisfactorily resolved, other issues are deemed to have been vetoed and calling for no voting process any more.

The ballot monitor(s) and counting staff for voting process shall be appointed by the chairperson. A monitor shall be appointed only out of shareholders.

The ballots in voting or election process in a shareholders' meeting shall be counted in an open manner inside the venue and the outcome shall be announced on-the-spot after the counting process is completed, including the statistics for the voting rights which shall be covered into the written records.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14. (Issues in election)

Where directors are elected in a shareholders' meeting, the election shall be duly conducted in accordance with relevant election guidelines defined by the Company. The outcome of the election, including the names of elected directors and the number of election powers so won by them, shall be announced on-the-spot.

The ballots for the election process mentioned in the preceding paragraph shall be tightly sealed up, signed by the monitor and shall be archived for a minimum of 1 year. In the event that a shareholder lodges litigation in accordance with Article 189 of the Company Act, nevertheless, the ballots shall be archived until after the litigation is concluded.

Article 15. Minutes of shareholders' meeting shall be duly worked out, signed and sealed by the chairperson and served to all shareholders within 20 days from the meeting. The minutes may be produced and distributed in electronic means.

The Company distribute the minutes as mentioned in the preceding paragraph through public announcement by inputting into the Market Observation Post System (MOPS).

The meeting minutes shall accurately record the year, month, day and place of the meeting, the chairperson's name, the methods by which resolutions are adopted, a summary of the meeting proceedings and the voting results (including the number of voting rights calculated). Where there is an election of directors, the number of voting rights received by each candidate shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online voting rights on amendments to the original proposal.

Article 16. (Public disclosure)

The Company shall, on the very day while the shareholders' meeting is scheduled to be convened, the number of shares successfully solicited by the solicitors, the number of shares under agency of the delegated proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall expressly promulgate those on-the-spot of the shareholders' meeting. In the event a virtual shareholders meeting, the 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.

During the 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.

If matters put to a resolution at a shareholders meeting constitute material information under the applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17. (Maintenance of order at meeting venue)

The staff serving on the shareholders' meeting shall wear identity certificates or arm-bands.

The chairperson may instruct disciplinary personnel or security guards to maintain the sound order of the meeting. The disciplinary personnel or security guards shall wear the identity certificates reading “disciplinary guards” or the like while maintaining the sound order of the meeting.

Where the shareholders’ meeting site is equipped with loud-speaking facilities and where a shareholder speaks with the facility not provided by the Company, the chairperson may stop himself or herself from speaking.

Where a special shareholders meeting is in contravention of the Rules of Procedure for Shareholders Meetings and defies the discipline from the chairperson, the chairperson may instruct the disciplinary personnel or security guards to expel him or her out of the venue.

Article 18. (Recess and resumption of meeting)

Upon the process of a meeting, the chairperson may announce an intermission as the actual situations may justify. Upon occurrence of force majeure, the chairperson may rule a suspension from the meeting and announce the time to resume the meeting as the actual situations may justify.

In the event that the venue for a shareholders’ meeting could not be continually used until the issues set under the agenda (including occasional (extemporaneous) motions) are concluded, the shareholders’ meeting may resolve a decision to relocate to another venue to continue the meeting.

As per Article 182 of the Company Act, the shareholders’ meeting may resolve a decision to postpone the meeting within 5 days or to continue the process of the meeting.

Article 19. (Disclosure of information at virtual meetings)

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20. (Location of the chair and secretary of virtual-only shareholders meeting)

When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21. (Handling of disconnection)

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the

Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first 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.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the first paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

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Article 22. (Handling of digital divide)

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except for the circumstances stipulated in Item 6, Article 44-9, of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least shareholders shall be provided with connection equipment and necessary assistance, and the period during which shareholders may apply to the company and other relevant notices shall be specified. matter.

Article 23. These Rules of Procedure for Shareholders Meetings shall come into enforcement after being duly resolved in the shareholders' meeting. This same provision is applicable mutatis mutandis to an event of an amendment.

The first amendment of these Rules came into force after it was approved by the special shareholders meeting on August 23, 2012.
The second amendment of these Rules came into force after it was approved by the shareholders meeting on April 8, 2013.
The third amendment of these Rules came into force after it was approved by the shareholders meeting on June 17, 2015.
The fourth amendment of these Rules came into force after it was approved by the shareholders meeting on June 5, 2020.
The fifth amendment of these Rules came into force after it was approved by the regular shareholders meeting on June 8, 2022.
The sixth amendment of these Rules came into force after it was approved by the regular shareholders meeting on June 6, 2023.

〔Appendix II〕

TWELFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Chlitina Holding Limited
麗豐股份有限公司

(as adopted by a Special Resolution passed on May 26, 2025)

THE COMPANIES ACT (AS REVISED)

COMPANY LIMITED BY SHARES

TWELFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Chlitina Holding Limited

麗豐股份有限公司

(as adopted by a Special Resolution passed on May 26, 2025)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act (As Revised) of the Cayman Islands (as amended from time to time) shall not apply to this Company.

2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:-

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the GTSM (including the Emerging Market) and the TWSE (where applicable);
Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
Audit Committee	has the meaning set forth in Article 85;

Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;
Chairman	has the meaning given thereto in Article 62;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company;
Commission	Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	Chlitina Holding Limited 麗豐股份有限公司;
Consolidation	the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company for the time being who collectively form the Board, and “Directors” means 2 or more of them;
electronic	shall have the meaning given to it in the Electronic Transactions Act (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;

Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents;
Emerging Market	the emerging market board of the GTSM in the R.O.C.;
Financial Statements	has the meaning set out in Article 95;
GTSM	the GreTai Securities Market in the R.O.C.;
Independent Directors	those Directors appointed as "Independent Directors" pursuant to the requirements of the Applicable Listing Rules;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Lease Contract	A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate a material or substantial part of the business of the Company in the name of such person and for the benefits of such person, and as consideration, the Company receives a pre-determined compensation from such person;

Management Contract	A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber and “Members” or “Shareholders” means 2 or more of them;
Memorandum of Association	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such company as the surviving company within the meaning of the Law and the Applicable Listing Rules;
Merger and Acquisition	include Merger, Consolidation, Acquisition, and Spin-off of a company. Acquisition means that a company acquires shares, business or assets of another company in exchange for shares, cash or other assets in accordance with, as applicable, the Law and/or the Business Mergers And Acquisitions Act, the Company Act, the Securities and Exchange Act, the Financial Institutions Merger Act or the Financial Holding Company Act of the R.O.C.
Month	a calendar month;
TWD	New Taiwan Dollars;

Ordinary Resolution

a resolution:-

(a) passed by a simple majority of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and

(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and

(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;

Joint Operation Contract

A contract between the Company and one or more person(s) or entit(ies) where the parties to the contract agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms of such contract;

Person

any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

Preferred Shares

has the meaning given thereto in Article 4;

Private Placement

an offer by the Company of its securities to specific persons pursuant to the Applicable Listing Rules;

Register

the register of Members of the Company to be maintained at such place within or outside the Cayman Islands;

Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become listed on the Emerging Market, the GTSM, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;

Share Swap	any arrangement which has the effect of a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders transferring its shares held in the first mentioned company.
Shareholders' Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C., to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 88;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution:

(a) passed by a majority of at least two-thirds of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; and

(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and

(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

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

Spin-off	an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;
Statutory Reserve	has the meaning set out in Article 87;
Subordinate Company	any company (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the

	Company since they were purchased, in accordance with the Law and the Applicable Listing Rules; and
TWSE	the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

(3) In these Articles unless the context otherwise requires:

(a) words importing the singular number shall include the plural number and vice-versa;

(b) words importing the masculine gender shall include the feminine gender and neuter genders;

(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

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

(5) a reference to a meeting: shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Shareholder, or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act (As Revised) and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

SHARES

3. Subject to the Law and these Articles, the Board may, in respect of all Shares for the time being unissued:

(a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and the Applicable Listing Rules; and

(b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.

4. The Company, subject to the Memorandum of Association and these Articles including by approval of a Special Resolution adopted at a general meeting in accordance with Article 5, may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

5. Prior to the issuance of any Preferred Shares approved pursuant to the preceding Article, these Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Preferred Shares:

(a) the total number of Preferred Shares that have been authorized to be issued and the numbers of the Preferred Shares already issued;

(b) the order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;

(c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

(d) the order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of Members of such Preferred Shares;

(e) other matters concerning rights and obligations incidental to Preferred Shares; and

(f) the conditions and method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

6. Subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The Company shall not issue any unpaid Shares or partial paid-up Shares.

6-1. Where the subscriber delays payment for shares, the Company shall stipulate a period of one (1) month or more and request the subscriber to pay up within the prescribed period. In case the subscriber fails to pay within the prescribed period, his subscription right shall be forfeited, and the shares subscribed by him may be otherwise offered for subscription by the Company.

7. (1) The Company may issue Shares without printing share certificates. Any share certificate of the Company, if any, shall not be the bearer certificate. During the Relevant Period, the Company shall not issue share certificates and the share certificates existing prior to the Relevant Period shall be cancelled, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his name.

(2) During the Relevant Period, the Company shall deliver, or shall cause its Shareholders' Service Agent to deliver Shares by book-entry transfer to the subscribers within thirty (30) days from the date such Shares were agreed to be purchased. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.

(3) During the Relevant Period, any transfer in respect of shares of the Company which are traded or listed on any Taiwan stock exchange or securities market may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the relevant approved stock exchange that are or shall be applicable to such shares of the Company which are traded or listed on such an approved stock exchange.

(4) The Company choosing to issue par value Shares shall not convert its shares into no par value Shares, nor shall the Company choosing to issue no par value Shares convert its shares into par value Shares.

8. During the Relevant Period:

(1) upon each issuance of new Shares, the Board may reserve ten percent (10%) to fifteen percent (15%) of the new Shares for subscription by the employees of the Company and/or its Subordinate Companies, as determined by the Board in its reasonable discretion; and

(2) where the Company issues new Shares for cash consideration, the Company shall allocate ten percent (10%) (or such greater percentage as may be determined by an Ordinary Resolution) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the GTSM and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares, the Company shall, after reserving the portion of Shares for subscription by the employees of the Company and/or its Subordinate Companies and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case the Member fails to confirm his subscription within the prescribed period his subscription right shall be forfeited, for their subscription in proportion to the number of Shares held by it, provided that:

   (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;

   (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

   (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:

   (a) in connection with a Merger or a Consolidation of the Company or the Spin-off of the Company's business, or pursuant to any reorganization of the Company;

   (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees of the Company and/or its Subordinate Companies;

   (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;

   (d) in connection with meeting the Company's obligation under Share subscription warrant or Preferred Shares vested with rights to acquire Shares;

   (e) in connection with any share swap arrangement entered into by the Company,

   (f) in connection with any Private Placement conducted pursuant to Article 11-2, or

   (g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

11. Subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-

thirds or more of the total number of Directors, enter into a share subscription right agreement with the employees of the Company and/or its Subordinate Companies whereby the employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each employee a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

11-1. The Company may, with the authority of a Special Resolution, issue Shares to employees of the Company and/or its Subordinate Companies subject to such restrictions and conditions as approved by a Special Resolution. In respect of the issuance of shares to employees in the preceding paragraph, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.

11-2. During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:

(a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;

(b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

(c) directors, supervisors (if any), officers and managers of the Company or its affiliated enterprises

12. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.

13. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C..

MODIFICATION OF RIGHTS

14. Whenever the share capital of the Company is divided into different Classes of shares, including where Preferred Shares are issued, subject to Article 38 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

15. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

16. (1) The Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholders' Service Agent's office in the R.O.C.

(2) Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, a branch register of members shall be maintained by TDCC in respect of Shares which are held through TDCC. Such branch register of members shall be maintained in accordance with the Law and the Company shall recognize each person identified in such branch register of members as a Member and such branch register of members shall form part of the Register.

REDEMPTION AND REPURCHASE OF SHARES

17. During the Relevant Period, any redeemable Preferred Share may only be redeemed out of surplus profits or proceeds from newly issued Shares as authorised by the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

18. (1) Subject to the Law, the Applicable Listing Rules and other provision of this Article, upon the approval of a majority of the Board present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares (including any redeemable Shares), either for cancellation or to be held as Treasury Shares, upon such terms and in such manner and subject to such conditions as the Board thinks fit, PROVIDED ALWAYS that such purchase is effected in accordance with the provisions of the Law and the Applicable Listing Rules. During the Relevant Period, except repurchases of Shares carried out pursuant to Article 18-1(1), the number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and that any proposed repurchase and cancellation of shares on a pro rata basis among all the Members is subject to approval by Special Resolution in accordance with Article 18-1(1). The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the GTSM or TWSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.

(2) Subject to the Law, where the Company holds Treasury Shares, the Company may cancel any or all of the Treasury Shares, or transfer any or all of the Treasury Shares to the employees of the Company and/or any of its Subsidiary Companies, on such terms and in such manner and such qualifications of the employees as determined by the Board, subject to Paragraph (3) of this Article. If repurchased Shares are held as Treasury Shares for the purpose of transfer to employees, the Company may impose transfer restrictions to prohibit employees from transferring such Shares during certain period with a maximum of two (2) years from the date that such Treasury Shares are transferred to the employees.

(3) Subject to Paragraph (4) of this Article, the Company may, by way of a Special Resolution passed at the immediate preceding general meeting of the Company, transfer the Treasury Shares to the employees of the Company and/or any of its Subsidiary Companies for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

(a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the

Discount Transfer, and the basis of such determination;

(b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;

(c) the qualification and terms of the employees of the Company and/or any of its Subsidiary Companies to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such employees may subscribe pursuant to the Discount Transfer; and

(d) matters that may affect Shareholders' rights:

(i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer, in accordance with the Applicable Listing Rules; and

(ii) any burden on the Company caused by the Discount Transfer, in accordance with the Applicable Listing Rules.

(4) The total aggregate amount of the Treasury Shares that are transferred to the employees of the Company and/or any of its Subordinate Companies pursuant to the Discount Transfer in accordance with Paragraph (3) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and the aggregate amount of the Treasury Shares transferred to each employee shall not exceed point five percent (0.5%) of the total number of issued and outstanding Shares of the Company.

(5) Subject to the Law and the Applicable Listing Rules, the Company shall not be entitled to exercise the rights of a Shareholder in respect of any Treasury Shares.

18-1. (1) The Company may carry out a repurchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The repurchase price payable to the Shareholders in connection with a repurchase of Shares described in the preceding paragraph may be paid in cash or in kind. Any repurchase price to be paid in kind shall be subject to approval by a Special Resolution and shall be subject to individual consent by the Shareholder receiving such payment in kind. Prior to convening the general meeting for approving such repurchase of Shares, the Board of Directors shall determine the monetary equivalent value of any repurchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C..

(2) For the avoidance of doubt, where the proposed repurchase and cancellation of shares is not on a pro rata basis, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with Article 18(1).

19. Any Shares redeemed in accordance with Article 17, and any Shares purchased for cancellation in accordance with Paragraph (1) of Article 18, shall be treated as cancelled immediately on redemption or purchase, as the case may be.

TRANSFER AND TRANSMISSION OF SHARES

20. Subject to the Law and Applicable Listing Rules, Shares issued by the Company shall be freely transferable, provided that any Share subscribed by the employees of the Company and/or any of its Subordinate Companies may be subject to transfer restrictions for the period no longer than two years as the Board may determine in its discretion.

21. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers shall be suspended when the Register is closed in accordance with Article 22.

CLOSING REGISTER OR FIXING RECORD DATE

22. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend, bonus issue or other distribution; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy or by way of electronic transmission (in which case there is a deemed appointment of proxy as stipulated in Article 46); and (c) any other purposes as determined by the Board.

In the event the Directors designate record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

(2) During the Relevant Period, the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the abovementioned period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

23. The Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year or such other period as may be permitted by the GTSM or TWSE (where applicable). The annual general meeting shall be convened by the Board.

24. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.

24-1. A general meeting may also be held by means of video-conference or other methods promulgated by the R.O.C. authorities in charge of the Company Act of the R.O.C.. Under the circumstances of calamities, incidents, or other force majeure, the R.O.C. authorities in charge of the Company Act of the R.O.C. may promulgate a ruling that authorizes the company within a certain period of time to convene a general meeting by means of video conference or other promulgated methods in which case the Company is permitted to convene general meeting in accordance with the rules and regulations promulgated by the R.O.C. authorities in charge of the Company Act of the R.O.C.. Participation in such a meeting shall constitute presence in person at such meeting. The Company shall comply with all prerequisites, procedures, and other matters under the Applicable Listing Rules, including but not limited to the Securities and Exchange Act of the R.O.C., to the extent that they do not contravene the laws of the Cayman Islands, for general meetings that are held via electronic facilities in whole or in part.

25. During the Relevant Period, all physical general meetings shall be held in the R.O.C.. Any physical general meeting held outside the R.O.C. territory shall be approved by the TWSE within two (2) days after the resolution determined by the Board or the approval of the competent authorities obtained by the Shareholders to convene a general meeting.

26. (1) Any one or more Member(s) holding at least three percent (3%) of the issued and outstanding Shares of the Company for a period of one (1) year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.

(2) Any one or more Member(s) continuously holding a majority of the issued and outstanding Shares of the Company for a period of three (3) months or a longer time

may convene an extraordinary general meeting. The calculation of the holding period and holding number of Shares shall be based on the holding at the time of Share transfer suspension date.

27. During the Relevant Period, the Company shall engage a Shareholders' Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

28. At any time other than during the Relevant Period, at least seven (7) days notice in writing prior to the scheduled date of any annual general meetings and five (5) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. During the Relevant Period, at least thirty (30) days notice in writing prior to the scheduled date of any annual general meetings and fifteen (15) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall specify the place (save for a meeting which is to be held electronically without a physical place of meeting), the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Members or as permitted by the Law and the Applicable Listing Rules. If a general meeting is to be held by way of electronic facilities in whole or in part, the notice of general meeting shall include a statement to such effect and with details of the electronic facilities to be provided for attendance and participation by electronic means at such meeting or in any event, such details shall be made available by the Company prior to the meeting.

28-1. During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 45, 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.

29. For the purpose of these Articles, the following matters shall be regarded as special business and be specified in the notice of general meeting with the description of their major contents, and shall not be proposed as ad hoc motions; the major contents may be posted on a website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the above notice:

(a) election or discharge of Directors;

(b) amendments to the Memorandum of Association and/or these Articles;

(c) winding-up, Merger/Consolidation, Spin-off or Share Swap of or involving the Company;

(d) entering into, amendment to, or termination of any contract for Lease Contract, Management Contract or Joint Operation Contract;

(e) the transfer of the whole or any material part of its business or assets;

(f) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;

(g) carrying out a Private Placement of any equity-type securities;

(h) granting a waiver to the Director’s non-competition obligation;

(i) distributing part or all of its dividends or bonus by way of issuance of new Shares;

(j) capitalisation or distribution of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the Capital Reserve from endowments received by of the Company by issuing new Shares or paying in cash to its existing Member in proportion to the number of Shares being held by each of them;

(k) reduction of capital; and

(l) application for the approval of ceasing its status as a public company.

30. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. In the case of the Company with an issued share capital reaching NT$2 billion or more as of the last day of the most recent financial year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more of the total number of issued shares of the Company as registered in the Register at the time of convening the annual general meeting in the most recent financial year, the Company shall upload the aforesaid electronic files thirty (30) days prior to the scheduled day of the relevant annual general meeting.

PROCEEDINGS AT GENERAL MEETINGS

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

32. (1) One or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, and the number of words therein contained shall not be more than three hundred (300), or otherwise such proposal shall not be included in the agenda. A Member's proposal submitted for urging the Company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at the annual general meeting by the Board.

(2) Prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board shall include a proposal submitted by Member(s) except for the following:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued and outstanding Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company;

(c) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals; or

(d) the proposal contains more than 300 words or more than one matters in a single proposal.

(5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

33. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

34. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

35. A general meeting may be adjourned by an Ordinary Resolution from place to place (where there is a physical place for holding such general meeting) within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting (if there is a physical place for holding such general meeting) shall be given as in the case of an original meeting.

36. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

37. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at general meeting shall be passed by an Ordinary Resolution.

38. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:

(a) enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

(b) transfer the whole or any material part of its business or assets;

(c) acquire the whole business or assets of other(s), which will have a material effect on the business operation of the Company;

(d) distribute part or all of its dividends or bonus by way of issuance of new Shares;

(e) effect any Spin-off of the Company's business, Consolidation and/or Merger;

(f) be voluntary wound up;

(g) carry out a Private Placement;

(h) grant a waiver to the Directors' non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(i) change its name;

(j) change the currency denomination of its share capital;

(k) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;

(l) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(m) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association;

(n) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;

(o) subject to these Articles (including without limitation Articles 14 and 15), alter or amend the Memorandum of Association or these Articles, in whole or in part;

(p) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;

(q) appoint an inspector to examine the affairs of the Company under the Law;

(r) issue new Shares to employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions;

(s) subject to these Articles (including without limitation Articles 99), capitalisation or distribution of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the Capital Reserve from endowments received by of the Company by issuing new Shares or paying in cash to its existing Member in proportion to the number of Shares being held by each of them; and

(t) Share Swap.

38-1. Notwithstanding the provision of these Articles, unless otherwise provided by the Law or the Applicable Listing Rules,a resolution adopted by two-thirds or more of the votes of the Shareholders who represent the total number of issued Shares of the Company shall be required for a Merger or Consolidation of the Company where the Company is dissolved thereafter, and for a general transfer, a Share Swap, or a Spin-off resulting in a termination of trading or listing of the Shares on any stock exchange, where the surviving, transferee, existing or newly incorporated company is not a listed or OTC company.

39. (1) In the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 38 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 38 and at the same meeting the resolution for the winding up of the Company is also adopted.

(2) In the event any part of the Company's business is involved in any Spin-Off, Merger/Consolidation, Acquisition, or Share Swap, a Member who has voted against or abstained from voting in a general meeting and has expressed his dissent therefor, in writing or verbally that was recorded before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law. Shares which were present at such general meeting but abstained from voting in such resolution relating to any Spin-Off, Merger/Consolidation, Acquisition, or Share Swap, shall not be counted in the total number of votes of Members present at the meeting nor be counted towards the quorum for such particular resolution.

(3) Without prejudice to the Law and the rights available to a dissenter under the Law, a Member who makes a request pursuant to Paragraphs (1) or (2) of this Article shall submit the request in writing within twenty (20) days following the date of the resolution, and specify the purchase price. If the Member and the Company reach an agreement on the purchase price, the Company shall pay for the shares within ninety (90) days following the date of the resolution. In case no agreement is reached, the Company shall pay the then fair price it has recognized in accordance with the Law to the dissenting Member within ninety (90) days following the date of the resolution. In the event the Company fails to pay for the shares, the Company shall be deemed to be agreeable to the purchase price requested by the Member.

(4) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) day period, file a petition

to Taiwan Taipei District Court against all the dissenting Members for a ruling on the appraisal price.

40. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, within thirty (30) days from the date of the resolution, submit a petition to Taiwan Taipei District Court or a competent court in Cayman Islands, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

VOTES OF MEMBERS

41. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member who is present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

42. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers.

42-1. (1) If a Shareholder of the Company holds shares for others, such Shareholder may exercise his/her voting power separately.

(2) The qualifications, scope of application, methods of exercise, operating procedures and other matters for compliance with respect to separately exercising voting power in the preceding Paragraph shall be in compliance with the Applicable Listing Rules.

43. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.

44. (1) No vote may be exercised with respect to any of the following Shares:

(a) the Shares held by the Company itself (if such holding is permitted by the Law and these Articles);

(b) the Shares held by any Subordinate Companies, of which a majority of the total issued and outstanding shares or the total amount of capital stock with voting rights are held by the Company; or

(c) the Shares held by other companies, of which a majority of the total issued and outstanding shares or the total amount of the capital stock with voting rights are, either directly or indirectly, held by the Company and its holding/Subordinate Companies.

(2) Subject to the Law and these Articles, the Shares held by any Member who has no voting rights shall not be counted in the total number of the issued and outstanding Shares with voting rights while adopting a resolution at a general meeting.

(3) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.

(4) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "Charged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting nor quorum at such general meeting.

45. To the extent permitted by the Law, the Board shall, subject to the Applicable Listing Rules, recognize electronic transmission as one of the ways for the Members to exercise their voting powers. If a written instrument or electronic transmission for voting is required to be used, the relevant methods and procedures shall be specified in the notice of that meeting.

46. A Member who exercises his votes in writing or by way of electronic transmission in accordance with these Articles shall be counted towards the quorum. For the avoidance of doubt, those Members voted in writing or by way of electronic transmission shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting in the manner directed by the written instrument or electronic document; provided, however, that such appointment shall not be treated as an appointment of any proxy as defined under the Applicable Listing Rules. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the

general meeting, and the Members shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

47. (1) A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 45 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 written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 46 by the first written ballot or transmission shall prevail unless it is expressly stated in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

(2) Subject to Article 53, in case a Member who has casted his votes in writing or by way of electronic transmission (the "**Prior Instruction**") intends to attend the general meeting in person, he shall, at least two (2) days prior to the meeting date, revoke his previous votes by serving a separate notice (the "**Revocation Notice**") in the same manner as such Member casted his votes; otherwise, subject to the laws of the Cayman Islands, the deemed appointment by the Member of the chairman as proxy shall remain valid. Under the laws of the Cayman Island, if a Member fails to serve a Revocation Notice in the aforesaid manner and attends the general meeting in person, unless the Prior Instruction is rendered irrevocable on the basis that such Prior Instruction was coupled with an interest or for other reasons under the laws of the Cayman Island, such Member shall still be entitled to vote in person and the deemed appointment by the Member of the chairman as proxy shall be deemed revoked.

48. [***Intentionally left blank***]

49. The proceedings regarding the general meeting and the voting in the general meeting not covered by these Articles shall be governed by the internal rules of the Company to the extent that they do not conflict with these Articles, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.

50. Where the Company has only one Shareholder, a resolution in writing signed by such Shareholder in accordance with these Articles shall be as valid and effective as if the same had been passed at a general meeting of the Company duly called and constituted.

PROXY

51. A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form prepared by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.

52. A Member may only appoint one proxy for each general meeting and shall serve an executed proxy in compliance with the preceding Article to the Company or its designated Shareholders' Service Agent as the case may be no later than five (5) days prior to the relevant meeting date. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the relevant meeting date.

53. In case a Member who has served a proxy (the "**Prior Instruction**") intends to attend the relevant general meeting in person, a proxy revocation notice (the "**Revocation Notice**") shall be made to the Company or Shareholders' Service Agent at least two (2) days prior to the scheduled date of the general meeting; otherwise, subject to the laws of the Cayman Islands, the votes cast by the appointed or deemed appointed proxy at the meeting shall prevail. Under the laws of the Cayman Islands, if a Member fails to serve a Revocation Notice in the aforesaid manner and attends the general meeting in person, unless the Prior Instruction is rendered irrevocable on the basis that such Prior Instruction was coupled with an interest or for other reasons under the laws of the Cayman Island, such Member shall still be entitled to vote in person and the appointed proxy shall be deemed revoked.

54. A Member who is deemed to have appointed the chairman as proxy pursuant to Article 46 for purposes of casting his vote by written instrument approved by the Board or by way of electronic transmission shall have the right to appoint another person as its proxy to attend the meeting, in which case the express appointment of another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 46 and the Company shall only count the vote(s) casted by such expressly appointed proxy at the meeting.

55. The proxy form prepared by the Company shall be expressed to be for a particular general meeting only and shall include the following: (a) instructions on how to fill in and complete such proxy form, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information of the Member as appointor, the proxy, and proxy solicitor (if any). To the extent permitted by the Law, the proxy form prepared to be used for a particular general meeting shall be sent out together with the notice of that general meeting, either in writing through post or by electronic transmission, as the case maybe, to all Members on the same day.

56. Except for trust enterprises or shareholders' service agencies duly licensed under the R.O.C. competent authorities, save with respect to the chairman being deemed appointed as proxy under Article 46, where a Person acts as a proxy for two or more Members, the number of Shares with voting rights that the proxy may vote in respect thereof represented by him shall not exceed three percent (3%) of the total number of issued and outstanding Shares with voting rights of the Company; otherwise, such number of Shares with voting rights in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of Shares with voting rights present at the relevant meeting but shall be included in the quorum. Upon such exclusion, the number of Shares with voting rights being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of Shares with voting rights being excluded and the number of Shares with voting rights that such Members have appointed the proxy to vote for.

57. The use and solicitation of proxies shall be subject to, the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.).

DIRECTORS AND THE BOARD

58. (1) The number of Directors shall be a minimum of five (5). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

(2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the duties of a director. Any natural person designated as an authorized representative by such Juristic Person may be replaced by another natural person to be authorized by the Juristic Person from time to time so as to fulfil the remaining term of the office of the predecessor.

(3) The Board shall be elected or appointed by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting") in the following manner:-

(i) on an election of directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of directors nominated for appointment at the general meeting provided that such votes shall only cumulate in respect of such number of directors nominated within the same category (namely, independent or non-independent) of directors to be appointed;

(ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more directors within the same category of directors to be elected;

(iii) such number of directors receiving the highest number of votes in the same category of directors to be elected shall be appointed; and

where two or more directors nominated for appointment receive the same number of votes which exceeds the number of new directors intended to be appointed, there shall be a draw by the such directors receiving the same number of votes to determine who shall be appointed; the chairman shall draw for a director nominated for appointment who is not present at the general meeting.

(4) The proceedings and the voting regarding the election of Directors not covered by these Articles shall be governed by the Methods of Election of Directors of the Company and the internal rules of the Company, as adopted and amended by an Ordinary Resolution of the Members from time to time to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.

59. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of all the Directors. Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination. For election of Directors and Independent Directors among the Directors, the Company shall adopt and apply a candidate nomination mechanism in compliance with the Applicable Listing Rules and the shareholders shall elect the directors from among the nominees listed in the roster of Directors and Independent Directors candidates.

60. The term for which a Director will hold office shall be three (3) years; thereafter he may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office.

61. (1) Notwithstanding the preceding Article, a Director may be removed at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Company may by an Ordinary Resolution put all Directors for re-election before the expiration of the term of office of such Directors. In this event, if it is not specified in such resolution that

the existing Directors will not retire until the expiration date of their terms of office or other specified date, they shall be deemed retired on the date of such resolution, subject to the successful election of the new Directors at the same meeting.

62. The Board shall have a chairman (the "**Chairman**") elected and appointed in term by a majority of the Directors present at a meeting of the Board attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every meeting of the Board and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

63. A Director shall not be required to hold any Shares in the Company; further, in order to improve corporate governess, the Company may, with the approval of a majority of the Directors present at a meeting attended by one-seconds or more of the total number of the Directors, purchase and maintain liability insurance for the benefit of all Directors, officers, and the directors, supervisors, or legal representatives of any Subordinate Company appointed by the Company against their liabilities resulting from acting in their capabilities as Directors, officers, or the other appointed positions during the term of office.

64. The remuneration of a Director may differ from other Directors, and shall be determined, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the business operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard, (d) recommendation by the remuneration committee and (e) such other relevant factors.

65. When the number of Directors falls below five (5) due to a Director vacating his office for any reason, the Company shall hold an election for Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the vacancy.

INDEPENDENT DIRECTORS

66. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is

greater. One (1) of the Independent Directors shall be domiciled in the R.O.C. (such domicile being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.

67. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

68. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.

69. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

69-1. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation the duty of care, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In case a Director breaches any of its fiduciary duties and acts for his or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act.

(2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.

(3) The preceding two Paragraphs of this Article shall apply, *mutatis mutandis*, to the officer(s) of the Company, who are authorised to act on its behalf in a senior management capacity, when carrying out the duties of their positions.

70. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

DISQUALIFICATION AND DISCHARGE OF DIRECTORS

71. The office of Director shall be vacated, if such Director:

(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of the sentence, or on probation or after remission of punishment is less than five (5) years;

(b) has been convicted of fraud, breach of trust or misappropriation with imprisonment for a term of more than one (1) year, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of such sentence, or on probation or after remission of punishment is less than two (2) years;

(c) commits the offense as specified in the Anti-corruption Act and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of such sentence, or on probation or after remission of punishment is less than two (2) years;

(d) becomes bankrupt or has been adjudicated of the commencement of winding up process by a court under the laws of any jurisdiction and has not been reinstated to his rights and privileges;

(e) has allowed cheques and other negotiable instruments drawn by such Director to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;

(f) lacks all or part of legal capacity on the basis that such Director is under twenty years of age (except where such Director is legally married);

(g) dies or is found to be or becomes of unsound mind;

(h) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law or Applicable Listing Rules;

(i) ceases to be a Director by virtue of Article 72;

(j) resigns his office by notice in writing to the Company;

(k) is removed from office pursuant to these Articles;

(l) has been ordered to be discharged by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts;

(m) has transferred, during the term of office as a director, more than one half of the Company's shares being held by such Director at the time such Director is elected, and the vacation becomes effective from the date such Director has transferred more than one half of the Company's shares being held by such Director at the time such Director is elected;

(n) has transferred, after having been elected but before his/her appointment becomes effective, more than one half of the Company’s shares being held by such Director at the time of his/her election as such; or has transferred more than one half of the total number of shares such Director held within the share transfer prohibition period fixed prior to the date of the shareholders' meeting convened to approve his/her appointment, then his/her appointment as a director shall not take effect; or

(o) has been adjudicated of the commencement of assistantship and such assistantship having not been revoked yet.

72. A spousal relationship and/or a Family Relationship within the Second Degree of Kinship may not exist among more than half (1/2) of the members of the Board (the “Threshold”), unless with prior approval by the Commission, the GTSM or the TWSE (where applicable).

Where the appointment of any person having a spousal relationship and/or a Family Relationship within the Second Degree of Kinship with any existing member of the Board or with any other person(s) also nominated for appointment as a director (the "Related Person") is proposed at a general meeting, only the following persons may be appointed as a Director:

(i) firstly, such person(s) approved by the Members by way of Cumulative Voting and who is not a Related Person; and

(ii) secondly, such number of Related Person(s) elected by the Members by way of Cumulative Voting and who receive the highest number of votes from the Members for its appointment among all the Related Persons the appointment of whom would not result in contravention of the Threshold. If the existing composition of the Board fails to satisfy the Threshold, such Director in office being a Related Person shall immediately cease to be a Director of the Company.

73. In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of the Law or these Articles, but has not been discharged by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a court having proper jurisdiction, including the Taipei District Court of the R.O.C., if and to the extent permitted under the Law, for removing the Director.

73-1. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the outstanding Shares continuously for a period of more than six(6) months may request in writing any Independent Director who is a member of Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the ROC Taipei District Court, and for the avoidance of doubt, any one Independent Director is authorised to act in such manner, notwithstanding that there is no Board meeting or resolution in writing signed by all of the Directors expressly approving the same. In case such Independent Director who is a member of Audit Committee fails to file such action within thirty (30) days after receipt of such request, subject to the applicable laws, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

74. During the Relevant Period, for the despatch of business, the Directors shall convene and hold a meeting of the Board (either within or outside the Cayman Islands) at least once each quarter.

75. At least seven days notice in writing shall be given to every Director which notice shall set forth the general nature of the business to be considered at a meeting of Board, provided however in the case of emergency, a meeting of the Board may be convened on short notice if the quorum required under Article 78 is present. Such notice may be given to any Director either personally, or by facsimile or electronic communication, or by sending it through the post. Copies of minutes of such meeting shall be provided to all Directors after the Board meeting.

76. A Director may participate in a meeting of Board, or of any committee established in accordance with Article 84 of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

77. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. However, no Director may act as proxy for two (2) or more other Directors.

78. Unless otherwise provided by the Law, the Applicable Listing Rules and in these Articles, any matter proposed for consideration and approval at a meeting of Board shall be decided by a resolution passed by a majority of votes cast by the Directors, being entitled so to do, voting in person or, where proxies are allowed, by proxy at such meeting attended by more than one-half of all the Directors as the quorum. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.

79. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its important components at the relevant meeting. In the Merger and Acquisition by the Company, a Director who has a personal interest in the transaction of the Merger and Acquisition shall explain the essential contents of such personal interest and the reasons why, whether he is allowed to vote or not, he/she supports or does not support the proposed resolution relating to the Merger and Acquisition at the meeting of the Board

and the general meeting. The Company shall disclose in the notice convening the general meeting the key points of a Director's personal interest in the proposed Merger and Acquisition and the reasons why he/she supports or does not support the proposed resolution relating to the Merger and Acquisition; these contents may be posted on a website designated by the Commission, the GTSM or the TWSE (where applicable) or by the Company, with the address of such website indicated in the above notice. Where the spouse, a relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the above-mentioned matters under discussion in the meeting, such Director shall be deemed to have a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.

80. Subject to these Articles, a Director other than an Independent Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

81. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

82. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

83. The proceedings regarding meetings of the Board not covered by these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to a general meeting from time to time to the extent they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules, particularly the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies.

COMMITTEE

84. Subject to the Law and the Applicable Listing Rules, the Board may establish any committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of one or more Directors and the membership, powers, duties and proceedings regarding such committee(s) shall be governed by the internal rules of the Company, as adopted and amended by the Board.

85. (1) During the Relevant Period, the Company shall establish an Audit Committee.

(2) In the case of an Audit Committee that has been established by the Company, the Audit Committee shall comprise all the Independent Directors. It shall not be fewer than three Persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

(3) A resolution of the Audit Committee shall be approved by one-half or more of all members of the Audit Committee.

(4) In the case of an Audit Committee that has been established by the Company, the following matters shall be subject to the approval of one-half or more of all Audit Committee Members and be submitted to the Board for a resolution:

(a) adoption or amendment of an internal control system;

(b) assessment of the effectiveness of the internal control system;

(c) adoption of or amendment to handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, monetary loans to others, or endorsements or guarantees for others;

(d) a matter bearing on the personal interest of a Director;

(e) a transaction related to material asset or derivatives;

(f) a material monetary loan, endorsement, or provision of guarantee;

(g) the offering, issuance, or private placement of any equity-type securities;

(h) the engagement or dismissal of an attesting chartered public accountant (external auditor), or the compensation given thereto;

(i) the appointment or discharge of a financial, accounting, or internal auditing officer; and

(j) annual and semi-annual financial reports;

(5) With the exception of subparagraph (j), any matter under a subparagraph of the preceding paragraph of this Article that has not been approved with the approval of one-half or more of all Audit Committee Members may be undertaken upon the approval of two-thirds or more of all Directors in office, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.

85-1. (1) Before any resolution of the Merger and Acquisition by the Board, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then report the review results at the meeting of the Board and the general meeting. However, if the Merger and Acquisition does not require approval by Members of the Company at a general meeting under the Law, such review results are not required to be reported at the general meeting.

(2) When the Audit Committee reviews the aforesaid matters, it shall seek opinions from an independent expert on the justification of the share swap ratio or distribution of cash or other assets to Members.

(3) The review results of the Audit Committee and opinions of independent experts shall be delivered to Members together with the notice of the general meeting. If the Merger and Acquisition does not require approval of the Members under the Law, the Board shall submit reports related to the Merger and Acquisition at the next closest general meeting.

(4) If the Company published the same contents of the documents to be delivered to Members pursuant to Paragraph 3 of this Article on the website designated by the Commission, the GTSM or TWSE (where applicable) and those documents are prepared at the venue of the general meeting for Members' inspection, those documents shall be deemed to have been delivered to Members.

86. During the Relevant Period, the Company shall establish a remuneration committee and the professional qualifications for its members, the exercise of their powers of office, and related matters shall comply with the Law or the Applicable Listing Rules. Remuneration referred to in the preceding sentence shall include salary, stock options, and any other substantive incentive measures for directors and officers.

RESERVE

87. During the Relevant Period, the Company, when allocating its surplus profits after paying all taxes and duties, shall first set aside ten percent (10%) of said profits as statutory reserve (the "**Statutory Reserve**"). Where the Statutory Reserve amounts to the total issued share capital, this Article shall not apply.

88. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, aside from the Statutory Reserve, the Company may, by an Ordinary Resolution, set aside an additional amount of its surplus profits as special reserve (the "**Special Reserve**") for such purposes as may be approved by the shareholders by way of an Ordinary Resolution.

89. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles (including Article 99 and Article 100), the Statutory Reserve and the Capital Reserve shall not be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Special Reserve is insufficient to offset such losses.

DIVIDENDS AND BONUSES

90. Subject to the Law, the Applicable Listing Rules and these Articles, the Company may, by an Ordinary Resolution, declare dividends or bonuses in any currency to be paid to the Members when there is any surplus profit at the end of the financial year; PROVIDED THAT where the aggregate amount of its Statutory Reserve exceeds by fifty percent (50%) of the total issued share capital of the Company, the Company may, by an Ordinary Resolution, distribute any or all of the excess amount from the Statutory Reserve as dividends or bonuses even if there is no surplus profit at the end of the financial year. During the Relevant Period, dividends or bonuses payable to the Members shall only be paid in TWD.

90-1. (1) If the Company makes a profit in a financial year, it shall distribute one percent (1%) to five percent (5%) of the profits in that year as employees' compensation. However, if the Company has accumulated losses, the Company shall first reserve such profits for setting off such losses.

(2) The employee compensation in the preceding paragraph may be distributed in the form of shares of the Company or in cash. The distribution shall be approved by a majority of the Directors present at a meeting attended by two-third or more of the total number of the Directors in office and then reported to the Shareholders at the next general meeting.

(3) Where the employee compensation is to be paid in shares of the Company, employees of Subordinate Company who satisfy certain criteria may also be entitled to such shares. The criteria shall be promulgated by the Board.

(4) Where any profit shall be distributed to employees in the form of new shares to be issued by the Company pursuant to Article 90-1(2) above, the Board is authorized to apply and capitalize such part of the profits of the Company and issue the said shares of the Company at par.

90-2. If the Company makes a profit in a financial year, upon approval by a resolution of a majority of the Directors present at a meeting attended by two-third or more of the total number of the Directors in office, it may distribute up to three percent (3%) of the profits in that year as directors' compensation. However, if the Company has accumulated losses, the Company shall first reserve such profits for setting off such losses.

91. (1) Subject to the Applicable Listing Rules, the Company may distribute its surplus profits or set off losses at the end of each quarter of a financial year. The business report, the financial statements and the proposal relating to profit distribution and/or setting off of losses of the preceding three quarters shall be submitted to the Board for approval after being audited by Independent Directors who are members of the Audit Committee.

(2) When distributing surplus profits pursuant to the preceding Paragraph, the Company shall first estimate and make provisions for the tax payable and set off its losses in accordance with the laws.

(3) Where surplus profits are distributed pursuant to Paragraph (1) of this Article, the Company, subject to the Applicable Listing Rules, may by a Special Resolution have the whole or a part of the surplus profit distributable as dividends or bonuses paid in the form of new shares for such purpose; provided however any fraction of such newly issued shares shall be paid in cash. The whole or a part of the distributable dividends or bonuses, may, upon the approval of the Board, be paid in cash.

(4) Any distribution of surplus profits or setting off of losses pursuant to Paragraphs (1) to (3) of this Article shall be based on financial statements audited or reviewed by a certified public accountant.

91-1. Subject to the preceding Article and the Applicable Listing Rules, if the Company has profits in a financial year, the Company, after paying or reserving all relevant taxes, offsetting losses (including losses of previous years), setting aside the Statutory Reserve (if required) and the Special Reserve (if any), may, by an Ordinary Resolution of the general meeting, declare and distribute any balance left over ("Distributable Surplus") plus any undistributed retained profits from previous years to the Members as dividends and bonuses, provided that the amount distributed is no less than ten percent (10%) of the Distributable Surplus, and no less than ten percent (10%) of such dividends and bonuses allocated to Members shall be paid in cash. Bonuses and dividends may also be declared and paid out of the Share Premium Account or any other fund or account which may be authorised for this purpose in accordance with the Law, the Applicable Listing Rules and these Articles (including Article 99 and Article 100).

92. (1) Where dividends or bonuses are declared in accordance with the preceding Article, the Company, subject to the Law and Applicable Listing Rules, may by a Special Resolution have the whole or a part of the surplus profit distributable as dividends or bonuses paid in the form of new shares for such purpose; provided however any fraction of such newly issued shares shall be paid in cash and to effect the aforesaid, the Board is authorized to apply and capitalize such part of the profits of the Company and issue the said shares of the Company at par.

(2) Where dividends or bonuses are declared in accordance with the preceding Article, the Company may, upon the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors, resolve that the whole or a part of the surplus profit distributable as dividends or bonuses paid in cash; and in addition thereto a report of such distribution approved by the Board shall be reported to the general meeting of Members.

(3) No dividend or other distribution or other monies payable by the Company on or in respect of any Share shall bear interest against the Company. All unclaimed dividends or distributions may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend or distribution unclaimed by a Member six years after the dividend or distribution payment date shall be forfeited and revert to the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

93. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Board.

94. The books of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of each Director.

95. At the end of each financial year, the Board shall prepare: (1) the business report; (2) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (3) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting, and upon adoption at the annual general meeting, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may notify any Member(s) by way of public announcement(s) of the abovementioned statements and resolutions.

96. The documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholders' Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.

97. The Board shall keep copies of the Memorandum of Association, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholders' Service Agent's office in the R.O.C.. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspect, transcribe or to make copies to make copies of the above documents. The Company shall make its Shareholders' Service Agent to provide with the access.

97-1. The Board or other authorized conveners of general meetings may require the Company or its Shareholders' Service Agent to provide with the roster of Shareholders.

98. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands if so required.

CAPITALISATION OF RESERVE

99. (1) Subject to the Law and Paragraph (2) of this Article, where the Company incurs no loss, it may, by a Special Resolution, capitalise or distribute its Statutory Reserve and the following Capital Reserve: (i) Share Premium Account and (ii) the income from gifts and donations received by the Company, in whole or in part, by issuing new fully paid shares or paying in cash to the Members in proportion to the number of shares held by each of them in accordance with the Law and the Applicable Listing Rules.

(2) The Statutory Reserve to be capitalized or distributed by issuing new fully paid shares or paying in cash to the Members shall be limited to the part of the Statutory Reserve in excess of twenty-five percent (25%) of the issued share capital of the Company.

100. Subject to the requirements of the Law, the Board may make any arrangements it thinks fit to resolve a difficulty arising in the capitalisation under the preceding Article, including without limitation, Shares distributable in fractions.

TENDER OFFER

101. During the Relevant Period, within fifteen (15) days after the receipt of the copy of a tender offer application form and relevant documents referred to in the Applicable Listing Rules by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

(a) the types, numbers and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the issued and outstanding Shares in its own name or in the name of other Persons;

(b) the recommendations to the Members on the status of verification of the identity and financial condition of the offeror, fairness of the tender offer conditions, and reasonableness of the sources of the tender offer funds, which shall set forth the specific opinions of the Directors who consent or object to the tender offer and the reason(s) therefore;

(c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any; and

(d) the types, numbers and amount of the Shares of the tender offer or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the issued and outstanding Shares held in its own name or in the name of other Persons.

WINDING UP

102. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares

held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

103. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

104. [***Intentionally left blank***]

NOTICES

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

106. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.

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

(a) post, shall be deemed to have been served one (1) day after the time when the letter containing the same is posted or delivered to the courier;

(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;

(c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or

(d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

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

REGISTERED OFFICE OF THE COMPANY

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

CORPORATE GOVERNANCE

110. (1) During the Relevant Period, the proceedings regarding acquisition and disposal of assets of the Company (including financial derivatives trading), loan of funds and making of endorsement/guarantees shall be governed by the Procedures for Acquisition and Disposal of Assets, the Procedures for Loaning of Funds and for Offering of Endorsements/Guarantees, the internal rules of the Company, as adopted and amended by an Ordinary Resolution to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.

(2) During the Relevant Period, the proceedings regarding related party transactions shall be governed by the Regulations Governing Related-Party Transactions, the internal rules of the Company, as adopted and amended by the Board from time to time to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.

(3) When conducting its business, the Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

111. During the Relevant Period, the internal control system will be established by the Board which shall be in compliance with the Law and the relevant Applicable Listing Rules and do not conflict with these Articles.

FINANCIAL YEAR

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

SEAL

113. The Company shall have one or more Seals, as the Board may determine. No Seal shall be used without the authority of the Board. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed by one Director or the Secretary or by such other person or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.

THE LAWS OF THE ROC

114. Notwithstanding any provision to the contrary herein, any laws, regulations and rules of any jurisdiction other than the Cayman Islands shall only apply to the maximum extent permissible under the laws of the Cayman Islands and the Law.

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

115. (1) During the Relevant Period, the Company shall appoint its litigation or non-litigation agent under the Securities and Exchange Act of the R.O.C. and such agent will be deemed as its responsible person in the R.O.C. under the Securities and Exchange Act of the R.O.C.

(2) The preceding agent shall have residence or domicile in the R.O.C.

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

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[Appendix III]

Chlitina Holding Limited
Procedure for the Acquisition or Disposal of Assets

Chapter 1 General Provisions

Article 1 Purpose: These Regulations are established particularly to protect assets, consolidate information disclosure, and to comply with regulatory requirements.

Article 2 Legal basis: To acquire or dispose of assets, the Company shall follow the Procedure unless it is specified otherwise in the applicable financial laws and regulations.

Article 3 The applicable assets herein are as follows:

(I) Securities: Investments in shares, government bonds, corporate bonds, bank debentures, securities symbolic of funds, depository receipts, subscription (sale) warrant, beneficiary securities, and asset-based securities, etc.

(II) Real estate (including land, premises and buildings, investment-oriented real estate, land user right, and construction inventory) and equipment.

(III) Membership card.

(IV) Intangible assets: Patent rights, copyrights, trademark rights, franchise, and sublease, among other intangible assets.

(V) User right-associated assets.

(VI) Financial institution's creditor's right (including accounts receivable, negotiations discount and loans, accounts collectible).

(VII) Derivatives.

(VIII) Assets acquired or disposed of because of consolidation, severance, acquisition, or assignment of shares according to law.

(IX) Other important assets.

Article 4 Terms and Definitions:

(I) Derivatives are the forward contracts, option contracts, futures contracts, leverage contracts, swap contracts, combinations of the above contracts, or combination contracts of embedded derivatives, or structural commodities, etc. whose value is derived from a specific interest rate, the value of a financial instrument, the value of a commodity, the exchange rate, the price or rate index, the credit rating or credit index or other variables. Forward contracts do not contain insurance contracts, fulfillment contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sales) contracts.

(II) Assets acquired or disposed because of consolidation, severance, acquisition or assignment of shares according to law are those acquired or disposed of from consolidation, severance, or acquisition in accordance with the Business Mergers and Acquisitions Act, the Financial Holding Company Act, the Financial Institutions Merger Act, or other laws or acceptance of shares from other companies (hereinafter referred to as the "Acceptance of Shares") as a result of release of new shares as required by Article 156-3 Paragraph 8 of the Company Act.

(III) Related party or subsidiary shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

(IV) The so-called "professional appraiser" refers to a real estate appraiser or someone else that may be engaged in the appraisal of real estate or equipment according to law.

(V) The so-called "actual date of occurrence" is the date when a transaction contract is signed, the payment is made, the entrusted transaction takes place, the transfer is completed, the Board of Directors makes a decision, or it is sufficient to define the counterparty and the value of transaction, whichever occurs first. When the investment requires approval by the Competent Authority, however, it is the date indicated above or the date when the approval from the Competent Authority is received, whichever occurs first.

(VI) Investment in Mainland China is that embarked on in accordance with the requirements of the Guidelines for Approving Investments or Technical Collaborations in Mainland China of the Investment Commission of MOEA.

(VII) Investment professional refers to the financial holding company, bank, insurance company, notes financing company, trust business, securities dealer that runs self-owned or underwriting business, futures dealer that runs a self-owned business, securities investment trust business, securities investment consulting business and funds manager established as required by law and subject to the governance of the local competent financial authority.

(VIII) Stock exchange refers to the Taiwan Stock Exchange domestically and any stock exchange that is organized and subject to governance by the local securities competent authority internationally.

(IX) Operating site of securities dealers is a place where securities dealers have exclusive counters to facilitate transactions as required by the Regulations Governing Trading of Securities on Over-The-Counter Markets domestically and the operating site of a financial institution that is subject to governance by the local securities competent authority and may deal with securities internationally.

Article 5 Regulations governing the appraisal report or opinions

For the appraisal report or the opinions from the CPA, the attorney, or the securities underwriter obtained by the Company, the professional appraiser and the appraisal staff, CPA, attorney or securities underwriter shall meet the following requirements:

(I) No finalized sentence in prison of at least one year due to a violation of the Securities Exchange Act, the Company Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act or frauds, breach of trust, embezzlement, forgery or criminal act during business operations. This, however, does not apply to those having served their sentence in prison, probation period, or when it has been three years following a pardon.

(II) No correlation or substantial relationship with the parties to the transaction.

(III) If the appraisal report is to be obtained from at least two professional appraisers, different professional appraisers or appraisal staff may not be related to one another or are substantially correlated.

The said parties in the preceding paragraph, to issue an appraisal report or opinions, shall follow the self-regulatory rules of the trade associations to which it belongs and the requirements below:

(I) Prior to undertaking a case, careful self-assessment of professionalism, practical experiences, and independence shall be performed.

(II) When executing a case, appropriate operating procedures shall be properly planned and enforced in order to render a conclusion and produce a report or opinions accordingly and the procedure enforced, data collected, and conclusions reached shall be truthfully and thoroughly documented in the work sheet.

(III) For the sources of data, parameters, and information, among others, used, the appropriateness and legitimacy shall be evaluated item by item and accordingly the appraisal report or opinions may be issued.

(IV) The disclaimer shall cover the statement that related staff has the professionalism and is independent and that the information used has been determined to be appropriate and reasonable and compliant with the applicable laws and regulations.

Chapter 2 Establishment of the Regulations

Article 6 Amendment

(I) These Regulations shall be approved by at least one-half of all members of the Audit Committee and be submitted to the Board of Directors for a final decision. Once they are approved by the Board of Directors, they shall be submitted to respective Audit Committee members and also the shareholders' meeting for approval; the same applies upon revision. In case of any disagreement expressed by directors with records or written statements, the Company shall also submit such materials to the respective Audit Committee members.

(II) The Company has independent directors and hence when these Regulations are submitted to the Board of Directors for discussion as required by the preceding paragraph, opinions from the respective independent directors shall be sufficiently taken into consideration and their disagreement or reserved opinions and reasons shall be included as part of the meeting minutes.

(III) Without the approval by at least one half of all members of the Audit Committee for Paragraph 1, it may be supported by at least two-thirds of all directors and the decision of the Audit Committee shall be specified in the meeting minutes of the Board of Directors.

(IV) "All members of the Audit Committee" indicated in the preceding three paragraphs and "all directors" indicated in the preceding paragraph refer to those actually in service.

Article 7 Taking into consideration opinions from independent directors

(I) For the acquisition or disposal of assets in accordance with these Regulations or other legal requirements by the Company that shall be approved by the Board of Directors, in case of any disagreement expressed by directors with records or written statements, the Company shall also submit such materials to respective Audit Committee members.

(II) When transactions of assets acquired or disposed of are submitted to the Board of Directors for discussion as required in the preceding paragraph, opinions from respective independent directors shall be sufficiently considered and any disagreement or reserved opinions from the independent directors shall be included as part of the meeting minutes.

(III) Transactions of important assets or derivatives shall be approved by at least one half of all members of the Audit Committee and by the Board of Directors. The requirements in Paragraphs 3 and 4 of Article 6 apply.

Chapter 3 Acquisition or Disposal of Assets

Article 8 To acquire non-operating real estate or the user right-associated assets, securities, the Company and its subsidiaries shall follow the requirements below regarding their limits:

(I) Investment in non-operating real estate or the user right-associated assets: The limit is 30% of all assets of the respective company at the time of purchase.

(II) Total limit of investment in securities:

1. Reverse re-purchase of monetary funds and government bonds: The limit is the total assets of the respective company at the time of purchase.
2. Other securities: The limit is 20% of the total assets of the respective company at the time of purchase. This does not include long-term investments in stock options.

(III) Limit of individual securities purchased:

1. Reverse re-purchase of monetary funds and government bonds: The limit is 80% of the total assets of the respective company at the time of purchase.
2. Other securities: The limit is 10% of the total assets of the respective company at the time of purchase. This does not include long-term investments in stock options.

Article 9 Procedure for the Acquisition or Disposal of Real Estate, Equipment or User Right-associated Assets

(I) Evaluation and operating procedure: The acquisition or disposal of the Company's real estate and equipment or the user right-associated assets is consistently based on the real estate, plants and equipment cycles of the Company's internal control system and related regulations.

(II) Procedure for Deciding the Transaction Conditions

1. Procedure for the Acquisition or Disposal of Real Estate or the User Right-associated Assets
   (1) The announced current value, the rated value, the actual transaction price of real estate or the user right-associated assets in the surroundings shall be referred to in deciding the transaction conditions and the transaction price; the analysis report will be prepared and submitted to the Chairman.
   (2) When a single transaction value is more than NT$150 million (or equivalent foreign currency) of the Company and its subsidiaries, it has to be approved by the Board of Directors in the parent company before such transaction may be done.
2. Acquisition or Disposal of Equipment or the User Right-associated Assets
   (1) Applicable requirements of the Company for purchases shall be followed.
   (2) When a single transaction value is more than NT$50 million (or equivalent

foreign currency) of the Company and its subsidiaries, it has to be approved by the Board of Directors in the parent company before such transaction may be done.

(III) Executive unit: When acquiring or disposing of real estate, equipment or the user right-associated assets, the Company shall submit it for approval reflective of the decision-making power and related purchase and administration units are responsible for implementing it.

(IV) Acquisition of the asset appraisal report: When acquiring or disposing of real estate, equipment or the user right-associated assets, except for transactions with domestic government agencies, outsourced construction on self-owned land, outsourced construction on rented land or the acquisition or disposal of operating machine equipment or the user right-associated assets, as long as the transaction value reaches 20% of the Company's paid-in capital size or NT$ 300 million (or equivalent foreign currency) and above the appraisal report issued by a professional appraiser shall be obtained prior to the actual occurrence date and the following requirements shall be fulfilled:

1. When restricted prices, specific prices, or special prices need to serve as the reference for the transaction price for special reasons, such transaction shall be submitted to the Board of Directors for a decision first. The same shall apply on changes to the transaction conditions in the future.
2. When the transaction value reaches NT$1 billion (or equivalent foreign currency) and above, appraisals shall be provided by at least two professional appraisers.
3. In case of any of the following conditions regarding the appraisal results provided professional appraisers, unless those of assets acquired are consistently higher than the transaction value or those of assets disposed of are consistently below the transaction value, a CPA shall be provided substantial opinions with regards to the reasons for the differences and the adequacy of the transaction price:
   (1) The appraisal result is different from the transaction value by more than 20% of the transaction value.
   (2) The difference between appraisal results provided by at least two professional appraisers reaches 10% and above.
4. The date when the report is released by a professional appraiser and the date for the contract to take effect may not be more than three months apart. If the announced current value of the same term applies and it is not more than six months past due, the original professional appraiser shall provide the opinions.

Article 10 Procedure for the Acquisition or Disposal of Securities

(I) Evaluation and operating procedure: Trading of the Company's securities is consistently based on the investment cycles of the Company's internal control system and related regulations.

(II) Procedure for Deciding the Transaction Conditions

1. The most recent financial statements of benchmark companies audited and certified or reviewed and approved by CPAs prior to the actual date of occurrence or public quotations of the said securities on an active market, if any, shall be obtained to serve as reference in the evaluation of the transaction price.
2. For securities not traded in a stock exchange or securities firm, besides those mentioned above, their net worth per share, profitability, and future development

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potential, among others, shall also be considered and the reference bases for transaction prices or how they are calculated and the transaction conditions shall be submitted to the responsible supervisor for approval.

3. Authorized limit and level:
   (1) Reverse repurchase of monetary funds or government bonds:
      A. The Chairman is authorized with the decision-making power.
      B. The implementation status in the most recent quarter of the Company and its subsidiaries needs to be reported to the Board of Directors of the parent company, including investment gains and losses.
   (2) Other securities:
      A. The Chairman is authorized with the decision-making power.
      B. When a single transaction values more than NT$30 million, inclusive (or equivalent foreign currency), of the Company and its subsidiaries, it has to be reported to the Board of Directors in the parent company afterwards.
      C. When a single transaction values more than NT$30 million (or equivalent foreign currency) of the Company and its subsidiaries, it has to be approved by the Board of Directors in the parent company before such transaction may be done.

(III) Executive unit: When acquiring or disposing of securities, the Company shall submit it for approval reflective of the decision-making power and the financial unit is responsible for implementing it.

(IV) Obtaining expert opinions

1. When acquiring or disposing of investments in securities, the Company shall obtain the most recent financial statements of benchmark companies audited and certified or reviewed and approved by CPAs prior to the actual date of occurrence to serve as reference in the evaluation of the transaction price.
2. When acquiring or disposing of securities with a transaction value reaching 20% of the paid-in capital size of the Company or NT$300 million (or equivalent foreign currency) and above, CPAs shall be approached for opinions on the adequacy of the transaction price prior to the actual date of occurrence.This, however, does not include securities with public quotations on an active market or specified otherwise by the competent authority for securities.

Article 11 Procedure for the Acquisition or Disposal of Intangible Assets or Their User Right-associated Assets or Membership Cards

(I) Evaluation and operating procedure: The acquisition or disposal of the Company's intangible assets or their user right-associated assets or membership cards is consistently based on the real estate, plants and equipment cycles of the Company's internal control system and related regulations.

(II) Procedure for Deciding the Transaction Conditions

1. Applicable requirements of the Company for purchases shall be followed.
2. When a single transaction values more than NT$50 million (or equivalent foreign currency) of the Company and a subsidiary, expert evaluation reports or fair values on the market shall be referred to in deciding the transaction conditions and transaction price and an analysis report shall be prepared and be approved by the Board of Directors in the parent company before such transaction may be done.

(III) Executive unit: When acquiring or disposing of intangible assets or their user right-associated assets or membership cards, the Company shall submit it for approval reflective of the decision-making power and the user department and financial unit or administration units that are responsible for implementing it.

(IV) Obtaining expert opinions: When acquiring or disposing of intangible assets or their user right-associated assets or membership cards with a transaction value reaching 20% of the paid-in capital size of the Company or NT$300 million (or equivalent foreign currency) and above, except for transactions with domestic government agencies, CPAs shall be approached for their opinions on the adequacy of the transaction price prior to the actual date of occurrence.

Article 11-1 The calculation of the transaction value stated in the foregoing three articles shall be based on the requirements in Article 30 Paragraph 2 and “within a year” as stated is based on the actual date of occurrence of the current transaction, retroactively by one year. It is allowed not to include those already included in the appraisal report obtained from professional appraisers or CPA opinions as required herein.

Article 12 If the Company acquires or disposes of assets through the court auction procedure, supporting documents issued by the court may be used instead of the appraisal report or CPA opinions.

Chapter 4 Transaction with Related Parties

Article 13 Obtaining expert opinions

(I) To acquire or dispose of assets, besides following the requirements in the foregoing chapter and the current chapter in completing related decision-making procedures and evaluating the legitimacy of transaction conditions, among others, for those with a transaction value reaching at least 10% of the Company’s total assets, the Company and the related party shall also obtain the appraisal report issued by a professional appraiser or CPA’s opinions as required in the previous chapter.

(II) The calculation of the transaction value in the preceding paragraph shall be based on the requirements in Article 11-1.

(III) When determining if a counterparty is a related party, besides paying attention to the legal form, substantial relationship shall be considered as well.

Article 14 Evaluation and operating procedure

(I) When the real estateor their user right-associated assets acquired or disposed of by the Company from the related party or other assets than the real estate or the user right-associated assets acquired or disposed of by the Company from the related party reaches 20% of the Company’s paid-in capital size, 10% of the overall assets, or NT$300 million and above, except for trading of domestic bonds, bonds with buy-back or sell-back requirements, subscription or buy-back of the money market funds issued by a domestic securities investment trust business, the following materials shall be submitted to the Audit Committee for recognition and to the Board of Directors for approval before the transaction contract may be entered into and payment may be made:

1. Purpose, necessity, and expected benefits of the acquisition or disposal of assets
2. Reason for choosing the related party to be the counterparty
3. Related materials for evaluation of the legitimacy of expected transaction requirements according to Articles 15 and 16 for the real estate or the user right-associated assets acquired from the related party.
4. The original date and price of acquisition from the related party, the counterparty and his/her relationship with the Company and the related party, among others.
5. The income and expenditure forecast in cash for respective months in the coming year starting from the month when the contract is expected to be signed and the

evaluation over the necessity of the transaction and the legitimacy of funds utilization.

6. Appraisal report obtained from a professional appraiser or CPA opinions as required by the preceding article.
7. Restrictions and other important matters agreed upon of the current transaction.

(II) For the acquisition or disposal of operating equipment or the user right-associated assets and real estate user right-associated assets between the Company and its subsidiaries, or between subsidiaries whose circulating shares or total capital value is owned directly or indirectly by the Company, the Board of Directors may authorize the Chairman with the discretion to go ahead and make a decision and then submit it to the most recent Board of Directors' meeting for endorsement if the value is within NT$50 million (or equivalent foreign currency).

(III) If the transaction mentioned in paragraph 1 occurs in the Company or a subsidiary that is not a domestic listed company, and the transaction amount is more than 10% of the Company's total assets, the Company shall submit the information listed in the subparagraphs under paragraph 1 to the shareholders' meeting for approval before signing the transaction contract and making payment. However, this provision does not apply if the transaction is between the Company and the parent company, subsidiaries or in between subsidiaries.

(IV) The calculation of the transaction value in paragraph I and paragraph III shall be based on the requirements in Article 30 Paragraph 2 and "within a year" as stated is based on the actual date of occurrence of the current transaction, retroactively by one year. It is allowed not to include those already submitted to the Shareholders Meeting、Audit Committee for recognition and the Board of Directors for approval as required herein.

Article 15 Evaluation over the Legitimacy of the Transaction Cost

(I) The Company shall evaluate the legitimacy of the transaction cost in the following ways for the real estate or the user right-associated assets acquired from the related party:

1. The cost of necessary interests for the funds and that to be afforded by the buyer as required by law shall be included in the calculation in addition to the transaction price with the related party. The so-called cost of necessary interests for the funds is the be assumed or calculated with the weighted average interest rate of borrowings for the purchase of assets by the Company for the specific Year; it, however, may not be above the highest borrowing interest rate in the non-financial sector as announced by the Ministry of Finance.
2. If the related party once set the specific object as the collateral for borrowings from a financial institution, it is the determined total loan value of the specific object by a financial institution. The accumulated value of loans actually released on the specific object by a financial institution, however, shall reach 70% of the total loan value and at least one years has elapsed for the loan period. This does not apply, however, if the financial institution and a party to the transaction are mutually related.

(II) Consolidated purchase or lease of the same target land and house: the transaction cost may be evaluated in any of the ways mentioned in the foregoing paragraph, respectively, for the land and the house.

(III) When the Company acquires real estate or the user right-associated assets from the related party, the cost of the real estate or the user right-associated assets shall be evaluated as required by the preceding two paragraphs and the CPA shall be approached for reviewing it again and providing substantial opinions.

(IV) When the Company acquires real estate or the user right-associated assets from the related party and one of the following conditions is found, the requirements in the preceding article shall be followed and the requirements in the preceding three paragraphs shall not apply:

1. The related party acquired the real estate or the user right assets because of inheritance or as a gift.
2. The related party acquired the real estate or the user right assets through a contract and the contract date is more than 5 years ago from the current transaction.
3. The real estate is acquired through a contract over joint construction entered into with the related party or through outsourced construction on self-owned land, outsourced construction on rented land assigned to the related party.
4. Operating real estate user right-associated assets are acquired between the Company and its subsidiaries or between subsidiaries whose circulating shares or total capital value is owned directly or indirectly by the Company.

Article 16 When results of the evaluations performed as required in Paragraphs 1 and 2 of the preceding article by the Company are consistently lower than the transaction price, the requirements in Article 17 shall be followed. This, however, does not apply in case of any of the following conditions and when objective evidence is provided and substantial justified opinions are obtained from the professional real estate appraiser and the CPA:

1. The related party is the party obtaining or renting the land for construction and can provide evidence on fulfillment of one of the following requirements:
   (1) The land is evaluated in ways required in the preceding paragraph while the reasonable construction profits are added to the construction cost paid by the related party for a house, with the total exceeding the actual transaction price. The so-called reasonable construction profits shall be the net business profit on average from the construction department of the related party over the most recent three Year or the latest net profit in the construction industry announced by the Ministry of Finance, whichever is lower.
   (2) Deals completed of other non-related parties within a year for the other floors of the same house/land or in the adjacent regions that are similar in area and transaction conditions having been evaluated against the reasonable floor or regional price differences according to real estate trading customs to be comparable.
   (3) Lease cases of other non-related parties within a year for the other floors of the same house/land and with the transaction conditions inferred to be comparable according to real estate lease customs.
2. The Company provides evidence supporting that the transaction conditions of the real estate purchased or real estate user right-associated assets acquired through lease are equivalent to transactions involving other non-related parties within a year in the adjacent regions and closer in area.

The so-called transactions in adjacent regions in the preceding paragraph are, in principle, those within the same or in adjacent blocks and not further than a radius of 500 meters from the transaction target or similar in the announced current value. By "closer in area," on the other hand, it means, in principle, that the area of the deals completed of other non-related parties is not below 50% of that of the transaction target. The so-called within a year is, in principle, from the actual date when the current acquisition of real estate or the user right-associated assets occurs, retroactively by one year.

Article 17 For the real estate or the user right-associated assets acquired from the related party by the

Company, if determined to be below the transaction value as required in the preceding two articles, the following matters shall be addressed:

1. A special reserve shall be set aside as required by Article 41 Paragraph 1 of the Securities Exchange Act for the difference between the transaction price and the evaluation cost of the real estate or the user right-associated assets; assignment or allotment of shares transferred to capital increase is disallowed. If the investor evaluated with the Company's equity method is a public offering company, the special reserve shall be set aside as required by Article 41 Paragraph 1 of the Securities Exchange Act with regard to the said value to be appropriated according to the shareholding ratio.
2. The Audit Committee shall follow the requirements in Article 218 of the Company Act.
3. Management of the conditions indicated in the preceding two sub-paragraphs shall be reported to the shareholders' meeting, with details of the transaction to be disclosed in the Annual Report and the Prospectus.

When a special reserve is set aside as required in the preceding paragraph by the Company, such special reserve may only be allocated when price falling losses are recognized for the assets purchased or rented at a high price or the lease contract is disposed of or terminated or the compensation or re-instatement has been adequately done or there is other evidence supporting absence of illegitimacy and after it is approved by the competent authority for securities.

For the real estate or the user right-associated assets acquired by the Company from the related party, if there is other evidence showing conditions not compliant with the business practice in the transaction, the requirements in the preceding two paragraphs shall also be followed.

Chapter 5 Engagement in Transactions of Derivatives

Article 18 Procedure for Trading Derivatives

(I) Transaction Principle and Policy

1. Type of transaction: Derivatives defined in Article 4 Sub-paragraph 1 herein.
2. Operational or hedging strategy: For the Company to engage in transactions of derivatives, hedging shall be the underlying principle. The counterparty shall be a financial institution that currently does business with the Company in order to avoid credit risk.
3. Responsibilities:
   (1) Financial unit:
      A. Shall collect market intelligence on derivatives, determine the trends and risks, and be familiar with instruments and operating techniques and prepare a report advising the positions and hedging method reflective of the Company's policy and authorization and submit it to the responsible supervisor for approval prior to implementation.
      B. Before a transaction is executed, the Derivatives Transaction Request Form shall be completed specifying related information and be approved by the responsible supervisor reflective of the decision-making power.
      C. Be responsible for stipulating and revising related procedures for trading of derivatives, compiling transaction records periodically reported back by the Headquarters and the subsidiaries to facilitate overall management.

(2) Accounting unit:
  A. Reviews whether a transaction is enforced according to the authorized power and existing strategies.
  B. For transactions of derivatives, the Company shall have complete books and accounting records in place and generally acceptable accounting principles and applicable laws and regulations shall be followed reflective of the different natures of the transactions. The results shall be able to adequately express and disclose the transaction process and the results.
(3) Authorized limits for derivatives:
  A. The limits available for trading derivatives by the Company and its subsidiaries are to be enforced following authorization by the Board of Directors of the parent company.
  B. The decision-making power regarding the transactions of derivatives by the Company and its subsidiaries shall be submitted to and approved by the Board of Directors of the parent company.

4. Guidelines for evaluating performance: The financial unit shall provide the responsible supervisor with the ratings of foreign exchange positions and trends on the foreign exchange market as well as market analysis to serve as management reference and instructions.
5. Total contract value: The transaction value of the Company and its subsidiaries with a single financial institution needs to be submitted to the Board of Directors of the parent company before it is enforced.
6. Upper limits of losses of all contracts combined and respective contracts: The upper limits of contract losses may not exceed 20% of the contract value; this shall apply to respective contracts and all contracts combined.

(II) Risk management measure: Follow the requirements in Article 19 herein.
(III) Internal audit system: Follow the requirements in Article 21 herein.
(IV) Periodic evaluation method and management of abnormalities: Follow respective requirements herein.

Article 19 Risk Management Measure

(I) Scope of Risk Management

1. Credit risk:
  (1) Counterparty: The counterparty of the Company is limited to a bank or an internationally famous financial institution that currently does business with the Company and is able to provide professional information.
  (2) Commodity involved in the transaction: It is limited to a commodity provided by a domestically or internationally famous financial institution.
2. Market price risk: For derivatives, the Company shall control the market price variation risk caused by changing interest rates or exchange rates or other factors at all times.
3. Liquidity risk: In order to ensure liquidity on the market, financial instruments selected are primarily those relatively highly liquid. The financial institution authorized to execute the transaction has to have sufficient information and be capable of executing the transaction on any market at any time.
4. Cash flow risk: In order to ensure steady turnover in the Company's operating funds, funds needed for the Company to engage in transactions of derivatives are from self-owned funds and the value available for operation shall take into consideration the demand for funds in the cash income and expenditure forecast about the future.
5. Operational risk: The authorized limits and operating procedures of the Company

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should be precisely followed and be included as part of internal audit in order to avoid operational risk.

6. Legal risk: Documents to be signed with the financial institution shall be reviewed by professionals in foreign exchange, legal affairs, or legal counsel before they may be officially signed in order to avoid legal risk.
7. Commodity risk: Internal traders shall have complete and correct professional knowledge of financial instruments and demand that risks be sufficiently disclosed by banks in order to avoid the risk associated with misuse of financial instruments.

(II) Traders of derivatives and the staff involved in verification and delivery may not be the same people.

(III) The staff engaged in the evaluation, monitoring, and control of risks shall belong to different departments from the staff mentioned in the preceding sub-paragraph and shall report to the Board of Directors or the high-ranking supervisor not responsible for the making a decision over the transaction or the position.

(IV) The positions held for trading derivatives shall be evaluated at least once a week. For hedging transactions that need to be processed in order to meet operational demand, however, such evaluation shall be performed at least twice a month and the evaluation report shall be submitted to the high-ranking supervisor authorized by the Board of Directors.

Article 20 Supervision and Management of the Board of Directors

(I) The Board of Directors shall precisely fulfill its supervisory and management duties in compliance with the principles below:

1. Assign high-ranking supervisors to pay attention to the supervision and control over transaction risks of derivatives at all times.
2. Periodically evaluate whether the performance in the transaction of derivatives meets existing operating strategies and whether the undertaken risks are within the scope allowed for the Company or not.

(II) The high-ranking supervisor authorized by the Board of Directors shall manage trading of derivatives according to the principles below:

1. Periodically evaluate if the current risk management measures are appropriate and in strict compliance with the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” and the Procedure for Trading Derivatives established by the Company.
2. Supervise over transactions and gains and losses, review evaluation reports, and adopt necessary response measures upon discovery of abnormalities and report immediately to the Board of Directors; there shall be independent directors attending and expressing opinions in the Board of Directors’ meeting.

(III) When dealing with the transaction of derivatives, if related staff are authorized to take care of the transaction as required by the Procedure for Trading Derivatives, the Company shall report it in the most recent Board of Directors’ meeting later.

Article 21 Establishment of Reference Book and Internal Audit System

(I) When dealing with derivatives, the Company shall prepare reference books for derivatives that truthfully document the type, value, date approved by the Board of Directors, and matters of derivatives involved in the transaction that shall be carefully evaluated according to Article 19 Sub-paragraph 4, Article 20 Paragraph 1 Sub-paragraph 2 and Paragraph 2 Subparagraph 1.

(II) The internal audit staff of a public offering company shall periodically understand the adequacy of internal control over trading of derivatives and perform monthly audits on the compliance with the procedure for trading of derivatives by the trading department and prepare the audit report. In cases of major violations discovered, the Audit Committee shall be informed in writing.

Chapter 6 Corporate Consolidation, Severance, Acquisition, or Assignment of Shares

Article 22 Evaluation procedure

When dealing with consolidation, severance, acquisition, or assignment of shares, the Company shall authorize the attorney, the CPA, or the securities underwriter to jointly stipulate and decide an estimated schedule for legal procedures and form a task force to enforce in accordance with the legal procedures. In addition, the Company shall authorize the CPA, the attorney, the securities underwriter, or another expert, before calling for the Board of Directors' meeting, to express opinions over the legitimacy of the exchange Ratio the acquisition price, or the cash or other properties assigned to shareholders and bring it forth to be discussed and approved by the Board of Directors. For the consolidation between the Company and its subsidiary whose circulating shares or total capital size is 100% held directly or indirectly by the public offering company or the consolidation between the subsidiaries whose circulating shares or total capital size is 100% held directly or indirectly by the public offering company, however, the opinions over the legitimacy as provided by experts indicated in the foregoing may be waived.

Article 23 Operating procedure

(I) When involved in consolidation, severance, or acquisition, the Company shall prepare public documents for the shareholders before a shareholders' meeting covering important terms and conditions agreed upon and related matters of the consolidation, severance, or acquisition and give them to the shareholders along with the expert opinions stated in Paragraph 1 of the preceding article to serve as reference for whether or not to approve the said consolidation, severance, or acquisition. This, however, does not apply if a decision through a shareholders' meeting may be waived regarding consolidation, severance, or acquisition as required by other laws.

(II) If the shareholders' meeting of a company involved in the consolidation, severance, or acquisition is unable to take place or render a decision, or vetoes the proposal due to an insufficient number of attendants, insufficient voting power, or other legal restrictions, the company shall explain the cause, the subsequent management, and the re-scheduled date of the shareholders' meeting to the public immediately.

Article 24 Date of the Board of Directors' Meeting and Other Precautions

(I) Companies involved in the consolidation, severance, or acquisition, unless specified otherwise in other laws or for special reasons and with prior approval from the competent authority for securities, shall hold the Board of Directors' meeting and the shareholders' meeting on the same day to decide matters concerning the consolidation, severance, or acquisition.

(II) Companies involved in the assignment of shares, unless specified otherwise in other laws or for special reasons and with prior approval from the competent authority for securities, shall hold the Board of Directors' meeting on the same day.

(III) Public companies or companies whose shares are traded at an operating site of securities dealers that are involved in the consolidation, severance, acquisition, or assignment of shares shall have complete written records prepared containing the

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following information and keep them for five years to be available for inspection.

1. Basic personnel information: Including the title, name, National ID number (or the passport number for an alien) of the person(s) involved in the consolidation, severance, acquisition, or assignment of shares plan or in implementing the plan prior to release of the news to the public.
2. Dates of important events: Including the date when the Letter of Intent or the memorandum is signed, the date when a financial or legal consultant is authorized, or the date when a contract is signed or the Board of Directors' meeting takes place, among others.
3. Important documentation and meeting minutes, Including the consolidation, severance, acquisition, or assignment of shares plan, the Letter of Intent or memorandum, appraisal report, opinions from the CPA, the attorney, the securities underwriter, or another expert, important contracts, and Board of Directors' meeting minutes, among others.

(IV) Public companies or companies whose shares are traded at an operating site of securities dealers that are involved in the consolidation, severance, acquisition, or assignment of shares shall have the materials in the Sub-paragraphs 1 and 2 of the preceding paragraph in the required format with the competent authority for securities for reference through the Internet information system within two days after they are approved in the Board of Directors' meeting.

(V) When companies that are not public companies or companies whose shares are traded at an operating site of securities dealers are involved in the consolidation, severance, acquisition, or assignment of shares, public companies or companies whose shares are traded at the securities firms shall sign an agreement with them and the requirements in the preceding two paragraphs shall apply.

Article 25 Advance Commitment to Confidentiality

All the parties involved in or aware of the consolidation, severance, acquisition, or assignment of shares plan shall present their "commitment to confidentiality" in writing and may not disclose contents of the plan to the public before the news is released to the public or buy and sell shares and other securities that are stock options in nature of all companies concerned in the consolidation, severance, acquisition, or assignment of shares plan in their own name or in the name of someone else.

Article 26 Principle for setting and changing the exchange ratio or the acquisition price

In the case of consolidation, severance, acquisition, or assignment of shares, the exchange ratio or the acquisition price, except for the following conditions, may not be freely changed and conditions where changes may be made shall be specified in the contract:

1. Organizing capital increase in cash, issuance of convertible corporate bonds, stock dividend from paid-in capital, equity warrant corporate bonds, equity warrant preferred stock, stock option certificates, and other securities that are stock options in nature.
2. Behavior that has an impact on the Company's finance such as disposal of important assets of the Company
3. Major disasters or technical reforms that will affect the Company's shareholders' equity or security price

4. Adjustments made by any company involved in the consolidation, severance, acquisition, or assignment of shares by buying back the treasury stock according to law
5. Change in the structure or the number of companies involved in the consolidation, severance, acquisition, or assignment of shares
6. Other conditions where changes may be made as specified in the contract and already disclosed to the public

Article 27 Information to be included in the contract

In the case of consolidation, severance, acquisition, or assignment of shares, the contract shall not only specify the rights and obligations of companies involved in the consolidation, severance, acquisition, or assignment of shares but also the following:

1. Management of defaults.
2. Principles for handling securities that are stock options in nature already issued or the treasury stock that is already bought back by the company that is no longer existing or is severed as a result of consolidation.
3. The Quantity of and the management principle for the treasury stock that may be bought back according to law after the base date for the exchange ratio calculated by the participating companies.
4. Management of additions or deletions in the structure or the number of companies involved.
5. Expected plan implementation schedule and expected date of completion.
6. The procedure for handling the expected date for holding the shareholders' meeting as required by law, among others, upon failure to complete the plan as scheduled.

Article 28 If any company involved in the current consolidation, severance, acquisition, or assignment of shares intends to be consolidated with, severed from, acquire, or accept assigned shares with other companies after the news is released to the public, unless the number of participating companies is reduced and the shareholders' meeting has rendered a decision to authorize the Board of Directors with the power over such change, where the participating companies may be waived from holding another shareholders' meeting to make a decision, for the procedure or legal action already completed for the original consolidation, severance, acquisition, or assignment of shares, it shall be redone by all participating companies.

Article 29 When companies that are not public offering companies are involved in the consolidation, severance, acquisition, or assignment of shares, the Company shall sign an agreement with them and the requirements in Articles 24, 25, and the preceding article shall apply.

Chapter 7 Information disclosure

Article 30 Items that shall be declared and filed

(I) In case of any of the following conditions for the Company in the acquisition or disposal of assets, reflective of their nature, the required format shall be followed to file related information within two days from the actual date of occurrence on the designated website of the competent authority for securities:

1. Acquisition or disposal of real estate or the user right-associated assets or acquisition or disposal of other assets than real estate or the user right-associated

assets from the related party with a transaction value reaching 20% of the Company's paid-in capital size, 10% of the total assets, or NT$ 300 million (or equivalent foreign currency) and above. This, however, does not apply to the trading of domestic government bonds or bonds with buy-back or sell-back conditions, subscription or buy-back of money market funds issued by a domestic securities investment trust business.

2. Consolidation, severance, acquisition, or assignment of shares
3. Engagement in transactions of derivatives with losses reaching the ceiling value of all or individual contract losses specified in the established procedure.
4. Acquisition or disposal of operating equipment or the user right-associated assets and the counterparty is not a related party and the transaction value meets one of the following requirements:

(1) Public offering companies with a paid-in capital size falling short of NT$10 billion and a transaction value reaching NT$500 million (or equivalent foreign currency) and above.

(2) Public offering companies with a paid-in capital size reaching NT$10 billion and above and a transaction value reaching NT$1 billion and above.

5. Acquisition or disposal of constructing real estate or the user right-associated assets by the Company dealing with construction and the counterparty is not a related party, with a transaction value reaching NT$500 million (or equivalent foreign currency) and above; for real estate of self-built and completed projects with the paid-in capital size, in particular, reaching NT$10 billion and above and the counterparty not a related party, the transaction value is NT$1 billion (or equivalent foreign currency) and above.
6. Acquisition of real estate through outsourced construction on self-owned land, outsourced construction on rented land, division of property jointly built, division by the percentage following joint construction, and separate sale following joint construction, with the counterparty not a related party, with an expected transaction value invested in by the Company reaching NT$500 million (or equivalent foreign currency) and above.
7. Transactions of assets other than those in the preceding six sub-paragraphs, disposition of creditor's rights by financial institutions, or investments in Mainland China, with a transaction value reaching 20% of the Company's paid-in capital size or NT$ 300 million (or equivalent foreign currency) and above. This, however, does not apply to the following circumstances:
   (1) Trading of domestic government bonds or foreign government bonds with a the credit rating not lower than the sovereign rating of the ROC.
   (2) Trading of securities by investment professionals at the stock exchange or the securities firm or foreign government bonds or common corporate bonds and general financial bonds not involving stock options subscribed, raised, and offered on the primary market (excluding subordinated debenture) or subscription or buy-back of securities investment trust fund ,or subscription or sellback of index investment securities or futures trust fund or securities subscribed as required by the Taipei Exchange by brokers in order to meet the underwriting business demand and serving as the referral broker that helps emerging companies.
   (3) Trading of bonds with buy-back or sell-back conditions, subscription or buy-back of money market funds issued by a domestic securities investment trust business.

(II) The transaction value in the preceding paragraph is calculated as follows:

1. Value of each transaction.
2. The accumulated transaction value from the acquisition or disposal of an object of

the same nature with the same counterparty within a year.

3. The value acquired or disposed of, cumulatively within a year (separately for the acquisition and the disposition), of real estate or the user right-associated assets within the same development project.
4. The value acquired or disposed of, accumulatively within a year (separately for the acquisition and the disposition), of the same security.

(III) The term "within one year" in the preceding paragraph means a period of 1 year calculated retroactively from the actual date of occurrence of the current transaction. Amounts already announced as required herein are exempted from inclusion in the calculation.

(IV) The Company shall enter information about transactions of derivatives engaged in by itself and its subsidiaries that are not a public offering company within the country by the end of last month before the tenth day of each month on the website designated by the competent authority for securities where such information shall be disclosed on a monthly basis.

(V) In the event that items to be announced by the Company as required are found with errors or missing information at the time of announcement and hence need to be corrected, all such items shall be re-announced and filed within two days from the date of awareness of such condition.

(VI) When acquiring or disposing of assets, the Company shall have copies of related contracts, meeting minutes, reference books, appraisal reports, and opinions from CPAs, attorneys, or securities underwriters ready in the Company and they shall be kept for at least five years unless specified otherwise by law.

Article 31 When one of the following conditions occurs after the Company announces and files transactions as required according to the preceding article, related information shall be announced and filed on the website designated by the competent authority within two days from the actual date of occurrence:

1. Related contracts signed on the original transaction are changed, terminated, or dismissed.
2. Consolidation, severance, acquisition, or assignment of shares is not completed as scheduled by contract.
3. Contents originally announced and filed are changed.

Chapter 8 Addendum

Article 32 For the subsidiaries of the Company, the following requirements shall be followed:

(I) Subsidiaries may establish the “Procedure for the Acquisition or Disposal of Assets” in compliance with applicable requirements in the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”. Once it is approved by the Board of Directors of the respective subsidiary, it is brought forth in the shareholders’ meeting for approval and then enforced; the same applies upon revision.

(II) The Procedure for the Acquisition or Disposal of Assets of the subsidiary shall be based on the requirements of the parent company.

(III) When a subsidiary is not a public offering company within the country and conditions subject to announcement and filing as required in Chapter 5 in the acquisition or disposal of assets apply, the parent company shall complete the process on its behalf.

(IV) The announcement and filing criteria in the preceding paragraph that are applicable to subsidiaries under Article 30 Paragraph 1 regarding paid-in capital size or total assets are to be based on the paid-in capital size or total assets of the parent company.

Article 33 With regards to the requirement about 10% of total assets herein, it is to be calculated with the total asset value in the most recent individual financial statement required by the Regulations Governing Securities Issuers' Financial Statements.

When the Company's shares do not have a denominated value or the denominated value is not NT$10 per share, the transaction value equivalent to 20% of the paid-in capital size herein is to be calculated as 10% of the client's equities that belong to the parent company; the requirement about a transaction value reaching NT$10 billion of the paid-in capital size is to be calculated as NT$20 billion of the client's equities that belong to the parent company.

Article 34 Penalty

When the Company's managers and responsible people violate the Procedure, penalties varying in severity under the Company's Articles of Incorporation and applicable requirements shall apply, depending on the severity of the condition.

Version record

Version	Summary of changes contents	Date approved by the Board of Directors	Date approved in the shareholders' meeting
1	Addition	August 17, 2012	August 23, 2012
2	Revised in accordance with FSC Issuance Jin-Guan-Zheng-Fa-Zi No. 1020053073 Order.	March 12, 2014	June 19, 2014
3	Related contents adjusted to reflect operational and management demand.	March 12, 2015	June 17, 2015
4	Revised in accordance with FSC Issuance Jin-Guan-Zheng-Fa-Zi No. 10600012965 Order.	March 14, 2017	June 28, 2017
5	Revised in accordance with FSC Issuance Jin-Guan-Zheng-Fa-Zi No. 10703410725 Order.	March 12, 2019	June 5, 2019
6	Revised in accordance with FSC Issuance Jin-Guan-Zheng-Fa-Zi No. 1110380465 Order.	February 24, 2022	June 8, 2022

[Appendix IV]

Chlitina Holding Limited
Shareholding of all directors

1. Total share issued by the Company: Common shares 82,492,350 shares
2. Total legal threshold of director shareholdings 6,599,388 shares (8%)
3. As of the last day for share transfer registration March 31, 2026 for this shareholder meeting, director shareholdings under the shareholder list are listed as follows: (Already meet the percentage required under Article 26 of the Securities and Exchange Act)

The last day for share transfer registration: March 31, 2026

Title	Name	Shares held	Shareholding ratio (%)
Chairman	Chen, Pi-Hua	406,475	0.49%
Director	Wealthy Garden Investment Limited Representative: Chen, Pei-Wen	28,056,000	34.01%
Director	Wu, Ssu-Tsung	0	0.00%
Director	Chao, Chen-Yu.	123,358	0.15%
Independent Director	Tsai, Yu-Ching	0	0.00%
Independent Director	Hsu, Wen-Kuan	0	0.00%
Independent Directo	Huang, Lei-Kang	0	0.00%
Independent Director	Lee, Jin-Wei	0	0.00%
Total		28,585,833	34.65%

Note: No legal threshold holdings are required for the supervisors, as the Company has established the Audit Committee.