

SYSTEX

ONE SYSTEX ONE GOAL, ONE TEAM.

Handbook for the Annual Meeting of Shareholders **2022**

TSE : 6214

Meeting Date : May 26, 2022

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System Corporation
2022 Annual Shareholders' Meeting

Time: 9:00 a.m., Thursday, May 26, 2022

Place: Conference Room B1, SYSTEX CORPORATION Building
(B1, No 318, Ruiguang Rd., Neihu Dist., Taipei)

Means of Meeting Convention: Physical, assisted with visual communication

Virtual meeting Platform: e-Voting Platform by TDCC

(<http://www.stockvote.com.tw>)

I. Meeting Procedure:

- i. Call Meeting to Order
- ii. Chairman's Address
- iii. Report Items
- iv. Ratification Items
- v. Discussion Items (I)
- vi. Directors Election
- vii. Discussion Items (II)
- viii. Extemporaneous Motions
- ix. Meeting Adjourned

II. Meeting Agenda:

- i. Report Items:
 1. 2021 Business report and Financial statements
 2. Audit Committee's review report on 2021 Financial Statements
 3. 2021 directors' and employees' compensation
 4. 2021 appropriations of earnings cash dividends(NT\$4.2 per share)
 5. 2021 cash distribution from the Capital Surplus (NT\$0.8 per share)
 6. 2021 execution status of Endorsement and Guarantee
 7. 2021 issuance of unsecured corporate bond
 8. The amendment of the Codes of Conduct for Directors and Managers
- ii. Ratification Items:
 1. 2021 Business report and Financial statements
 2. 2021 retained earnings distribution
- iii. Discussion Items (I):
 1. To amend the Articles of Incorporation
 2. To amend the Procedures for the Acquisition and Disposal of Assets.
 3. To amend the Rules of Procedures for Shareholders' Meetings
 4. To discuss and approve the issuance of 2022 employee restricted stock awards

iv. Directors Election:

1. To elect the Directors

v. Discussion Items (II):

1. To release the non-competition restriction on Directors

vi. Extemporaneous Motions

vii. Meeting Adjourned

Report Items

1. To report 2021 Business report and Financial statements

Explanatory Note:

- (1) Please refer to Attachment 1 (pages 11-14) for the Business Report.
- (2) Please refer to Attachment 2 (pages 15-36) for the Financial statements.

2. Audit Committee's review report on 2021 Financial Statements

Explanatory Note: Please refer to Attachment 3 (pages 37-38).

3. To report 2021 directors' and employees' compensation

Explanatory Note:

The Company's 2021 employees' remuneration of NT\$38,634,570 and directors' remuneration of NT\$25,756,379 are issued entirely in cash in accordance with the Company's Articles of Incorporation.

4. To report 2021 appropriations of earnings cash dividends (NT\$4.2 per share)

Explanatory Note:

- (1) In Accordance with the Article 22 of the Company's Articles of Incorporation, the distribution of cash dividend had been approved by the meeting of the Board of Directors by at least half of the directors, provided the number of directors present be at least two-thirds of the entire Board of Directors and report to the shareholders meeting.
- (2) The Company's available for distribution of NT\$3,674,278,133. Excluding the legal reserve of NT\$118,903,114 the proposed cash dividend is NT\$4.2 per share. Calculated on the basis of the total number of 269,393,304 shares issued by the Company, the dividends total NT\$1,131,451,877.
- (3) The Board of Directors is requested to authorize the Chairman to process related matters regarding the baseline date for cash dividends and the issuance of cash dividends.
- (4) Prior to the ex-dividend date for the distribution, if the number of total shares outstanding has changed, so that the distributable dividends per share are changed and need to be adjusted, the Chairman is authorized to make such adjustments.

5. To report 2021 cash distribution from the Capital Surplus (NT\$0.8 per share)

Explanatory Note:

- (1) In Accordance with the Article 22 of the Company's Articles of Incorporation, The Company may distribute all or part of the reserve in accordance with laws or the regulations of the competent authority. If it is distributed in cash, it authorizes the

board of directors to make resolutions in accordance with the Article 241 of the Company Act and report to the shareholders' meeting.

- (2) The value of the capital reserve in the Company's 2021 Financial Report exceeding the income on premiums of stocks issued at values exceeding their nominal value was NT\$4,641,486,502. The proposed cash dividend, includes setting aside cash of NT\$215,514,644 to be distributed to shareholders from the income on premiums of stocks issued at values exceeding their nominal value.
- (3) The Company has issued a total of 269,393,304 shares. The dividend from the capital reserve is proposed at NT\$0.8 per share for a total of NT\$215,514,644, which shall be distributed based on the number of shares held by each shareholder in accordance with the Company's shareholders list on the baseline date.
- (4) The Board of Directors is requested to authorize the Chairman to process related matters regarding the baseline date for the issuance of cash distribution.
- (5) Prior to the ex-dividend date for the distribution, if the number of total shares outstanding has changed, so that the distributable dividends per share are changed and need to be adjusted, the Chairman is authorized to make such adjustments.

6. To report 2021 execution status of Endorsements and Guarantees

Explanatory Note:

- (1) The Company's balance amount of endorsements and guarantees for subsidiaries as of December 31, 2021 is NT\$3,186,890 thousands.
- (2) The report on endorsements and guarantees is hereby submitted to the shareholders' meeting in accordance with the Company's Procedures for Making Endorsements and Guarantees.

7. To report 2021 issuance of unsecured corporate bond

Explanatory Note:

- (1) In Accordance with the Article 246 of the Company Act.
- (2) To redeem the bank borrowings and replenish the working capital The Company has completed the issuances of unsecured corporate bond on September 27, 2021. The amount and the major terms for the issuances are demonstrated as follows:
 - (a) Total amount issued: NT\$ 3,000 million.
 - (b) Face Value Per Bond: NT\$1 million
 - (c) Issuance period: 5 years; due on September 27, 2026
 - (d) Coupon rate: Fixed rate at 0.82%
 - (e) Interest payment: From the date of the issuance, a simple interest is calculated and distributed once a year per coupon rate
 - (f) Principal Repayment: 100% principal repayment upon maturity

8. To report the amendment of the Codes of Conduct for Directors and Managers

Explanatory Note:

- (1) In accordance with the Article 19 of the Ethical Corporate Management Principles, the Article 11 of the Procedures for Ethical Management and Guidelines for Conduct and amendments on the Procedures content were made in response to the Taiwan Stock Exchange Corporation order No.1090009468 dated June 3, 2020.
- (2) The amendments had been approved by the Board of Directors and report to the shareholders' meeting.
- (3) The comparison table of amended articles is attached hereto as Attachment 4 (pages 39-44).

Ratification Items

1. Ratification of the 2021 Business report and Financial Statements (Proposed by the Board of Directors)

Explanatory Note:

The Company's 2021 financial statements have been formulated in accordance with regulations. The statements have been audited by the CPA and reviewed by the Audit Committee. The related information is attached hereto as Attachments 1-3 (pages 11-38).

Resolution:

2. Ratification of 2021 retained earnings distribution proposal (Proposed by the Board of Directors)

Explanatory Note:

(1) The Company's 2021 retained earnings distribution have been approved by the Board of Directors. The earning distribution table have been reviewed by the Audit Committee.

(2) The 2021 earning distribution table is attached hereto as Attachment 5 (page 45).

Resolution:

Discussion Items (I)

1. Discussion of the amendment of the Articles of Incorporation (Proposed by the Board of Directors)

Explanatory Note:

Amendments on the Articles of Incorporation according to the Article 172-2 of the Company Act and the Company's practical operation.

The comparison table of amended articles is attached hereto as Attachment 6 (pages 46-62).

Resolution:

2. Discussion of the amendment to the Procedures for the Acquisition and Disposal of Assets (Proposed by the Board of Directors)

Explanatory Note:

Amendments on the Regulations Governing the Acquisition and Disposal of Assets by Public Companies content made in response to the Financial Supervisory Commission order No. 1110380465 dated January 28, 2022.

The comparison table of amended articles is attached hereto as Attachment 7 (pages 63-95).

Resolution:

3. Discussion of the amendment to the Rules of Procedures for Shareholders' Meetings (Proposed by the Board of Directors)

Explanatory Note:

Amendments on the Rules content was made in response to the Taiwan Stock Exchange Corporation order No.1110004250 dated March 8, 2022.

The comparison table of amended articles is attached hereto as Attachment 8 (pages 96-129).

Resolution:

4. Discussion of the issuance of 2022 employee restricted stock awards (Proposed by the Board of Directors)

Explanatory Note:

(1) To attract and retain professionals for the Company, and motivate employees to achieve the Company's overall performance goals in the future, so as to jointly generate interest for the Company and shareholders and proposed to approve the issuance of 2022 employee restricted stock awards (RSAs). According to actual circumstances, issuance in lump sum or by installments is allowed within one year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date and relevant operations shall be

determined by the Chairman as authorized by the Board of Directors.

- (2) Please refer to the attachment 9 (pages 130-136) about the qualifications and conditions for employees and numbers of shares distributable, Total issue, Terms and conditions of issuance, method for handling failure to meet vesting conditions, restricted rights of new shares allotted prior to meeting the vesting conditions and Other important matters.
- (3) Estimated expense amount, dilution of earnings per share and other matters affecting shareholders' equity:
The total expenses are preliminarily estimated at approximately NT\$254,340 thousands based on the maximum of 3,000,000 common shares to be granted as RSAs, the average closing price of NT\$84.78 per share in January 2022, and the calculation by the valuation model. The expenses are preliminarily estimated at approximately NT\$51,575 thousands, NT\$126,746 thousands, NT\$56,803 thousands and NT\$19,216 thousands from 2022 to 2025 respectively, assuming that the RSAs will be issued in September 2022. The Company's EPS is preliminarily estimated at approximately NT\$0.21, NT\$0.51, NT\$0.23 and NT\$0.08 from 2022 to 2025 (Calculated based on the estimated annual number of outstanding shares). The potential dilution of the Company's EPS is minimal; therefore, there is no material impact on shareholders' interest.
- (4) The proposal shall be submitted to the shareholders' meeting for resolution in accordance with the law, and shall be implemented after reporting to the competent authority to take effect. If it is necessary to revise the regulations due to the revision of laws or the requirements of the competent authority, the chairman shall be authorized to revise these regulations, and then the remuneration committee and the board of directors shall ratify the issue before issuing.
- (5) The Employee Restricted Stock Awards Rules for Year 2022 is attached hereto as Attachment 9 (pages 130-136).

Resolution:

Directors Election

1. To elect of the Directors (including three Independent Directors)(Proposed by the Board of Directors)

Explanatory Note:

- (1) Upon the expiry of the Directors' terms of office, the Board of Directors resolved that twelve Directors (including three Independent Directors) will be elected at this Annual Shareholders' Meeting. The terms of office of the Directors to be elected shall be three years, commencing on May 26, 2022 and expiring on May 25, 2025.
- (2)The directors shall be elected by adopting candidates nomination system as specified in the Article 192-1 and Article 198 of the Company Act. Shareholders shall elect the directors from the List of Director (including Independent Director) Candidates, whose education and professional qualifications, experience and relevant information, as well as the rationale for nomination of independent directors who have served for three or more consecutive terms, are attached hereto as Attachment 10-11 (pages 137-139).

Discussion Items (II)

1. To release the non-competition restriction on Directors (Proposed by the Board of Directors)

Explanatory Note:

- (1) In Accordance with the Article 209 of the Company Act, a Director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the Shareholders' Meeting the essential contents of such an act and secure its approval.
- (2) The newly elected Director actually does anything for themselves or on behalf of another person within the scope of the Company's business as follows, it is proposed to release the non-competition restriction. The list of other position of Director & Independent Director candidates is attached hereto as Attachment 12 (pages 140-141).

Extemporary Motions

Meeting Adjourned

Attachment 1

System Corporation 2021 Business report

I. Foreword

2021 marked a pivotal year for SYSTEX as we officially began SYSTEX 3.0, a 10-year growth project. In terms of developmental strategy, we have completed the stages of “vertical” and “horizontal” integration, and entered the stage of “ecosystem integration.” Positioning ourselves as a data software company, we helped enterprises accelerate their digital transformation, creating a third growth curve. Even though the COVID-19 pandemic continues to affect the global economy, we have successfully grasped business opportunities in the continuously growing demand for corporate cloud services and digital transformation, which has allowed our core business to reach historic highs for six years in a row.

II. Summary of 2021 Operational Outcomes

In 2021, SYSTEX achieved an operating revenue of NT\$ (NT\$ hereinafter) 8,285,387,000, a 18.07% increase from 2020. Our net income after taxes in 2021 was \$1,213,916,000. The consolidated revenue in 2021 was \$29,526,957,000, an increase of 24.40% from 2020. The consolidated net income after taxes in 2021 (excluding non-controlling equities) was \$1,213,916,000 and earnings per share was \$4.90.

III. Focus of 2021 Business Operations and Services

Directing data with software, SYSTEX leads the integration of the data industry ecosystem. Our key business results in 2021 are explained as follows:

■ Directing Data with Software for the Digital Transformation Movement

Through the “5A” (AP, APP, API, Appliance, Algorithm) crossover software, SYSTEX collected distributed, indexed, and labeled data, integrating massive, complex, and scattered information for clients. With the “4C” of cloud services—cloud implementation, cloud usage, cloud management, and cloud protection—as our core competencies, SYSTEX has helped clients offer data services and business models with innovative values in digital platforms through virtualization, containerization, and micro-services under a multi-cloud structure. Using our technologies that integrate software, hardware and cloud services, we have helped clients create a third wave of growth.

■ Operating the Software Data Economy Ecosystem to Maximize Our Connective Power

SYSTEX has planned strategic comprehensive investments, connecting with our customers, partners, and markets, and cooperating with partners in the ecosystem. We have invested in CKmates International, with which SYSTEX co-invested in the Amazon Web Services (AWS) cloud service, and worked closely together in the cloud and information security products and services market. We have obtained the Azure Expert Managed Service Provider (MSP) certification, Microsoft's highest technical standard, and provided corporate customers with cloud governance and information security

services. In addition, we have established cloud services based on the SaaS business model, and stratified customers' needs for complex and diversified public/private cloud services in diversified IT environments.

■ **Promoting Green Technology Solutions and Implementing Green Energy and Information Security**

SYSTEX will exert the power of its green technology to assist clients in achieving their ESG goals, plan, design and introduce information security equipment for Taiwan's offshore wind power industry, and take charge in its management, operation, and maintenance. We aim to become the first service provider in Taiwan to plan and deploy the largest offshore wind power area in Asia in accordance with international industrial information security regulations, including IEC 62443 and NIST CSF. We will establish the SYSTEX Smart Green Energy Center in the Shalun Smart Green Energy Science City in Tainan, promoting green technology in various application scenarios, identifying carbon emission hot spots using IoT, AI, and other technologies, and integrating the energy-saving, energy-creating, and energy-storing smart energy management systems and MR crossover remote working model to assist our manufacturing clients in central and southern Taiwan in implementing corporate sustainability.

■ **Believing in Tech for Social Good and Implementing ESG**

SYSTEX will continue to promote its ESG program to fulfill the 17 Sustainable Development Goals (SDGs) of the United Nations. Following our original intention to foster world-class software talents for Taiwan, SYSTEX encourages employees to act as volunteers for the program, for whom we offer paid volunteer leaves. We also invest in diversified "Tech for Social Good" projects, support technology startups that bring positive changes to society, and improve employees' sense of belonging and achievement outside work, thereby becoming a company that makes its employees feel proud of working here. In 2021, we won many CSR awards. Our Young Turing Program (YTP), which is committed to the long-term development of software talents, won the TCSA Social Integration Leader Award and the Corporate Social Responsibility Role Model Award by *Global Views* magazine. Our AI + Startup Accelerator program, which fosters startup companies, won the TSAA Sustainable Action Award. We were also the only IT service provider in Taiwan to be recognized as one of the Best Companies to Work for in Asia 2021 by HR Asia.

IV. Intensified and Accelerated Interactions Between the External Globalized Environment and Macroeconomic Trends as well as the Related Effects of Regulations and Policies

Since 2021, the turbulent international situation due to rivalries between superpowers in the East and the West, as well as the postponed border reopening policies of various countries due to the impact of the Omicron variant, have continually brought a major impact on the global economy. However, the pandemic also forced enterprises and organizations in Taiwan to accelerate the introduction of digital tools, thus driving the

dramatic surge in demand for work from home (WFH), electronic signature, remote medical care, and information security. SYSTEX has developed crossover software capabilities through years of local experience to solve complex application demands shared by public and private clouds. We expect that these capabilities can further promote cloud service solutions. In the meantime, the European Union is planning to levy the “carbon tax,” while Taiwan's FSC will require public companies to record greenhouse gas emissions in their annual reports starting from 2022. Although these developments will pose a major challenge for Taiwanese enterprises, they will also facilitate the development of green technology, which is expected to drive the growth of business opportunities in the low-carbon transformation.

V. 2022 Operational Plan

To promote the 10-year growth project and reach the SYSTEX 3.0 transformation goal, we have proposed nine growth programs. This year's strategic focuses of our operations are explained as follows:

■ One Goal: Becoming the Largest Cloud Service Company by Income in Taiwan

The primary goal of the nine growth programs is to make SYSTEX the largest cloud service company by income in Taiwan, by developing SYSTEX's own cloud application ecosystem platform services, launching the Xi Cloud service subscription platform, interfacing three public clouds, including AWS, AZURE, and GCP, as well as corporate clouds of Oracle and IBM, providing one-stop shopping services, and building Taiwan's largest and most comprehensive cloud service platform. Other key growth programs include: leading and integrating the Taiwan Cyber Security Alliance, which aims at becoming the foremost service provider of information security monitoring in Taiwan; committing to corporate e-commerce; connecting with Martech solutions; expanding our technical maintenance and operating service team; establishing developmental standards for micro-services and improving technical competitiveness; becoming the leading service provider in the supply chain of high-tech industry in Hsinchu; expanding the scope of cooperation with startups and international partners to speed up our explorations in the international market; increasing new business operations in the Greater Bay Area; and developing production process services for innovative genetic studies in the precision medical care industry.

■ One SYSTEX, One Team

SYSTEX is the best innovation and startup platform and partner. We are continuously creating a wider range of markets and opportunities for our employees. As a data software company, we will utilize our “5A” core technology and multi-cloud structure and services to magnify our differentiated values in “product portfolios,” “system integration,” “data integration,” “virtual-physical fusion,” “multi-cloud mix,” and “ecosystem integration.” We will also use our software, data, and computing capabilities to help Taiwanese enterprises increase their presence in the world market, in the hopes of making SYSTEX a world-class software company. SYSTEX will continue to search for

suitable partners in the ecosystem for investment, merger and acquisition, alliances, or strategic cooperations, pursue high added values and a good structure of growth. We will also develop a smart platform for self-innovation and a business model of cloud services, and accelerate the application of cloud solutions in various scenarios and cross-domain services for the global supply chain of Taiwanese businesses, thereby creating more growth momentum. In addition, we will invest in overseas businesses this year to expand our scope of business beyond Taiwan. In the early stages, we will step into the Southeast Asian and Northeast Asian markets, with the entire Asia as a development hinterland, and work with startups and local partners to gain presence in world-class markets and gain customers.

■ **Investing in Employee Health and Vitality to Create Long-term Value for SYSTEX**

Investing in the health, learning, and happiness of employees is the most rewarding strategy for any company. SYSTEX continues to optimize its work environment by procuring sports and health facilities, optimizing an environment for stress release, and employing professional coaches, health management advisors, and doctors, providing a comprehensive care for employees' physical and mental health. We encourage employees to exercise, organize competitions, and extend the scope of employee health check-ups, thereby taking care of employees' and their families' health. In addition, we offer paid volunteer leaves, encouraging employees to fulfill their social responsibility and make contributions to social welfare to gain a sense of achievement and contentment outside of work, giving it a higher meaning. We also actively invest in employee learning and help them obtain professional certifications, with no funding limit. Furthermore, we offer incentives for employees' startup businesses, and provide them with trial-and-error budgets, so that they are more willing to explore, experiment with, and test their business ideas to realize their dreams. In doing so, we aim to become an enterprise that makes its employees proud and creates value for society.

VI. Future development strategy

In order to become a world-class software company, we will continue to use our "5A" and "4C" core capabilities to develop cloud services, ESG, green technology, etc., launch ecosystem integration projects, lead cross-domain cooperations, help corporate customers accelerate their digital transformation, and strengthen our global competitiveness.

Chairman & President Lin, Lung-Fen

Accounting Manager Cheng, Yuan-Yih

Attachment 2

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Systex Corporation

Opinion

We have audited the accompanying consolidated financial statements of Systex Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, based on our audits and the reports of other independent auditors (refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in 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. Based on our audits and the reports of other auditors, 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 consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2021 is stated as follows:

Valuation of Receivables

As of December 31, 2021, notes receivable and accounts receivable amounted to \$4,856,074 thousand. When assessing the impairment of receivables, the management of the Group uses the expected credit loss model based on the lifetime expected credit loss. The valuation of receivables involves significant accounting estimates and judgements of the management. Therefore, we considered the valuation of receivables as a key audit matter. For the disclosures related to receivables, refer to Notes 5 and 11 to the consolidated financial statements.

Our audit procedures performed in respect of the abovementioned key audit matter included the following:

1. We obtained the reports of impairment of receivables and assessed the reasonableness of the expected credit loss model and data used in the reports.
2. We tested the aging schedule of receivables and reviewed the calculation of expected credit loss to confirm the accuracy of the expected credit loss recognized on receivables.
3. We tested the recoverability of receivables by analyzing overdue accounts and verifying cash receipts in the subsequent period. For a receivable that was past due but not yet received, we assessed the reasonableness of the expected credit loss based on the customer's payment history, customer credit control and tracking of overdue receivables.

Other Matter

We did not audit the financial statements as of and for the year ended December 31, 2021 of Rainbow Tech Information (HK) Ltd., Systex Information (HK) Ltd. and Dawning Technology Inc. and as of and for the year ended December 31, 2020 of Rainbow Tech Information (HK) Ltd. and Systex Information (HK) Ltd., which were all subsidiaries of the Group included in the consolidated financial statements. The aggregate assets of these subsidiaries as of December 31, 2021 and 2020 amounted to \$2,270,741 thousand and \$869,551 thousand, respectively, or 8.55% and 3.95%, respectively, of the consolidated assets. The aggregate net operating revenues of these subsidiaries in 2021 and 2020 were \$4,151,506 thousand and \$1,248,204 thousand, respectively, or 14.06% and 5.26%, respectively, of the consolidated net operating revenues. We also did not audit the financial statements as of and for the year ended December 31, 2021 of Genesis Technology Inc., Collaboration Co., Ltd., Neo Trend Tech Corporation and CKmates International Co., Ltd. and as of and for the year ended December 31, 2020 of Dawning Technology Inc. and Fuco Technology Co., Ltd., which investments were accounted for using the equity method in the accompanying consolidated financial statements. The aggregate carrying amounts of which investments accounted for using the equity method were \$1,334,848 thousand and \$249,997 thousand, respectively, or 5.03% and 1.13%, respectively, of the consolidated assets as of December 31, 2021 and 2020. The aggregate amounts of the share in their (loss) profit and other comprehensive (loss) income in 2021 and 2020 were \$(31,363) thousand and \$10,158 thousand, respectively, or (2.51%) and 0.73%, respectively, of the consolidated comprehensive income. The financial statements of the abovementioned subsidiaries and investees were audited by other auditors whose reports have been provided to us and, our opinion, insofar as it relates to the amounts included for these subsidiaries and investees, is based solely on the reports of the other auditors.

We have also audited the parent corporation only financial statements of Systex Corporation as of and for the years ended December 31, 2021 and 2020 on which we have both issued an unqualified report with other matter paragraph.

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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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 the 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Shu-Wan Lin and Cheng-Hung Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 23, 2022

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 4,068,254	15	\$ 3,590,004	16
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	4,564,229	17	3,243,392	15
Notes receivable, net (Notes 4, 11 and 21)	92,840	1	53,295	-
Accounts receivable, net (Notes 4, 5, 11, 21 and 29)	4,763,234	18	3,741,776	17
Other receivables (Notes 23, 30 and 31)	328,766	1	212,144	1
Inventories (Notes 4 and 12)	3,250,755	12	3,166,140	14
Prepayments	1,754,766	7	1,237,222	6
Non-current assets held for sale (Notes 4 and 15)	298	-	15,254	-
Refundable deposits - current	404,210	2	308,912	2
Other current assets	45,670	-	58,329	-
Total current assets	<u>19,273,022</u>	<u>73</u>	<u>15,626,468</u>	<u>71</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	1,700,303	6	1,575,388	7
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	301,551	1	682,527	3
Financial assets at amortized cost - non-current (Notes 4, 9 and 10)	500,000	2	500,000	2
Investments accounted for using equity method (Notes 4 and 14)	1,781,833	7	655,557	3
Property, plant and equipment (Notes 4, 15 and 30)	2,088,417	8	2,098,670	10
Right-of-use assets (Notes 4 and 16)	276,655	1	259,789	1
Intangible assets (Notes 4 and 22)	136,147	-	131,440	1
Deferred tax assets (Notes 4 and 23)	60,848	-	76,082	-
Refundable deposits - non-current	234,075	1	214,817	1
Long-term receivables (Notes 4 and 11)	12,906	-	7,964	-
Other non-current assets (Notes 30 and 31)	194,433	1	200,533	1
Total non-current assets	<u>7,287,168</u>	<u>27</u>	<u>6,402,767</u>	<u>29</u>
TOTAL	<u>\$ 26,560,190</u>	<u>100</u>	<u>\$ 22,029,235</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (Notes 17 and 30)	\$ 1,253,994	5	\$ 790,247	4
Contract liabilities (Notes 4 and 21)	1,545,903	6	1,476,379	7
Notes and accounts payable	4,319,605	16	3,553,699	16
Payable to related parties (Note 29)	21,776	-	85,374	-
Other payables (Note 29)	1,496,836	6	1,426,467	6
Current tax liabilities (Notes 4 and 23)	125,443	-	140,545	1
Lease liabilities - current (Notes 4 and 16)	134,442	1	127,513	1
Current portion of long-term borrowings payable (Notes 17 and 30)	5,893	-	6,980	-
Other current liabilities	355,965	1	235,783	1
Total current liabilities	<u>9,259,857</u>	<u>35</u>	<u>7,842,987</u>	<u>36</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	2,994,442	11	-	-
Long-term borrowings (Notes 17 and 30)	87,578	-	100,209	-
Deferred tax liabilities (Notes 4 and 23)	6,084	-	34,073	-
Lease liabilities - non-current (Notes 4 and 16)	146,168	1	135,323	1
Net defined benefit liabilities - non-current (Notes 4 and 19)	249,455	1	258,644	1
Other non-current liabilities	5,439	-	8,552	-
Total non-current liabilities	<u>3,489,166</u>	<u>13</u>	<u>536,801</u>	<u>2</u>
Total liabilities	<u>12,749,023</u>	<u>48</u>	<u>8,379,788</u>	<u>38</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Notes 4 and 20)				
Share capital	2,693,933	10	2,693,933	12
Capital surplus	6,606,321	25	6,493,756	29
Retained earnings				
Legal reserve	1,457,250	5	1,300,634	6
Special reserve	768,711	3	579,466	2
Unappropriated earnings	3,634,691	14	4,138,488	19
Total retained earnings	5,860,652	22	6,018,588	27
Other equity	(729,124)	(3)	(768,711)	(3)
Treasury shares	(928,443)	(3)	(928,443)	(4)
Total equity attributable to owners of the Corporation	13,503,339	51	13,509,123	61
NON-CONTROLLING INTERESTS (Notes 20 and 26)	<u>307,828</u>	<u>1</u>	<u>140,324</u>	<u>1</u>
Total equity	<u>13,811,167</u>	<u>52</u>	<u>13,649,447</u>	<u>62</u>
TOTAL	<u>\$ 26,560,190</u>	<u>100</u>	<u>\$ 22,029,235</u>	<u>100</u>

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

(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 4, 21 and 29)				
Sales	\$ 22,900,941	77	\$ 17,610,513	74
Less: Sales returns and allowances	<u>96,887</u>	<u>-</u>	<u>100,872</u>	<u>-</u>
Net sales	22,804,054	77	17,509,641	74
Service revenue	6,659,187	23	6,162,401	26
Other operating revenue	<u>63,716</u>	<u>-</u>	<u>63,048</u>	<u>-</u>
Total operating revenues	<u>29,526,957</u>	<u>100</u>	<u>23,735,090</u>	<u>100</u>
OPERATING COSTS (Notes 4, 12, 22 and 29)				
Cost of goods sold	19,745,444	67	15,013,181	63
Service cost	3,110,939	10	2,959,676	13
Other operating cost	<u>15,188</u>	<u>-</u>	<u>10,787</u>	<u>-</u>
Total operating costs	<u>22,871,571</u>	<u>77</u>	<u>17,983,644</u>	<u>76</u>
GROSS PROFIT	<u>6,655,386</u>	<u>23</u>	<u>5,751,446</u>	<u>24</u>
OPERATING EXPENSES (Notes 19, 22 and 29)				
Selling expenses	4,417,709	15	3,796,734	16
General and administrative expenses	597,452	2	501,795	2
Research and development expenses	478,731	2	478,534	2
Expected credit loss	<u>28,042</u>	<u>-</u>	<u>49,510</u>	<u>-</u>
Total operating expenses	<u>5,521,934</u>	<u>19</u>	<u>4,826,573</u>	<u>20</u>
PROFIT FROM OPERATIONS	<u>1,133,452</u>	<u>4</u>	<u>924,873</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of associates (Notes 4 and 14)	71,580	-	98,093	1
Interest income (Note 4)	28,279	-	27,538	-
Dividend income (Note 4)	50,163	-	48,561	-
Other income, net (Note 29)	54,827	-	49,724	-
Gain (loss) on disposal of property, plant and equipment, net (Note 4)	5,624	-	(56)	-
Gain on sale of investments, net (Note 22)	43,877	-	261,728	1
Gain on sale of non-current assets held for sale	909	-	-	-
Foreign exchange gain, net (Notes 4 and 33)	16,757	-	49,495	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	283,650	1	480,140	2
Interest expense	(44,448)	-	(31,868)	-
Other expenses	(23,270)	-	(10,280)	-

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
Loss on disposal of intangible assets (Note 4)	\$ (2,116)	-	\$ -	-
Impairment loss on assets (Notes 4, 14 and 22)	<u>(167,669)</u>	-	<u>(46,769)</u>	-
Total non-operating income and expenses	<u>318,163</u>	<u>1</u>	<u>926,306</u>	<u>4</u>
INCOME BEFORE INCOME TAX	1,451,615	5	1,851,179	8
INCOME TAX EXPENSE (Notes 4 and 23)	<u>228,519</u>	<u>1</u>	<u>175,457</u>	<u>1</u>
NET INCOME	<u>1,223,096</u>	<u>4</u>	<u>1,675,722</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAX				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 19)	(35,988)	-	(27,384)	-
Unrealized gain (loss) on equity instruments at fair value through other comprehensive income	201,132	-	(126,221)	-
Share of the other comprehensive (loss) income of associates accounted for using the equity method	(29,165)	-	9,844	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 23)	<u>3,783</u>	-	<u>115</u>	-
	<u>139,762</u>	-	<u>(143,646)</u>	-
Items that may be reclassified subsequently to profit:				
Exchange differences on translating foreign operations	(111,270)	-	(144,949)	(1)
Share of the other comprehensive loss of associates accounted for using the equity method	<u>(873)</u>	-	<u>(628)</u>	-
	<u>(112,143)</u>	-	<u>(145,577)</u>	(1)
Other comprehensive income (loss) for the year, net of income tax	<u>27,619</u>	-	<u>(289,223)</u>	(1)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,250,715</u>	<u>4</u>	<u>\$ 1,386,499</u>	<u>6</u>

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
NET INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,213,916	4	\$ 1,666,345	7
Non-controlling interests	<u>9,180</u>	<u>-</u>	<u>9,377</u>	<u>-</u>
	<u>\$ 1,223,096</u>	<u>4</u>	<u>\$ 1,675,722</u>	<u>7</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,243,277	4	\$ 1,376,995	6
Non-controlling interests	<u>7,438</u>	<u>-</u>	<u>9,504</u>	<u>-</u>
	<u>\$ 1,250,715</u>	<u>4</u>	<u>\$ 1,386,499</u>	<u>6</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 4.90</u>		<u>\$ 6.72</u>	
Diluted	<u>\$ 4.88</u>		<u>\$ 6.70</u>	

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

(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars, Dividends Per Share in New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation (Notes 4 and 20)						Other Equity		Treasury Shares	Total	Non-controlling Interests (Note 20)	Total Equity
	Share Capital	Capital Surplus	Retained Earnings			Total	Exchange Differences on Translation of Foreign Operations	Unrealized (Loss) Gain on Financial Assets at Fair Value Through Other Comprehensive Income				
			Legal Reserve	Special Reserve	Unappropriated Earnings							
BALANCE AT JANUARY 1, 2020	\$ 2,693,933	\$ 6,407,221	\$ 1,119,831	\$ 383,842	\$ 4,295,725	\$ 5,799,398	\$ (435,908)	\$ (143,558)	\$ (928,443)	\$ 13,392,643	\$ 89,490	\$ 13,482,133
Appropriation of 2019 earnings	-	-	180,803	-	(180,803)	-	-	-	-	-	-	-
Legal reserve	-	-	180,803	-	(180,803)	-	-	-	-	-	-	-
Special reserve	-	-	-	195,624	(195,624)	-	-	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,346,967)	(1,346,967)	-	-	-	(1,346,967)	-	(1,346,967)
Share of changes in associates accounted for using the equity method	-	(20,705)	-	-	(83)	(83)	-	-	-	(20,788)	-	(20,788)
Net income for 2020	-	-	-	-	1,666,345	1,666,345	-	-	-	1,666,345	9,377	1,675,722
Other comprehensive (loss) income for 2020	-	-	-	-	(27,396)	(27,396)	(145,577)	(116,377)	-	(289,350)	127	(289,223)
Total comprehensive income (loss) for 2020	-	-	-	-	1,638,949	1,638,949	(145,577)	(116,377)	-	1,376,995	9,504	1,386,499
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	107,049	-	107,049
Disposal of investments accounted for using the equity method	-	152	-	-	8,255	8,255	-	(8,255)	-	152	-	152
Differences between equity purchase price and carrying amount arising from actual acquisition of subsidiaries	-	39	-	-	-	-	-	-	-	39	(2,055)	(2,016)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	43,385	43,385
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	(80,964)	(80,964)	-	80,964	-	-	-	-
BALANCE AT DECEMBER 31, 2020	2,693,933	6,493,756	1,300,634	579,466	4,138,488	6,018,588	(581,485)	(187,226)	(928,443)	13,509,123	140,324	13,649,447
Appropriation of 2020 earnings	-	-	156,616	-	(156,616)	-	-	-	-	-	-	-
Legal reserve	-	-	156,616	-	(156,616)	-	-	-	-	-	-	-
Special reserve reversed	-	-	-	189,245	(189,245)	-	-	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,346,967)	(1,346,967)	-	-	-	(1,346,967)	-	(1,346,967)
Share of changes in associates accounted for using the equity method	-	5,202	-	-	-	-	-	-	-	5,202	1,191	6,393
Net income for 2021	-	-	-	-	1,213,916	1,213,916	-	-	-	1,213,916	9,180	1,223,096
Other comprehensive (loss) income for 2021	-	-	-	-	(32,075)	(32,075)	(110,531)	171,967	-	29,361	(1,742)	27,619
Total comprehensive income (loss) for 2021	-	-	-	-	1,181,841	1,181,841	(110,531)	171,967	-	1,243,277	7,438	1,250,715
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	107,049	-	107,049
Differences between equity purchase price and carrying amount arising from actual acquisition of subsidiaries	-	1,831	-	-	(14,659)	(14,659)	-	-	-	(12,828)	14,477	1,649
Share of changes in equity of subsidiaries	-	(1,517)	-	-	-	-	-	-	-	(1,517)	1,517	-
Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	-	142,881	142,881
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	21,849	21,849	-	(21,849)	-	-	-	-
BALANCE AT DECEMBER 31, 2021	\$ 2,693,933	\$ 6,606,321	\$ 1,457,250	\$ 768,711	\$ 3,634,691	\$ 5,860,652	\$ (692,016)	\$ (37,108)	\$ (928,443)	\$ 13,503,339	\$ 307,828	\$ 13,811,167

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,451,615	\$ 1,851,179
Adjustments for :		
Depreciation expenses	297,453	260,740
Amortization expenses	49,377	29,658
Expected credit loss recognized	28,042	49,510
Gain on financial assets at fair value through profit or loss, net	(283,650)	(480,140)
Interest expense	44,448	31,868
Interest income	(28,279)	(27,538)
Dividend income	(50,163)	(48,561)
Share of profit of associates	(71,580)	(98,093)
(Gain) loss on disposal of property, plant and equipment, net	(5,624)	56
Loss on disposal of intangible assets	2,116	-
Gain on sale of non-current assets held for sale	(909)	-
Gain on sale of investments, net	-	(157,037)
Impairment loss on financial assets	69,873	36,077
Impairment loss on non-financial assets	97,796	10,692
Write-down of inventories	48,052	139,932
Unrealized loss on foreign currency exchange, net	69	13
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(1,185,304)	460,562
Notes receivable	(39,955)	(17,081)
Accounts receivable	(661,255)	(70,449)
Other receivables	(64,539)	1,727
Inventories	37,622	(255,410)
Prepayments	(519,581)	(345,952)
Other current assets	19,642	(15,606)
Contract liabilities	62,117	181,159
Notes and accounts payable	558,228	(150,244)
Accounts payable to related parties	(63,602)	9,410
Other payables	24,568	31,683
Other current liabilities	120,150	24,558
Net defined benefit liabilities	(45,177)	(51,596)
Cash (used in) generated from operations	(108,450)	1,401,117
Interest paid	(44,342)	(34,291)
Income tax paid	(242,719)	(261,734)
Net cash (used in) generated from operating activities	<u>(395,511)</u>	<u>1,105,092</u>

(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	\$ (302,874)	\$ (56,290)
Disposal of financial assets at fair value through other comprehensive income	212,449	1,109,119
Return of capital from capital reduction of financial assets at fair value through other comprehensive income	889	902
Acquisition of investments accounted for using the equity method	(727,865)	(170,022)
Proceeds from sale of investments accounted for using the equity method	-	61,642
Net cash outflow from acquisition of subsidiaries (Note 25)	(58,890)	(59,173)
Proceeds from sale of non-current assets held for sale	15,865	-
Payments for property, plant and equipment	(121,257)	(123,327)
Proceeds from disposal of property, plant and equipment	25,334	5,631
(Increase) decrease in refundable deposits	(116,214)	8,140
Payments for intangible assets	(83,927)	(32,286)
Proceeds from disposal of intangible assets	5	12
(Increase) decrease in long-term receivables	(4,942)	3,610
(Increase) decrease in pledged time deposits	(56,004)	52,090
Decrease (increase) in other non-current assets	11,366	(6,538)
Interest received	28,357	28,519
Dividends received	50,163	48,561
Dividends received from associates	36,286	101,901
	<u>(1,091,259)</u>	<u>972,491</u>
Net cash (used in) generated from investing activities		
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	431,618	232,201
Proceeds from issuance of corporate bonds	2,994,218	-
Repayment of long-term borrowings	(13,718)	(6,259)
Decrease in guarantee deposits received	(3,086)	(3,060)
Repayment of the principal portion of lease liabilities	(165,157)	(140,058)
Dividends paid	(1,346,967)	(1,346,967)
Acquisition of interests in subsidiaries	(44,800)	(2,016)
Proceeds from disposal of the Corporation's share by subsidiaries	46,449	-
Increase (decrease) in non-controlling interests	38,370	(315)
Cash dividends received by subsidiaries from the Corporation	107,049	107,049
	<u>2,043,976</u>	<u>(1,159,425)</u>
Net cash generated from (used in) financing activities		
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	<u>(78,956)</u>	<u>(103,497)</u>
		(Continued)

SYSTEX CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
NET INCREASE IN CASH AND CASH EQUIVALENTS	\$ 478,250	\$ 814,661
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>3,590,004</u>	<u>2,775,343</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 4,068,254</u>	<u>\$ 3,590,004</u>

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

(With Deloitte & Touche audit report dated February 23, 2022)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Systex Corporation

Opinion

We have audited the accompanying financial statements of Systex Corporation (the "Corporation"), which comprise the balance sheets as of December 31, 2021 and 2020, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, based on our audits and the reports of other independent auditors (refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Corporation 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 financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Corporation's financial statements for the year ended December 31, 2021 is stated as follows:

Valuation of Receivables

As of December 31, 2021, notes receivable and accounts receivable amounted to \$1,349,769 thousand. When assessing the impairment of receivables, the management of the Corporation uses the expected credit loss model based on the lifetime expected credit loss. The valuation of receivables involves significant accounting estimates and judgements of the management. Therefore, we considered the valuation of receivables as a key audit matter. For the disclosures related to receivables, refer to Notes 5 and 9 to the financial statements.

Our audit procedures performed in respect of the abovementioned key audit matter included the following:

1. We obtained the reports of impairment of receivables and assessed the reasonableness of the expected credit loss model and data used in the reports.
2. We tested the aging schedule of receivables and reviewed the calculation of expected credit loss to confirm the accuracy of the expected credit loss recognized on receivables.
3. We tested the recoverability of receivables by analyzing overdue accounts and verifying cash receipts in the subsequent period. For a receivable that was past due but not yet received, we assessed the reasonableness of the expected credit loss based on the customer's payment history, customer credit control and tracking of overdue receivables.

Other Matter

We did not audit the financial statements of Collaboration Co., Ltd., which is investee of the Corporation and is accounted for using the equity method, Genesis Technology Inc., which is investee of the Corporation and Syscore Corporation and is accounted for using the equity method, Systex Information (H.K.) Limited and Rainbow Tech Information (HK) Limited, which are investees of Kimo.com (BVI) Corporation and are accounted for using the equity method, Dawning Technology Inc. and CKmates International Co., Ltd, which are investees of Syslink Corporation and are accounted for using the equity method for the year ended December 31, 2021, the financial statements of Systex Information (H.K.) Limited and Rainbow Tech Information (HK) Limited, which are investees of Kimo.com (BVI) Corporation and are accounted for using the equity method, Fuco Technology Co., Ltd., which is investee of Syscore Corporation and is accounted for using the equity method, and Dawning Technology Inc., which is investee of Syslink Corporation and is accounted for using the equity method for the year ended December 31, 2020, but such financial statements were audited by other auditors. Our opinion, insofar as it related to the amounts included in the Corporation's financial statements for these investees, was based solely on the reports of other auditors. The aggregate amounts of aforementioned investments accounted for using the equity method were \$2,246,244 thousand and \$880,396 thousand, respectively, representing 11.15% and 5.32%, respectively, of the Corporation's total assets as of December 31, 2021 and 2020. The aggregate comprehensive (loss) income of these investees were \$(7,243) thousand and \$18,276 thousand, respectively, representing (0.58%) and 1.33%, respectively, of the Corporation's comprehensive income for the years ended December 31, 2021 and 2020.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Shu-Wan Lin and Cheng-Hung Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 23, 2022

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

SYSTEX CORPORATION

BALANCE SHEETS

DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 338,114	2	\$ 286,173	2
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	1,372,250	7	232,701	1
Notes receivable, net (Notes 4, 5, 9 and 17)	18,964	-	18,485	-
Accounts receivable, net (Notes 4, 5, 9 and 17)	1,330,805	7	993,271	6
Receivables from related parties (Note 23)	413,757	2	134,947	1
Other receivables (Notes 24 and 25)	125,458	1	88,621	1
Inventories (Notes 4 and 10)	890,281	4	797,236	5
Prepayments	603,874	3	540,680	3
Refundable deposits - current	89,608	-	78,153	-
Other current assets	28,904	-	27,284	-
Total current assets	<u>5,212,015</u>	<u>26</u>	<u>3,197,551</u>	<u>19</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	1,397,540	7	1,352,228	8
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	25,549	-	194,709	1
Investments accounted for using equity method (Notes 4 and 11)	11,524,464	57	9,809,289	59
Property, plant and equipment (Notes 4 and 12)	1,612,071	8	1,636,293	10
Right-of-use assets (Notes 4 and 13)	129,062	1	196,964	1
Computer software (Note 4)	62,347	-	28,203	-
Deferred tax assets (Notes 4 and 19)	16,916	-	11,045	-
Refundable deposits - non-current	88,390	1	67,032	1
Long-term receivables (Notes 4 and 9)	9,150	-	971	-
Other non-current assets (Notes 24 and 25)	71,142	-	61,849	1
Total non-current assets	<u>14,936,631</u>	<u>74</u>	<u>13,358,583</u>	<u>81</u>
TOTAL	<u>\$ 20,148,646</u>	<u>100</u>	<u>\$ 16,556,134</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Notes 4 and 17)	\$ 656,142	3	\$ 646,718	4
Notes and accounts payable	1,306,461	7	848,152	5
Payables to related parties (Note 23)	417,286	2	246,371	1
Other payables	734,774	4	735,290	4
Lease liabilities - current (Notes 4 and 13)	79,975	-	95,208	1
Current tax liabilities (Notes 4 and 19)	14,219	-	22,970	-
Other current liabilities	180,737	1	124,592	1
Total current liabilities	<u>3,389,594</u>	<u>17</u>	<u>2,719,301</u>	<u>16</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 14)	2,994,442	15	-	-
Deferred tax liabilities (Notes 4 and 19)	5,931	-	6,088	-
Lease liabilities - non-current (Notes 4 and 13)	50,871	-	103,751	1
Net defined benefit liabilities - non-current (Notes 4 and 15)	199,283	1	212,364	1
Other non-current liabilities	5,186	-	5,507	-
Total non-current liabilities	<u>3,255,713</u>	<u>16</u>	<u>327,710</u>	<u>2</u>
Total liabilities	<u>6,645,307</u>	<u>33</u>	<u>3,047,011</u>	<u>18</u>
EQUITY (Notes 4 and 16)				
Share capital	2,693,933	13	2,693,933	16
Capital surplus	6,606,321	33	6,493,756	39
Retained earnings				
Legal reserve	1,457,250	7	1,300,634	8
Special reserve	768,711	4	579,466	3
Unappropriated earnings	3,634,691	18	4,138,488	25
Total retained earnings	<u>5,860,652</u>	<u>29</u>	<u>6,018,588</u>	<u>36</u>
Other equity	(729,124)	(4)	(768,711)	(4)
Treasury shares	(928,443)	(4)	(928,443)	(5)
Total equity	<u>13,503,339</u>	<u>67</u>	<u>13,509,123</u>	<u>82</u>
TOTAL	<u>\$ 20,148,646</u>	<u>100</u>	<u>\$ 16,556,134</u>	<u>100</u>

The accompanying notes are an integral part of the financial statements.

(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 17 and 23)				
Sales	\$ 5,061,725	61	\$ 3,884,724	55
Less: Sales returns and allowances	<u>13,567</u>	-	<u>12,250</u>	-
Net sales	5,048,158	61	3,872,474	55
Service revenue	3,199,837	39	3,105,044	44
Other operating revenue	<u>37,392</u>	-	<u>40,019</u>	1
Total operating revenue	<u>8,285,387</u>	<u>100</u>	<u>7,017,537</u>	<u>100</u>
OPERATING COSTS (Notes 4, 10, 18 and 23)				
Cost of goods sold	4,312,140	52	3,240,873	46
Service cost	1,414,674	17	1,376,494	20
Other operating cost	<u>3,915</u>	-	<u>3,969</u>	-
Total operating costs	<u>5,730,729</u>	<u>69</u>	<u>4,621,336</u>	<u>66</u>
GROSS PROFIT	<u>2,554,658</u>	<u>31</u>	<u>2,396,201</u>	<u>34</u>
OPERATING EXPENSES (Notes 18 and 23)				
Selling expenses	1,817,343	22	1,682,786	24
General and administrative expenses	302,188	4	295,209	4
Research and development expenses	<u>339,824</u>	<u>4</u>	<u>319,715</u>	<u>5</u>
Total operating expenses	<u>2,459,355</u>	<u>30</u>	<u>2,297,710</u>	<u>33</u>
PROFIT FROM OPERATIONS	<u>95,303</u>	<u>1</u>	<u>98,491</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of subsidiaries and associates (Notes 4 and 11)	1,144,248	14	1,086,059	16
Interest income (Notes 4 and 23)	795	-	703	-
Dividend income (Note 4)	43,412	-	37,551	1
Other income, net (Note 23)	17,758	-	20,704	-
Gain on sale of property, plant and equipment	5,737	-	-	-
Gain on sale of investments, net (Note 18)	592	-	163,829	2
Foreign exchange gain, net (Note 4)	2,596	-	1,855	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	45,780	1	306,579	4
Interest expense	(12,467)	-	(3,795)	-
Other expenses	(19,176)	-	(6,592)	-
Loss on sale of intangible assets	(2,116)	-	-	-
Impairment loss on assets (Notes 4 and 11)	<u>(99,034)</u>	<u>(1)</u>	<u>(19,421)</u>	-
Total non-operating income and expenses	<u>1,128,125</u>	<u>14</u>	<u>1,587,472</u>	<u>23</u>

(Continued)

SYSTEX CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
INCOME BEFORE INCOME TAX	\$ 1,223,428	15	\$ 1,685,963	24
INCOME TAX EXPENSE (Notes 4 and 19)	<u>9,512</u>	<u>-</u>	<u>19,618</u>	<u>-</u>
NET INCOME	<u>1,213,916</u>	<u>15</u>	<u>1,666,345</u>	<u>24</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 15)	(20,813)	-	(25,950)	-
Unrealized gain (loss) on equity instruments at fair value through other comprehensive income	113,958	1	(62,970)	(1)
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	<u>46,747</u>	<u>1</u>	<u>(54,853)</u>	<u>(1)</u>
	<u>139,892</u>	<u>2</u>	<u>(143,773)</u>	<u>(2)</u>
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive loss of subsidiaries and associates accounted for using the equity method	<u>(110,531)</u>	<u>(2)</u>	<u>(145,577)</u>	<u>(2)</u>
Other comprehensive income (loss) for the year, net of income tax	<u>29,361</u>	<u>-</u>	<u>(289,350)</u>	<u>(4)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,243,277</u>	<u>15</u>	<u>\$ 1,376,995</u>	<u>20</u>
EARNINGS PER SHARE (Note 20)				
Basic	<u>\$ 4.90</u>		<u>\$ 6.72</u>	
Diluted	<u>\$ 4.88</u>		<u>\$ 6.70</u>	

The accompanying notes are an integral part of the financial statements.

(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	Retained Earnings						Other Equity		Treasury Shares	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized (Loss) Gain on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE AT JANUARY 1, 2020	\$ 2,693,933	\$ 6,407,221	\$ 1,119,831	\$ 383,842	\$ 4,295,725	\$ 5,799,398	\$ (435,908)	\$ (143,558)	\$ (928,443)	\$ 13,392,643
Appropriation of 2019 earnings										
Legal reserve	-	-	180,803	-	(180,803)	-	-	-	-	-
Special reserve	-	-	-	195,624	(195,624)	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,346,967)	(1,346,967)	-	-	-	(1,346,967)
Changes in investments in subsidiaries and associates accounted for using equity method	-	(20,666)	-	-	(83)	(83)	-	-	-	(20,749)
Net income for 2020	-	-	-	-	1,666,345	1,666,345	-	-	-	1,666,345
Other comprehensive loss for 2020	-	-	-	-	(27,396)	(27,396)	(145,577)	(116,377)	-	(289,350)
Total comprehensive income (loss) for 2020	-	-	-	-	1,638,949	1,638,949	(145,577)	(116,377)	-	1,376,995
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	107,049
Disposal of investments accounted for using equity method	-	152	-	-	8,255	8,255	-	(8,255)	-	152
Disposal of investments by subsidiaries in equity instruments at fair value through other comprehensive income	-	-	-	-	(80,964)	(80,964)	-	80,964	-	-
BALANCE AT DECEMBER 31, 2020	2,693,933	6,493,756	1,300,634	579,466	4,138,488	6,018,588	(581,485)	(187,226)	(928,443)	13,509,123
Appropriation of 2020 earnings										
Legal reserve	-	-	156,616	-	(156,616)	-	-	-	-	-
Special reserve	-	-	-	189,245	(189,245)	-	-	-	-	-
Cash dividends - NT\$5 per share	-	-	-	-	(1,346,967)	(1,346,967)	-	-	-	(1,346,967)
Changes in investments in subsidiaries and associates accounted for using equity method	-	5,516	-	-	(14,659)	(14,659)	-	-	-	(9,143)
Net income for 2021	-	-	-	-	1,213,916	1,213,916	-	-	-	1,213,916
Other comprehensive loss for 2021	-	-	-	-	(32,075)	(32,075)	(110,531)	171,967	-	29,361
Total comprehensive (loss) income for 2021	-	-	-	-	1,181,841	1,181,841	(110,531)	171,967	-	1,243,277
Cash dividends received by subsidiaries from the Corporation	-	107,049	-	-	-	-	-	-	-	107,049
Disposal of investments by subsidiaries in equity instruments at fair value through other comprehensive income	-	-	-	-	21,849	21,849	-	(21,849)	-	-
BALANCE AT DECEMBER 31, 2021	\$ 2,693,933	\$ 6,606,321	\$ 1,457,250	\$ 768,711	\$ 3,634,691	\$ 5,860,652	\$ (692,016)	\$ (37,108)	\$ (928,443)	\$ 13,503,339

The accompanying notes are an integral part of the financial statements.

(With Deloitte & Touche audit report dated February 23, 2022)

SYSTEX CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,223,428	\$ 1,685,963
Adjustments for :		
Depreciation expenses	185,389	173,890
Amortization expenses	18,344	14,467
Expected credit loss recognized	7,828	29,697
Gain on financial assets at fair value through profit or loss, net	(45,780)	(306,579)
Interest expense	12,467	3,795
Interest income	(795)	(703)
Dividend income	(43,412)	(37,551)
Share of profit of subsidiaries and associates accounted for using equity method	(1,144,248)	(1,086,059)
Gain on sale of property, plant and equipment	(5,737)	-
Loss on sale of intangible assets	2,116	-
Gain on sale of investments	-	(84,308)
Impairment loss on financial assets	99,034	19,421
Write-down of inventories	21,445	3,363
Unrealized gain on foreign currency exchange, net	(568)	(125)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(1,139,081)	581,807
Notes receivable	(479)	1,393
Accounts receivable	(345,725)	(194,204)
Receivables from related parties	(278,905)	15,910
Other receivables	(38,810)	3,187
Inventories	(114,490)	63,458
Prepayments	(63,194)	(78,034)
Other current assets	(1,620)	(5,065)
Notes and accounts payable	459,339	(59,141)
Payables to related parties	170,911	119,656
Other payables	(516)	6,017
Contract liabilities	9,424	169,051
Other current liabilities	56,369	40,155
Net defined benefit liabilities	(33,894)	(47,302)
Cash (used in) generated from operations	(991,160)	1,032,159
Interest paid	(12,535)	(3,840)
Income tax paid	(24,291)	(12,153)
Net cash (used in) generated from operating activities	<u>(1,027,986)</u>	<u>1,016,166</u> (Continued)

SYSTEX CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (250,777)	\$ -
Return of capital from capital reduction of financial assets at fair value through other comprehensive income	889	902
Acquisition of investments accounted for using equity method	(757,663)	(240,415)
Return of capital from capital reduction of investments accounted for using equity method	-	294,500
Payments for property, plant and equipment	(66,692)	(96,031)
Proceeds on disposal of property, plant and equipment	14,055	239
Increase in refundable deposits	(32,813)	(4,893)
Payments for intangible assets	(54,604)	(22,926)
(Increase) decrease in long-term receivables	(8,179)	507
Decrease in pledged time deposits	2,007	2,432
Increase in other non-current assets	(9,293)	(5,811)
Interest received	761	785
Dividends received	43,412	37,551
Dividends received from subsidiaries and associates	<u>654,830</u>	<u>513,125</u>
Net cash (used in) generated from investing activities	<u>(464,067)</u>	<u>479,965</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of corporate bonds	2,994,218	-
Decrease in guarantee deposits received	(321)	(354)
Repayment of the principal portion of lease liabilities	(102,936)	(102,476)
Dividends paid	<u>(1,346,967)</u>	<u>(1,346,967)</u>
Net cash generated from (used in) financing activities	<u>1,543,994</u>	<u>(1,449,797)</u>
NET INCREASE IN CASH	51,941	46,334
CASH AT THE BEGINNING OF THE YEAR	<u>286,173</u>	<u>239,839</u>
CASH AT THE END OF THE YEAR	<u>\$ 338,114</u>	<u>\$ 286,173</u>

The accompanying notes are an integral part of the financial statements.

(With Deloitte & Touche audit report dated February 23, 2022)

Attachment 3

Audit Committee's Review Report

The Board of Directors has prepared and submitted the 2021 Business Report and Financial Statements, of which the Financial Statements have been audited by Deloitte & Touche. These have been reviewed by us as the Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219, 208 of the Company Act, we hereby submit this report.

System Corporation

Audit Committee Convener:

Huang, Jih-Tsan

February 23, 2022

Audit Committee's Review Report

The Board of Directors has prepared the 2021 earnings distribution proposal. The proposal has been reviewed by us as the Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219, 208 of the Company Act, we hereby submit this report.

System Corporation

Audit Committee Convener:

Huang, Jih-Tsan

April 12, 2022

Attachment 4

System Corporation

Table of Comparison of Amendments to the Codes of Conduct for Directors and Managers

Before Amendments	After Amendments	Remark
<p>Article2 :</p> <p>Content of the code:</p> <p>2.1Prevention of conflicts of interest:</p> <p>Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the company, as for example when a director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, <u>parents, children, or relatives within the third</u> degree of kinship. The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which the aforementioned persons works. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, and the relationship is likely to prejudice the interests of the company, the director may not participate in</p>	<p>Article2 :</p> <p>Content of the code:</p> <p>2.1Prevention of conflicts of interest:</p> <p>Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the company, as for example when a director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, parents, or relatives within the <u>second</u> degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which the aforementioned persons works. <u>The company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors and managerial officers to voluntarily explain whether there is any potential conflict between them and the</u></p>	<p>Amend according to the “Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/GTSM Listed Companies”.</p>

<p>discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.</p> <p>2.2.~2.3.Omitted</p> <p>2.4.Fair trade: Directors and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.</p> <p>2.5.Safeguarding and proper use of company assets: All directors and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.</p> <p>2.6.Legal compliance: Directors or managers should abide by laws and regulations, including <u>the Securities and Exchange Act on the prevention of insider trading and company policies.</u></p> <p>2.7.Encouraging reporting on illegal or unethical activities:</p>	<p><u>company. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, and the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.</u></p> <p>2.2.~2.3.Omitted</p> <p>2.4.Fair trade: Directors and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.</p> <p>2.5.Safeguarding and proper use of company assets: All directors and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.</p> <p>2.6.Legal compliance:</p>	
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<p>The company encourage employees to report to the audit committee, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.</p> <p>2.8.Disciplinary measures:</p> <p>When a director or managerial officer violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code and the company shall establish a relevant complaint system to provide the violator with remedies.</p>	<p>Directors or managers should abide by <u>the Securities and Exchange Act and other applicable laws and regulations including regulations and company policies related to the prevention of insider trading.</u></p> <p>2.7.Encouraging reporting on illegal or unethical activities:</p> <p>The company encourage employees to report to the audit committee, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall <u>establish a concrete whistle-blowing system and allow anonymous reporting to</u> make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.</p> <p>2.8.Disciplinary measures:</p> <p>When a director or managerial officer violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and <u>shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.</u> The company establish a relevant complaint system to provide the violator with remedies.</p>	
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<p>Article3 :</p> <p>The code of ethical conduct adopted by the company must require that any exemption of directors or managerial officers from compliance with the code is approved by a board resolution of the board of directors. <u>The title, name of exemption person</u> and date of the board resolution for exemption disclosed, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS.</p>	<p>Article3 :</p> <p>The code of ethical conduct adopted by a company must require that any exemption for directors or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, <u>objections or reservations of independent directors, and the period of</u>, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS.</p>	<p>Amend according to the "Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/GTSM Listed Companies".</p>
<p>Article4 :</p> <p>Company shall disclose the code of ethical conduct it has adopted, and any amendments to it, in its annual reports and prospectuses and on the MOPS.</p>	<p>Article4 :</p> <p>Company shall disclose the code of ethical conduct it has adopted, and any amendments to it, on <u>its company website</u>, in its annual reports and prospectuses and on the MOPS.</p>	<p>Amend according to the "Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/GTSM Listed Companies".</p>
<p>Article 5:</p> <p>The Code of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting .The same procedure shall be followed when the rules have been amended.</p> <p>The Code of Procedures were established on December 15, 2014.</p>	<p>Article 5:</p> <p>The Code of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting .The same procedure shall be followed when the rules have been amended.</p> <p>The Code of Procedures were established on December 15, 2014 <u>and the 1st Amendment on December 22, 2021.</u></p>	<p>Addition of revision dates.</p>

System Corporation
The Codes of Conduct for Directors and Managers (Amended)

Article 1: In recognition of the necessity to assist the companies in Taiwan in their establishment of codes of ethical conduct, these Guidelines are adopted for the purpose of encouraging directors and managerial officers to act in line with ethical standards, and to help interested parties better understand the ethical standards.

Article 2: Content of the code:

2.1. Prevention of conflicts of interest:

Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the company, as for example when a director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, parents, or relatives within the second degree of kinship. The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which the aforementioned persons works. The company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors and managerial officers to voluntarily explain whether there is any potential conflict between them and the company. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, and the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

2.2 Minimizing incentives to pursue personal gain:

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

2.2.1. Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions.

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

2.2.3. Competing with the company.

2.3 Confidentiality:

The directors, supervisors, and managerial officers of the company shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any

undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

2.4. Fair trade:

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

2.5. Safeguarding and proper use of company assets:

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

2.6. Legal compliance:

Directors or managers should abide by the Securities and Exchange Act and other applicable laws and regulations including regulations and company policies related to the prevention of insider trading.

2.7. Encouraging reporting on illegal or unethical activities:

The company encourage employees to report to the audit committee, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and allow anonymous reporting to make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.

2.8. Disciplinary measures:

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

Article 3: The code of ethical conduct adopted by a company must require that any exemption for directors or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS.

Article 4: Company shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS.

Article 5: The Code of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting .The same procedure shall be followed when the rules have been amended.

The Code of Procedures were established on December 15, 2014 and the 1st Amendment on December 22, 2021.

Attachment 5

SYSTEX Corporation
Earnings Distribution Proposal
December 31, 2021

Unit: NT\$

Items	Amount	
	Subtotal	Total
Beginning unappropriated earnings		2,445,660,167
Adjustment for the retained earnings for long-term share investment	(4,072,370)	
Actuarial (loss) gains listed in retained earnings	(20,812,717)	
Add: Net income of 2021	1,213,916,228	
Add: Reversal of special capital reserve	39,586,825	
Earnings available for distribution		3,674,278,133
Distribution items		
Legal reserve	(118,903,114)	
Cash dividends (NT\$4.2 per share)	(1,131,451,877)	
Total distribution		(1,250,354,991)
Ending unappropriated		2,423,923,142

Chairman	Lin, Lung-Fen
President	Lin, Lung-Fen
Accounting Manager	Cheng, Yuan-Yih

Attachment 6

Systemx Corporation

Table of Comparison of Amendments to the Articles of Incorporation

Before Amendments	After Amendments	Remark
<p>Article 2: The Company shall engage in the following businesses:</p> <ol style="list-style-type: none"> 1. F113050 Wholesale of Computing and Business Machinery Equipment 2. F118010 Wholesale of Computer Software 3. F113070 Wholesale of Telecom Instruments 4. F113020 Wholesale of Household Appliance 5. F113110 Wholesale of Batteries 6. F119010 Wholesale of Electronic Materials 7. E605010 Computing Equipments Installation Construction 8. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops 9. J399010 Software Publication 10. IG02010 Research Development Service 11. I599990 Other Designing 12. JZ99050 Agency Services 13. F113030 Wholesale of Precision Instruments 14. E603050 Cybernation Equipments Construction 15. F401010 International Trade 16. I301010 Software Design Services 17. I301020 Data Processing Services 	<p>Article 2: The Company shall engage in the following businesses:</p> <ol style="list-style-type: none"> 1. F113050 Wholesale of Computing and Business Machinery Equipment 2. F118010 Wholesale of Computer Software 3. F113070 Wholesale of Telecom Instruments 4. F113020 Wholesale of Household Appliance 5. F113110 Wholesale of Batteries 6. F119010 Wholesale of Electronic Materials 7. E605010 Computing Equipments Installation Construction 8. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops 9. J399010 Software Publication 10. IG02010 Research Development Service 11. I599990 Other Designing 12. JZ99050 Agency Services 13. F113030 Wholesale of Precision Instruments 14. E603050 Cybernation Equipments Construction 15. F401010 International Trade 16. I301010 Software Design Services 17. I301020 Data Processing Services 	<ol style="list-style-type: none"> 1.Deleted the business scope of No22.G902011 Type II Telecommunications Enterprise and No93. I701011 Employment Service for the company's operating needs 2.Amended the codes or business types as follows: (1)Amended No.23 E701010 Telecommunications Construction

Before Amendments	After Amendments	Remark
<p>18.I301030 Digital Information Supply Services</p> <p>19.F213030 Retail sale of Computing and Business Machinery Equipment</p> <p>20.F218010 Retail Sale of Computer Software</p> <p>21.F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles</p> <p><u>22. G902011 Type II Telecommunications Enterprise</u></p> <p><u>23. E701010 Telecommunications Construction</u></p> <p><u>24. F213060 Retail Sale of Telecom Instruments</u></p> <p><u>25. F399040 Retail Business Without Shop</u></p> <p><u>26. F601010 Intellectual Property</u></p> <p><u>27. IE01010 Telecommunications Number Agencies</u></p> <p><u>28. I103060 Management Consulting Services</u></p> <p><u>29. JE01010 Rental and Leasing Business</u></p> <p><u>30. I401010 General Advertising Services</u></p> <p><u>31. IZ99990 Other Industry and Commerce Services Not Elsewhere Classified</u></p> <p><u>32. J304010 Book Publishers</u></p> <p><u>33. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import</u></p> <p><u>34. J303010 Magazine and Periodical Publication</u></p> <p><u>35. J305010 Audio Tape and Record Publishers</u></p> <p><u>36. J201031 Technique and Performing Arts Training</u></p> <p><u>37. I501010 Product Designing</u></p> <p><u>38. I199990 Other Consultancy</u></p>	<p>18.I301030 Digital Information Supply Services</p> <p>19.F213030 Retail sale of Computing and Business Machinery Equipment</p> <p>20.F218010 Retail Sale of Computer Software</p> <p>21.F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles</p> <p><u>22. E701010 Telecommunications Engineering</u></p> <p><u>23. F213060 Retail Sale of Telecom Instruments</u></p> <p><u>24. F399040 Retail Business Without Shop</u></p> <p><u>25. F601010 Intellectual Property</u></p> <p><u>26. IE01010 Telecommunications Number Agencies</u></p> <p><u>27. I103060 Management Consulting Services</u></p> <p><u>28. JE01010 Rental and Leasing Business</u></p> <p><u>29. I401010 General Advertising Services</u></p> <p><u>30. IZ99990 Other Industrial and Commercial Services</u></p> <p><u>31. J304010 Book Publishers</u></p> <p><u>32. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import</u></p> <p><u>33. J303010 Magazine and Periodical Publication</u></p> <p><u>34. J305010 Audio Tape and Record Publishers</u></p> <p><u>35. J201031 Technique and Performing Arts Training</u></p> <p><u>36. I501010 Product Designing</u></p> <p><u>37. I199990 Other Consultancy</u></p> <p><u>38. CC01100 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing</u></p>	<p>to E701010 Telecommunications Engineering.</p> <p>(2) Amended No.31 IZ99990 Other Industry and Commerce Services Not Elsewhere Classified to IZ99990 Other Industrial and Commercial Services.</p> <p>(3) Amended the code of No.39 CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing</p>

Before Amendments	After Amendments	Remark
<p><u>39.</u> CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing</p> <p><u>40.</u> F108031 Wholesale of Drugs, Medical Goods</p> <p><u>41.</u> F208031 Retail Sale of Medical Apparatus</p> <p><u>42.</u>CC01110 Computers and Computing Peripheral Equipments Manufacturing</p> <p><u>43.</u>CC01120 Data Storage Media Manufacturing and Duplicating</p> <p><u>44.</u>CC01060 Wired Communication Equipment and Apparatus Manufacturing</p> <p><u>45.</u>CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing</p> <p><u>46.</u>CC01080 Electronic Parts and Components Manufacturing</p> <p><u>47.</u>CB01010 Machinery and Equipment Manufacturing</p> <p><u>48.</u>C701010 Printing</p> <p><u>49.</u>C703010 Printings Bindery and Processing</p> <p><u>50.</u>F113010 Wholesale of Machinery</p> <p><u>51.</u>IZ13010 Internet Identify Services</p> <p><u>52.</u>EZ05010 Apparatus Installation Construction</p> <p><u>53.</u>E701030Controlled Telecommunications Radio-Frequency Devices Installation Engineering</p> <p><u>54.</u> E601010 Electric Appliance Construction</p> <p><u>55.</u> F102170 Wholesale of Food and Grocery</p> <p><u>56.</u> F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products</p> <p><u>57.</u> F105050 Wholesale of Furniture, Bedclothes Kitchen</p>	<p><u>39.</u> F108031 Wholesale of Drugs, Medical Goods</p> <p><u>40.</u> F208031 Retail Sale of Medical Apparatus</p> <p><u>41.</u>CC01110 Computers and Computing Peripheral Equipments Manufacturing</p> <p><u>42.</u>CC01120 Data Storage Media Manufacturing and Duplicating</p> <p><u>43.</u>CC01060 Wired Communication Equipment and Apparatus Manufacturing</p> <p><u>44.</u>CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing</p> <p><u>45.</u>CC01080 Electronic Parts and Components Manufacturing</p> <p><u>46.</u>CB01010 Machinery and Equipment Manufacturing</p> <p><u>47.</u>C701010 Printing</p> <p><u>48.</u>C703010 Printings Bindery and Processing</p> <p><u>49.</u>F113010 Wholesale of Machinery</p> <p><u>50.</u>IZ13010 Internet Identify Services</p> <p><u>51.</u>EZ05010 Apparatus Installation Construction</p> <p><u>52.</u>E701030Controlled Telecommunications Radio-Frequency Devices Installation Engineering</p> <p><u>53.</u> E601010 Electric Appliance Construction</p> <p><u>54.</u> F102170 Wholesale of Food and Grocery</p> <p><u>55.</u> F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products</p> <p><u>56.</u> F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures</p>	<p>to CC01100.</p>

Before Amendments	After Amendments	Remark
<p>Equipment and Fixtures</p> <p><u>58.</u> F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles</p> <p><u>59.</u> F203010 Retail sale of Food and Grocery</p> <p><u>60.</u> F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products</p> <p><u>61.</u> F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures</p> <p><u>62.</u> F208050 Retail Sale of the Second Type Patent Medicine</p> <p><u>63.</u> F102020 Wholesale of Edible Oil</p> <p><u>64.</u> F102040 Wholesale of Nonalcoholic Beverages</p> <p><u>65.</u> F102050 Wholesale of Tea</p> <p><u>66.</u> F102180 Wholesale of Ethanol</p> <p><u>67.</u> F103010 Wholesale of Animal Feeds</p> <p><u>68.</u> F106010 Wholesale of Ironware</p> <p><u>69.</u> F106020 Wholesale of Articles for Daily Use</p> <p><u>70.</u> F107030 Wholesale of Cleaning Preparations</p> <p><u>71.</u> F107070 Wholesale of Animal Medicines</p> <p><u>72.</u> F108040 Wholesale of Cosmetics</p> <p><u>73.</u> F110010 Wholesale of Clocks and Watches</p> <p><u>74.</u> F110020 Wholesale of Spectacles</p> <p><u>75.</u> F114030 Wholesale of Motor Vehicle Parts and Supplies</p> <p><u>76.</u> F116010 Wholesale of Photographic Equipment</p> <p><u>77.</u> F117010 Wholesale of Fire Fighting Equipment</p>	<p><u>57.</u> F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles</p> <p><u>58.</u> F203010 Retail sale of Food and Grocery</p> <p><u>59.</u> F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products</p> <p><u>60.</u> F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures</p> <p><u>61.</u> F208050 Retail Sale of the Second Type Patent Medicine</p> <p><u>62.</u> F102020 Wholesale of Edible Oil</p> <p><u>63.</u> F102040 Wholesale of Nonalcoholic Beverages</p> <p><u>64.</u> F102050 Wholesale of Tea</p> <p><u>65.</u> F102180 Wholesale of Ethanol</p> <p><u>66.</u> F103010 Wholesale of Animal Feeds</p> <p><u>67.</u> F106010 Wholesale of Ironware</p> <p><u>68.</u> F106020 Wholesale of Articles for Daily Use</p> <p><u>69.</u> F107030 Wholesale of Cleaning Preparations</p> <p><u>70.</u> F107070 Wholesale of Animal Medicines</p> <p><u>71.</u> F108040 Wholesale of Cosmetics</p> <p><u>72.</u> F110010 Wholesale of Clocks and Watches</p> <p><u>73.</u> F110020 Wholesale of Spectacles</p> <p><u>74.</u> F114030 Wholesale of Motor Vehicle Parts and Supplies</p> <p><u>75.</u> F116010 Wholesale of Photographic Equipment</p> <p><u>76.</u> F117010 Wholesale of Fire Fighting Equipment</p> <p><u>77.</u> F203030 Retail Sale of Ethanol</p>	

Before Amendments	After Amendments	Remark
<p><u>78.</u> F203030 Retail Sale of Ethanol</p> <p><u>79.</u> F206010 Retail Sale of Ironware</p> <p><u>80.</u> F206020 Retail Sale of Articles for Daily Use</p> <p><u>81.</u> F206050 Retail of pet food and appliances</p> <p><u>82.</u> F207030 Retail Sale of Cleaning Preparations</p> <p><u>83.</u> F207070 Retail Sale of Animal Medicine</p> <p><u>84.</u> F208040 Retail Sale of Cosmetics</p> <p><u>85.</u> F210010 Retail Sale of Watches and Clocks</p> <p><u>86.</u> F210020 Retail Sale of Spectacles</p> <p><u>87.</u> F213010 Retail Sale of Household Appliance</p> <p><u>88.</u> F213110 Retail Sale of Batteries</p> <p><u>89.</u> F216010 Retail Sale of Photographic Equipment</p> <p><u>90.</u> F219010 Retail Sale of Electronic Materials</p> <p><u>91.</u> F301010 Department Stores</p> <p><u>92.</u> I301040 The third party payment</p> <p><u>93.</u> I701011 <u>Employment Service</u></p> <p><u>94.</u> IZ04010 Translation</p> <p><u>95.</u> IZ09010 Management System Certification</p> <p><u>96.</u> IZ12010 Manpower Dispatched</p> <p><u>97.</u> J202010 Industry Innovation and Incubation Services</p> <p><u>98.</u> J399990 Other Publishing</p> <p><u>99.</u> ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p><u>78.</u> F206010 Retail Sale of Ironware</p> <p><u>79.</u> F206020 Retail Sale of Articles for Daily Use</p> <p><u>80.</u> F206050 Retail of pet food and appliances</p> <p><u>81.</u> F207030 Retail Sale of Cleaning Preparations</p> <p><u>82.</u> F207070 Retail Sale of Animal Medicine</p> <p><u>83.</u> F208040 Retail Sale of Cosmetics</p> <p><u>84.</u> F210010 Retail Sale of Watches and Clocks</p> <p><u>85.</u> F210020 Retail Sale of Spectacles</p> <p><u>86.</u> F213010 Retail Sale of Household Appliance</p> <p><u>87.</u> F213110 Retail Sale of Batteries</p> <p><u>88.</u> F216010 Retail Sale of Photographic Equipment</p> <p><u>89.</u> F219010 Retail Sale of Electronic Materials</p> <p><u>90.</u> F301010 Department Stores</p> <p><u>91.</u> I301040 The third party payment</p> <p><u>92.</u> IZ04010 Translation</p> <p><u>93.</u> IZ09010 Management System Certification</p> <p><u>94.</u> IZ12010 Manpower Dispatched</p> <p><u>95.</u> J202010 Industry Innovation and Incubation Services</p> <p><u>96.</u> J399990 Other Publishing</p> <p><u>97.</u> ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	

Before Amendments	After Amendments	Remark
<p>Article 4:</p> <p>The total capital of the Company shall be in the amount of NT\$4 billion divided into 400 million shares to be raised in multiple issues at NT\$10 per share.</p> <p>An additional NT\$200 million shall be reserved from the total capital as specified in Paragraph 1 for the issuance of employee stock options issuable in 20 million shares at NT\$10 per share over multiple installments in accordance with the Board of Directors resolution.</p> <p>Before issuing any employee stock options at a strike price lower than the closing price of the Company's stocks on the date of issuance, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the shareholders' meeting attended by shareholders representing a majority of total issued shares, and may issue the stock options in installments within a year of the date of resolution in the shareholders' meeting. Other conditions or restrictions on employee stock options issued in accordance with the provisions described above shall be processed in accordance with related laws and regulations.</p> <p>Before transferring shares to employees at a price lower than the average of the actual repurchase price, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.</p>	<p>Article 4:</p> <p>The total capital of the Company shall be in the amount of NT\$4 billion divided into 400 million shares to be raised in multiple issues at NT\$10 per share.</p> <p>An additional NT\$200 million shall be reserved from the total capital as specified in Paragraph 1 for the issuance of employee stock options issuable in 20 million shares at NT\$10 per share over multiple installments in accordance with the Board of Directors resolution.</p> <p>Before issuing any employee stock options at a strike price lower than the closing price of the Company's stocks on the date of issuance, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the shareholders' meeting attended by shareholders representing a majority of total issued shares, and may issue the stock options in installments within a year of the date of resolution in the shareholders' meeting. Other conditions or restrictions on employee stock options issued in accordance with the provisions described above shall be processed in accordance with related laws and regulations.</p> <p>Before transferring shares to employees at a price lower than the average of the actual repurchase price, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.</p>	<p>Paragraph 5 added in accordance with Article 267 of the Company Act.</p>

Before Amendments	After Amendments	Remark
	<p><u>The qualification requirements of the Company's issuance of restricted stock for employees may include employees of parents or subsidiaries companies meeting certain specific requirements.</u></p>	
<p>Article 8: The Company holds general and provisional shareholders' meetings. A general meeting is convened once a year within six months after the end of a fiscal year. Extraordinary meetings are convened when necessary in accordance with the law. The shareholders' meeting shall be held in accordance with the Company's "Rules and Procedures for Shareholders' Meetings."</p>	<p>Article 8: The Company holds general and provisional shareholders' meetings. A general meeting is convened once a year within six months after the end of a fiscal year. Extraordinary meetings are convened when necessary in accordance with the law. The shareholders' meeting shall be held in accordance with the Company's "Rules and Procedures for Shareholders' Meetings." <u>When the Company holds a shareholders' meeting, the meeting may be held by means of visual communication network, or other methods promulgated by the central competent authority.</u></p>	<p>Paragraph 2 added in accordance with Article 172-2 of the Company Act.</p>
<p>Article 15-1: The Company shall appoint three Independent Directors among the Directors of the Board in accordance with Article 14-2 of the Securities and Exchange Act and in compliance with Article 183 of the Securities and Exchange Act. The selection of Independent Directors shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act. The Company shall assemble an Audit Committee in accordance with Article 14-4 and Article 183 of the Securities and Exchange Act. The Committee shall be solely composed of Independent Directors.</p>	<p>Article 15-1: The Company shall appoint <u>at least</u> three Independent Directors among the Directors of the Board in accordance with Article 14-2 of the Securities and Exchange Act and in compliance with Article 183 of the Securities and Exchange Act. The selection of Independent Directors shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act. The Company shall assemble an Audit Committee in accordance with Article 14-4 and Article 183 of the Securities and Exchange Act. The Committee shall be solely composed of Independent Directors.</p>	<p>Revised wording about the number of Independent Directors</p>

Before Amendments	After Amendments	Remark
<p>Article 25: The Articles of Incorporation were established on Dec. 26, 1996. The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019 , the 20th Amendment on June 18, 2020 and the 21th Amendment on August 27, 2021. The Articles of Incorporation were implemented after approval in accordance with laws and regulations.</p>	<p>Article 25: The Articles of Incorporation were established on Dec. 26, 1996. The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019 , the 20th Amendment on June 18, 2020 ,the 21th Amendment on August 27, 2021,<u>and the 22th Amendment on May 26, 2022.</u> The Articles of Incorporation were implemented after approval in accordance with laws and regulations.</p>	<p>Addition of revision dates.</p>

Systemx Corporation
Articles of Incorporation (Amended)

Chapter I General Provisions

Article 1: The Company is constituted in accordance with the Company Act, and shall be known as Systemx Corporation.

Article 2: The Company shall engage in the following businesses:

1. F113050 Wholesale of Computing and Business Machinery Equipment
2. F118010 Wholesale of Computer Software
3. F113070 Wholesale of Telecom Instruments
4. F113020 Wholesale of Household Appliance
5. F113110 Wholesale of Batteries
6. F119010 Wholesale of Electronic Materials
7. E605010 Computing Equipments Installation Construction
8. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops
9. J399010 Software Publication
10. IG02010 Research Development Service
11. I599990 Other Designing
12. JZ99050 Agency Services
13. F113030 Wholesale of Precision Instruments
14. E603050 Cybernation Equipments Construction
15. F401010 International Trade
16. I301010 Software Design Services
17. I301020 Data Processing Services
18. I301030 Digital Information Supply Services
19. F213030 Retail sale of Computing and Business Machinery Equipment
20. F218010 Retail Sale of Computer Software
21. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
22. E701010 Telecommunications Engineering
23. F213060 Retail Sale of Telecom Instruments
24. F399040 Retail Business Without Shop
25. F601010 Intellectual Property
26. IE01010 Telecommunications Number Agencies
27. I103060 Management Consulting Services
28. JE01010 Rental and Leasing Business
29. I401010 General Advertising Services
30. IZ99990 Other Industry and Commerce Services
31. J304010 Book Publishers

32. F401021 Restrained Telecom Radio Frequency Equipments and Materials
Import
33. J303010 Magazine and Periodical Publication
34. J305010 Audio Tape and Record Publishers
35. J201031 Technique and Performing Arts Training
36. I501010 Product Designing
37. I199990 Other Consultancy
38. CC01100 Restrained Telecom Radio Frequency Equipments and Materials
Manufacturing
39. F108031 Wholesale of Drugs, Medical Goods
40. F208031 Retail Sale of Medical Apparatus
41. CC01110 Computers and Computing Peripheral Equipments Manufacturing
42. CC01120 Data Storage Media Manufacturing and Duplicating
43. CC01060 Wired Communication Equipment and Apparatus Manufacturing
44. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
45. CC01080 Electronic Parts and Components Manufacturing
46. CB01010 Machinery and Equipment Manufacturing
47. C701010 Printing
48. C703010 Printings Bindery and Processing
49. F113010 Wholesale of Machinery
50. IZ13010 Internet Identify Services
51. EZ05010 Apparatus Installation Construction
52. E701030 Controlled Telecommunications Radio-Frequency Devices
Installation Engineering
53. E601010 Electric Appliance Construction
54. F102170 Wholesale of Food and Grocery
55. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
56. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and
Fixtures
57. F109070 Wholesale of Stationery Articles, Musical Instruments and
Educational Entertainment Articles
58. F203010 Retail sale of Food and Grocery
59. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
60. F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and
Fixtures
61. F208050 Retail Sale of the Second Type Patent Medicine
62. F102020 Wholesale of Edible Oil
63. F102040 Wholesale of Nonalcoholic Beverages

64. F102050 Wholesale of Tea
65. F102180 Wholesale of Ethanol
66. F103010 Wholesale of Animal Feeds
67. F106010 Wholesale of Ironware
68. F106020 Wholesale of Articles for Daily Use
69. F107030 Wholesale of Cleaning Preparations
70. F107070 Wholesale of Animal Medicines
71. F108040 Wholesale of Cosmetics
72. F110010 Wholesale of Clocks and Watches
73. F110020 Wholesale of Spectacles
74. F114030 Wholesale of Motor Vehicle Parts and Supplies
75. F116010 Wholesale of Photographic Equipment
76. F117010 Wholesale of Fire Fighting Equipment
77. F203030 Retail Sale of Ethanol
78. F206010 Retail Sale of Ironware
79. F206020 Retail Sale of Articles for Daily Use
80. F206050 Retail of pet food and appliances
81. F207030 Retail Sale of Cleaning Preparations
82. F207070 Retail Sale of Animal Medicine
83. F208040 Retail Sale of Cosmetics
84. F210010 Retail Sale of Watches and Clocks
85. F210020 Retail Sale of Spectacles
86. F213010 Retail Sale of Household Appliance
87. F213110 Retail Sale of Batteries
88. F216010 Retail Sale of Photographic Equipment
89. F219010 Retail Sale of Electronic Materials
90. F301010 Department Stores
91. I301040 The third party payment
92. IZ04010 Translation
93. IZ09010 Management System Certification
94. IZ12010 Manpower Dispatched
95. J202010 Industry Innovation and Incubation Services
96. J399990 Other Publishing
97. ZZ99999 All business items that are not prohibited or restricted by law,
except those that are subject to special approval.

Article 2-1: The Company may provide external guarantees.

Article 2-2: The Company's total external investment may exceed forty percent (40%) of its paid-in capital.

Article 3: The Company's head office is established in Taipei City. Where necessary the Company may establish branch companies domestically or overseas subject to

the resolution by its Board of Directors and the approval of the competent authority.

Chapter II Shares

Article 4: The total capital of the Company shall be in the amount of NT\$4 billion divided into 400 million shares to be raised in multiple issues at NT\$10 per share.

An additional NT\$200 million shall be reserved from the total capital as specified in Paragraph 1 for the issuance of employee stock options issuable in 20 million shares at NT\$10 per share over multiple installments in accordance with the Board of Directors resolution.

Before issuing any employee stock options at a strike price lower than the closing price of the Company's stocks on the date of issuance, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the shareholders' meeting attended by shareholders representing a majority of total issued shares, and may issue the stock options in installments within a year of the date of resolution in the shareholders' meeting. Other conditions or restrictions on employee stock options issued in accordance with the provisions described above shall be processed in accordance with related laws and regulations.

Before transferring shares to employees at a price lower than the average of the actual repurchase price, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.

The qualification requirements of the Company's issuance of restricted stock for employees may include employees of parents or subsidiaries companies meeting certain specific requirements.

Article 5: Stocks of the Company shall be with serial numbers, be affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. Stocks issued by the Company are not required to be printed. The Company, however, shall contact the centralized securities depository enterprise institution for registration or depository of the share certificates for the stocks or shares issued in accordance with this Paragraph.

Article 6: The Company shall administer all the stock-related operations in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority. The competent authority may request consolidated issuance of securities with large nominal value.

Chapter III Shareholders' Meeting

Article 7: Registration for the transfer of shares shall be suspended for 60 days before a

general shareholders' meeting, for 30 days before an extraordinary shareholders' meeting, and for 5 days before the baseline date for distributing dividends, bonus or other benefits. The above periods shall be calculated from the date of the meeting or the baseline date.

Article 8: The Company holds general and provisional shareholders' meetings. A general meeting is convened once a year within six months after the end of a fiscal year. Extraordinary meetings are convened when necessary in accordance with the law. The shareholders' meeting shall be held in accordance with the Company's "Rules and Procedures for Shareholders' Meetings."

When the Company holds a shareholders' meeting, the meeting may be held by means of visual communication network, or other methods promulgated by the central competent authority.

Article 9: All shareholders shall be informed of the meeting and agenda 30 days before a general meeting or 15 days before an extraordinary meeting is convened.

Article 10: A shareholder, if unable to attend the shareholders' meeting, may appoint a proxy to attend on the shareholder's behalf by executing a power of attorney and stating therein the scope of power authorized to the proxy. The authorization shall be processed in accordance with Article 177 of the Company Act.

Article 11: A shareholders' meeting convened by the Board of Directors shall be chaired by the Chairman. If the Chairman is on leave or unable to exercise powers, the acting chair shall be selected in accordance with Article 208, Paragraph 3 of the Company Act. If a shareholders' meeting is convened by an individual with the right to convene a meeting but who is not a member of the Board of Directors, the said individual shall chair the meeting. If two or more individuals have the right to convene the meeting, one shall be elected from those eligible to chair the meeting.

Article 12: Unless otherwise regulated by the Company Act, a shareholders' meeting resolution shall be passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 12-1: A proposal to cancel the public issuance of the Company's shares shall be filed for a resolution in the shareholders' meeting.

Article 13: Each shareholder of the Company shall be entitled to one vote for each share. No voting power shall be granted, however, to Company shares prescribed in Article 179 of the Company Act.

Article 14: Shareholders' meeting resolutions shall be compiled into minutes with details including the date and place of the meeting, the name of Chairman, method of resolution, and a summary of the essential points of meeting proceedings and results. The minutes shall be signed or sealed by the Chair. The minutes

described in the previous paragraph shall be retained by the Company along with the attendance cards and power of attorney letters for proxies of shareholders in attendance. The minutes shall be distributed to each shareholder within 20 days of the meeting. The minutes may be distributed in announcements.

Chapter IV Directors

Article 15: The Company shall appoint nine to thirteen Directors who shall be elected from among the shareholders with capacity at the shareholders' meeting in accordance with the provisions stipulated in Articles 198 and 227 of the Company Act to serve terms of three years each; directors may serve consecutive terms. The election of Directors is held by nomination in accordance with Article 192-1 of the Company Act, and the shareholders shall vote on the list of candidates. Unless otherwise approved by the competent authority, the following relations may not exist among more than half of the directors of the Company.

I. A spousal relationship.

II. Familial relationship within the second degree of kinship.

Article 15-1: The Company shall appoint at least three Independent Directors among the Directors of the Board in accordance with Article 14-2 of the Securities and Exchange Act and in compliance with Article 183 of the Securities and Exchange Act. The selection of Independent Directors shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act.

The Company shall assemble an Audit Committee in accordance with Article 14-4 and Article 183 of the Securities and Exchange Act. The Committee shall be solely composed of Independent Directors.

Article 16: The Directors shall form a Board of Directors, under which functional committees with various duties and purposes may be established. The Chairman of the Board shall be elected from among those present by a majority vote at a Board meeting with more than two-thirds of the directors present. A Vice Chairman may be elected to assist the Chairman. The Chairman is the Chair of the Board of Directors and represents the Company in conducting all affairs. If the Chairman is on leave or unable to exercise his/her duties for whatever reason, a proxy shall be selected in accordance with Article 208, Paragraph 3 of the Company Act.

Article 17: A Board meeting may be convened through written, email or facsimile notification that states the reason for the meeting to each Director and Supervisor at least seven days before the meeting date. A meeting of the Board of Directors may be convened at any time in the event of an emergency. Directors who participate in meetings via video conferencing shall be deemed to have personally attended the meeting. The Board of Directors meeting shall be held in accordance with the

Company's "Rules and Procedures for Board of Directors Meetings." If a Director is unable to attend a Board meeting, he/she may appoint a proxy to attend the meeting by completing the Company's proxy form and specifying the scope of delegation. Any proxy prescribed in the preceding paragraph, however, shall only represent one Director in the meeting.

Article 18: Unless otherwise provided for under the Company Act, resolutions of the Board of Directors shall be approved by majority vote at a meeting attended by a majority of the Directors.

Article 19: Remuneration for the Chairman and Directors shall be determined by their level of participation in the Company's operations and the value of their contribution as well as their personal performance and the Company's long-term operating performance while taking into account the Company's operating risks and the industry's prevailing rates in the domestic and international markets.

The Board of Directors is authorized to determine the remuneration. The Company may purchase liability insurance for Directors.

Chapter V Managers

Article 20: The Company may appoint a Chief Executive Officer following a resolution in the Board of Directors meeting to oversee the business operations and strategies of the Company and its subsidiaries. The Company shall also appoint a President whose appointment, dismissal, and remuneration shall be governed by Article 29 of the Company Act.

Chapter VI Accounting

Article 21: The Company's fiscal year begins on January 1 and ends on December 31 of every year. The fiscal year shall end on the last day of the Gregorian calendar and the Board shall prepare the following documents and submit them to the Audit Committee for review before ratification in the General Shareholders' Meeting.

(I) Business report.

(II) Financial Statements.

(III) Distribution of earnings or loss offsetting proposals.

Article 22: In response to the overall economy and the characteristics of industry growth and in compliance with the Company's long-term financial plans for sustainable operations and stable development, the Company adopts a residual dividend policy. The policy mainly assesses the annual funding requirements based on the Company's future capital budget plans and retains required funding from earnings before distributing remaining earnings as dividend. The distribution procedures are as follows:

(I) The optimal capital budget is determined.

(II) The amount of capital required to satisfy the capital budget in paragraph (I) is

determined.

(III) The amount of funding required for financing to be supported by the retained earnings (the remaining can be supported through cash capital increase or corporate bonds etc.) is determined.

(IV) An appropriate amount of the remaining earnings shall be retained in accordance with operational requirements before distributing dividends to shareholders.

The Company distributes dividends through cash or stocks and cash dividends are prioritized. If dividends are distributed in stocks, the stock dividends shall not exceed 50% of the total dividends issued in the current year. The distribution of dividends may be dependent on the Company's current and future investment environment, funding requirements, domestic and foreign competition, and capital budgets while taking into consideration shareholder interests, balanced dividends, and the Company's long-term financial plans. Where a plan to distribute stock dividends is in place, the Board of Directors shall formulate relevant proposals in accordance with the law and report to the shareholders' meeting for discussion and resolution.

For the distribution of the preceding surplus, if the distribution is in cash, the Board of Directors shall be authorized to resolve the proposal by at least half of the directors, provided the number of directors present shall be at least two-thirds of the entire Board of Directors, and report to the shareholders' meeting of the distribution.

The company may distribute all or part of the reserve in accordance with laws or the regulations of the competent authority. If it is distributed in cash, it authorizes the board of directors to make resolutions in accordance with Article 241 of the Company Act and report to the shareholders' meeting.

Article 23: In the event the Company makes a profit during the fiscal year it shall set aside no less than 0.1% of the profits for employee remuneration. The remuneration for Directors shall be no higher than 2%. However, priority shall be given to reservation of funds for compensation of cumulative losses, if any.

The preceding employee remuneration may be paid in cash or shares, and shall be payable to employees of subsidiary companies who meet the requirements stipulated by the Board of Directors. Remuneration of directors as specified above may be distributed in cash only.

The procedures in the two preceding paragraphs shall be approved by the Board of Directors and reported to the shareholders' meeting.

Article 23-1: Any net income after taxes at final accounting of the current period shall be used to compensate cumulative losses while 10% of net income after taxes shall be allocated as statutory reserve according to the law, except when the

cumulative statutory reserve has reached the Company's paid-in capital. The balance shall then be allocated or reversed as special reserve in accordance with regulatory requirements, it shall be handled in accordance with relevant regulations.

Chapter VII Supplementary Provisions

Article 24: Matters not addressed in these Articles shall be governed by the Company Act and other relevant laws and regulations.

Article 25: The Articles of Incorporation were established on Dec. 26, 1996.

The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019, the 20th Amendment on June 18, 2020, the 21st Amendment on May 27, 2021 and the 22th Amendment on May 26, 2022.

The Articles of Incorporation were implemented after approval in accordance with laws and regulations.

Attachment 7

Systemx Corporation

Table of Comparison of Amendments to the Procedures for the Acquisition and Disposal of Assets

Before Amendments	After Amendments	Remark
<p>[Specialists]</p> <p>Article 4: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the transaction.</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be</p>	<p>[Specialists]</p> <p>Article 4: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the transaction.</p> <p>III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be</p>	<p>1. In order to clarify the procedures and responsibilities that external experts should follow, it is stipulated that professional appraisers and their appraisers, accountants, lawyers or securities underwriters should issue appraisal reports or opinions, except that they should handle relevant operational matters when undertaking and executing cases. It should follow the self-discipline rules of the respective trade associations to which it</p>

Before Amendments	After Amendments	Remark
<p>related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>reasonable and accurate</u>, and that they have complied with applicable laws and regulations.</p>	<p>related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply <u>with the self-regulatory rules of the industry associations to which they belong and</u> the following <u>provisions</u>:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>conducting</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and reasonable</u>, and that they have complied with applicable laws and regulations.</p>	<p>belongs.</p> <p>2. Revised wording.</p>

Before Amendments	After Amendments	Remark
<p>Article 10: Special Applicable Procedures:</p> <p>I. Appraisal:</p> <p>(I) In acquiring or disposing of real property, equipment or its' right-of-use assets where the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government authority, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its' right-of-use assets for business use, shall appoint an objective and independent professional appraiser to formulate an appraisal report prior to the date of occurrence of the event and shall further comply with the following provisions:</p> <p>1.~ 2. Omitted.</p> <p>3.Where the difference between the professional appraiser's appraisal results and the transaction amount exceeds 20% of the transaction amount, or if the difference between two or more professional appraisers exceed 10% of the transaction amount, unless all appraisal results for the assets to be acquired are higher than the transaction amount, or all appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of</u></p>	<p>Article 10: Special Applicable Procedures:</p> <p>I. Appraisal:</p> <p>(I) In acquiring or disposing of real property, equipment or its' right-of-use assets where the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government authority, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its' right-of-use assets for business use, shall appoint an objective and independent professional appraiser to formulate an appraisal report prior to the date of occurrence of the event and shall further comply with the following provisions:</p> <p>1.~2. Omitted.</p> <p>3.Where the difference between the professional appraiser's appraisal results and the transaction amount exceeds 20% of the transaction amount, or if the difference between two or more professional appraisers exceed 10% of the transaction amount, unless all appraisal results for the assets to be acquired are higher than the transaction amount, or all appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for</p>	<p>Considering that Article 4 has been amended and added to require external experts to issue opinions, they should follow the self-discipline rules of their affiliated trade associations, and the issuance of opinions by accountants has been covered, and the statement that accountants should be handled in accordance with the provisions of Statement of Auditing Standards No. 20 has been deleted.</p>

Before Amendments	After Amendments	Remark
<p><u>Auditing Standards No. 20</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <p>4. .Omitted.</p> <p>(II) In the acquisition or disposal of securities, the Company shall, prior to the date of occurrence of the event, obtain the financial statements of the issuing company for the most recent period which have been certified or reviewed by a certified public accountant for reference in appraising the transaction price. In the event the dollar amount of the transaction reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA requires the use of an expert report as evidence, <u>the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20</u>. This requirement does not apply, however, to securities with publicly quoted prices from an active market, or where other regulations of the competent authority prevail.</p> <p>(III) If the dollar amount of intangible assets or its' right-of-use assets or memberships to be acquired or disposed of by the Company is 20% or more of the Company's paid-in capital or NT\$300 million or more,</p>	<p>the discrepancy and the appropriateness of the transaction price.</p> <p>4. Omitted.</p> <p>(II) In the acquisition or disposal of securities, the Company shall, prior to the date of occurrence of the event, obtain the financial statements of the issuing company for the most recent period which have been certified or reviewed by a certified public accountant for reference in appraising the transaction price. In the event the dollar amount of the transaction reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA requires the use of an expert report as evidence. This requirement does not apply, however, to securities with publicly quoted prices from an active market, or where other regulations of the competent authority prevail.</p> <p>(III) If the dollar amount of intangible assets or its' right-of-use assets or memberships to be acquired or disposed of by the Company is 20% or more of the Company's paid-in capital or NT\$300 million or more, except in transactions with a domestic government authority, the Company shall engage a certified public accountant prior to the date of occurrence of the event to</p>	

Before Amendments	After Amendments	Remark
<p>except in transactions with a domestic government authority, the Company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price; the certified public accountant shall <u>comply with the provisions of Statement of Auditing Standards No. 20.</u></p> <p>(IV) Omitted.</p> <p>II. Reports to the Board of Directors: (I) ~ (IV) Omitted.</p>	<p>provide an opinion regarding the reasonableness of the transaction price; the certified public accountant shall comply.</p> <p>(IV) Omitted.</p> <p>II. Reports to the Board of Directors: (I) ~ (IV) Omitted.</p>	
<p>Article 15: Approval by the Board of Directors: When the Company intends to acquire or dispose of real property or its' right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or its' right-of-use assets from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by a domestic securities investment trust enterprise, the Company may not enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors and recognized by the Audit Committee: I. ~VII. Omitted.</p>	<p>Article 15: Approval by the Board of Directors: When the Company intends to acquire or dispose of real property or its' right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or its' right-of-use assets from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by a domestic securities investment trust enterprise, the Company may not enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors and recognized by the Audit Committee: I. ~VII. Omitted.</p>	<p>1. Paragraph 2 of the current provision has been moved to Paragraph 4 of the amended provision, and in conjunction with the addition of Paragraph 3, the calculation of the revised transaction amount is included in the transaction submitted to the shareholders' meeting for approval.</p> <p>2. In order to strengthen</p>

Before Amendments	After Amendments	Remark
<p>The calculation of the transaction amounts referred to in the preceding paragraph shall be conducted in accordance with Article 29, Paragraph 2 herein. In the meantime, "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and recognized by the Audit Committee in accordance with the Procedures need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors authorizes the Chairman of the Board sole discretion to decide such matters in accordance with related regulations in the Procedures when the transaction is within NT\$500 million; the decisions shall be submitted to and retroactively ratified by the next Board of Directors meeting:</p> <p>I. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>II. Acquisition or disposal of real property right-of-use assets held for business use.</p>	<p><u>If the company or a subsidiary will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the company's total assets, the company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the company and subsidiaries or between its subsidiaries.</u></p> <p>The calculation of the transaction amounts referred to in <u>paragraph 1 and</u> preceding paragraph shall be conducted in accordance with Article 29, Paragraph 2 herein. In the meantime, "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and recognized by the Audit Committee in accordance with the Procedures need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors authorizes the Chairman of the Board sole discretion to decide such matters in accordance with related regulations in the Procedures when the</p>	<p>the management of related party transactions, and taking into account the norms of major international capital markets, paragraph 3 is added when the company or its subsidiaries acquire or dispose of assets from related parties, and the transaction amount exceeds 10% of the company's total assets. The relevant information should be submitted to the shareholders' meeting for approval before it can be done to protect the rights and interests of shareholders, but the company and its subsidiaries, or</p>

Before Amendments	After Amendments	Remark
	<p>transaction is within NT\$500 million; the decisions shall be submitted to and retroactively ratified by the next Board of Directors meeting:</p> <p>I. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>II. Acquisition or disposal of real property right-of-use assets held for business use.</p>	<p>transactions between subsidiaries are exempt from the resolution of the shareholders' meeting.</p>
<p>[Information Disclosure]</p> <p>Article 29: Under any of the following circumstances, the department undertaking the acquisition or disposal of assets shall immediately notify the Shareholder Service Department which shall, within 2 days from the date of occurrence of the event, publicly announce and report relevant information on the acquisition or disposal of assets on the website designated by the competent authority using the specified format:</p> <p>I. ~V. Omitted.</p> <p>VI. With the exception of the transaction of assets specified in the five preceding paragraphs or investment conducted in the China region, the amount of any individual transaction, the cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year, the cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development</p>	<p>[Information Disclosure]</p> <p>Article 29: Under any of the following circumstances, the department undertaking the acquisition or disposal of assets shall immediately notify the Shareholder Service Department which shall, within 2 days from the date of occurrence of the event, publicly announce and report relevant information on the acquisition or disposal of assets on the website designated by the competent authority using the specified format:</p> <p>I. ~V. Omitted.</p> <p>VI. With the exception of the transaction of assets specified in the five preceding paragraphs or investment conducted in the China region, the amount of any individual transaction, the cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year, the cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development</p>	<p>Considering that the current transaction of domestic government bonds has been exempted from the announcement and declaration, and the relaxation of the transaction of foreign government bonds with a credit rating not lower than the sovereign rating of Taiwan, it is also exempt from announcement.</p>

Before Amendments	After Amendments	Remark
<p>project within the preceding year, or the cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year that reaches 20% of the Company's paid-in capital or NT\$300 million shall be included. This shall not apply to the following circumstances:</p> <p>(I) Trading of domestic government bonds.</p> <p>(II) Trade of bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>Omitted.</p>	<p>project within the preceding year, or the cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year that reaches 20% of the Company's paid-in capital or NT\$300 million shall be included. This shall not apply to the following circumstances:</p> <p>(I) Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u></p> <p>(II) Trade of bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>Omitted.</p>	
<p>[Other Matters]</p> <p>Article 34: Supplementary Provisions</p> <p>I. ~ V. Omitted.</p> <p>VI. The Procedures was established in October 1999.</p> <p>The 1st Amendment on Mar. 9, 2000, the 2nd Amendment on Feb. 27, 2001, the 3rd Amendment on Jan. 23, 2002, the 4th Amendment on Jan.28, 2003, the 5th Amendment on May 18, 2005, the 6th Amendment on Feb. 15, 2006, the 7th Amendment on June 15, 2006, the 8th Amendment on June 13, 2007, the 9th Amendment June 19, 2009, the 10th</p>	<p>[Other Matters]</p> <p>Article 34: Supplementary Provisions</p> <p>I. ~ V. Omitted.</p> <p>VI. The Procedures was established in October 1999.</p> <p>The 1st Amendment on Mar. 9, 2000, the 2nd Amendment on Feb. 27, 2001, the 3rd Amendment on Jan. 23, 2002, the 4th Amendment on Jan.28, 2003, the 5th Amendment on May 18, 2005, the 6th Amendment on Feb. 15, 2006, the 7th Amendment on June 15, 2006, the 8th Amendment on June 13, 2007, the 9th Amendment June 19, 2009, the 10th</p>	<p>Addition of revision dates.</p>

Before Amendments	After Amendments	Remark
Amendment on June 18, 2010, the 11th Amendment on June 15, 2012, the 12th Amendment on June 20, 2014, the 13th Amendment on June 16, 2017, <u>and</u> the 14th Amendment on June 13, 2019.	Amendment on June 18, 2010, the 11th Amendment on June 15, 2012, the 12th Amendment on June 20, 2014, the 13th Amendment on June 16, 2017, the 14th Amendment on June 13, 2019, <u>and</u> the 15th Amendment on May 26, <u>2022</u> .	

SYSTEX Corporation
Procedures for the Acquisition and Disposal of Assets (Amended)

[Purpose and Basis]

Article 1: To regulate the Company's operations in the acquisition and disposal of assets in compliance with Article 36-1 of the Securities and Exchange Act and in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies promulgated by the competent authority, and for the purpose of protecting investors and fulfilling information disclosure, the Company's operations in the acquisition and disposal of assets shall be implemented in accordance with these Procedures.

[Applicable Scope]

Article 2: These Procedures apply to the following asset categories:

- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
- II. Real property (including land, houses and buildings, investment property, land use rights, inventory in construction business) and equipment.
- III. Memberships.
- IV. Patents, copyrights, trademarks, licenses and other intangible assets.
- V. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- VI. Derivatives.
- VII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with the law.
- VIII. Other major assets.

[Terms and Definitions]

Article 3: Terms used in the Procedures are defined as follows:

- I. Derivatives: Refer to forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts as well as any combination of the above whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service

contracts, long-term leasing contracts, or long-term purchase (sales) agreements.

- II. Assets acquired or disposed of through mergers, demergers, acquisitions or transfer of shares: refer to assets that have been acquired or disposed of during a merger, demerger, or acquisition in accordance with the Business Mergers and Acquisitions Act or other relevant laws, or through an arrangement whereby new shares are issued in exchange for another company's shares under Article 156-3 of the Company Act.
- III. Related party or subsidiary: As defined in the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Board of Directors meeting resolutions, or any other dates that serve to confirm the counterpart and monetary amount of the transaction, whichever date is earlier. However, for investments that require the approval of the competent authority, the date of occurrence shall be determined as the earlier between the above dates and the date approved by the competent authority.
- VI. Mainland China area investment: Refers to investments in the Mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- VII. "Latest financial statements" refer to the audited or reviewed financial statements duly disclosed by the Company prior to the acquisition or disposal of assets.
- VIII. "Major assets or commodity derivative trades" refer to assets or derivative commodity trades approved by the Board of Directors pursuant to the provisions stipulated in the Company's procedures for the acquisition or disposal of assets or other laws and regulations.

[Specialists]

Article 4: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

- I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act,

the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.

II. May not be a related party or de facto related party of any party to the transaction.

III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and the following provisions:

I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.

II. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.

III. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.

IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

[Investment Amount]

Article 5: Investments in various assets undertaken by the Company and its subsidiaries are restricted to investment amounts as specified below:

I. Purchase of real property and right-of-use assets for non-business use may not exceed 10% of the Company's paid-in capital.

II. Total long-term investment in securities is not subject to the maximum amount of 40% of paid-in capital as stipulated in the Company's Articles of Incorporation. Unless otherwise approved in a shareholders' meeting, investment in a single security may not exceed 30% of the equities attributable to the owners of the parent company as specified in the latest financial statements of the Company.

III. Total short-term investment in securities may not exceed 60% of the equities attributable to the owners of the parent company as specified in the latest financial statements of the Company and investment in a single security may not exceed 10% of the equities attributable to the owners of the parent company as specified in the latest financial statements of the Company.

[Basis for Non-NTD Transactions]

Article 6: Where a transaction amount is not denominated in NTD, the basis of calculation shall be its equivalent value in USD or other foreign currency equivalents upon acquisition or disposal.

[Calculation of Transaction Amount]

Article 7: The transaction amount refers to the agreed price in acquisition or disposal. All other necessary expenses paid to improve the acquisition to a usable state shall be included in the cost of the asset with regard to transaction accounting but shall not be included in the basis of calculation within the scope of the Procedures.

[Transaction Assessment and Operating Procedures]

Article 8: The Company's assessment and operating procedures for the acquisition or disposal of assets shall be implemented in accordance with these Procedures in conjunction with the Company's authorization guidelines, related operating procedures of the internal control system, or other related procedures.

Article 9: General Applicable Procedures:

I. Application:

The department managing the asset shall evaluate the gains and losses incurred through the acquisition or disposal of assets using methods that ensure the investment interests of the Company. Where necessary, it shall report to related departments for approval before implementation.

II. Tender price comparison or negotiation:

After evaluation, the department managing the asset procurement shall formulate a base price and carry out procurement in accordance with the tender or price comparison procedures. If tendering or price comparison cannot be conducted due to practical limitations, the acquisition/disposal may be conducted through price negotiations.

III. Contract establishment:

The results of price comparison or negotiation shall be adopted to establish a transaction contract with the counterparty; efforts shall be duly made to ensure the Company's rights and interests.

IV. Acceptance or inventory:

Acceptance or inventory in the acquisition or disposal of assets shall be conducted in accordance with the content or terms and conditions of the contracts, their related documents, and the required procedures on an item by item basis. If any discrepancy is discovered, it shall be reported in an approval form.

V. Property right registration:

An acquisition of real property shall be registered with the competent authority within the statutory period. The same applies to all subsequent changes.

VI. The General Affairs Department shall purchase insurance for Company assets in accordance with their nature and actual status.

Article 10: Special Applicable Procedures:

I. Appraisal:

(I) In acquiring or disposing of real property, equipment or its' right-of-use assets where the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government authority, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its' right-of-use assets for business use, shall appoint an objective and independent professional appraiser to formulate an appraisal report prior to the date of occurrence of the event and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where the difference between the professional appraiser's appraisal results and the transaction amount exceeds 20% of the transaction amount, or if the difference between two or more professional appraisers exceed 10% of the transaction amount, unless all appraisal results for the assets to be acquired are higher than the transaction

amount, or all appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.

4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

(II) In the acquisition or disposal of securities, the Company shall, prior to the date of occurrence of the event, obtain the financial statements of the issuing company for the most recent period which have been certified or reviewed by a certified public accountant for reference in appraising the transaction price. In the event the dollar amount of the transaction reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA requires the use of an expert report as evidence. This requirement does not apply, however, to securities with publicly quoted prices from an active market, or where other regulations of the competent authority prevail.

(III) If the dollar amount of intangible assets or its' right-of-use assets or memberships to be acquired or disposed of by the Company is 20% or more of the Company's paid-in capital or NT\$300 million or more, except in transactions with a domestic government authority, the Company shall engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price; the certified public accountant shall comply.

(IV) Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be used as a substitute for the appraisal report or CPA opinion.

The calculation of the transaction amounts referred to in the preceding three paragraphs shall be conducted in accordance with Article 29, Paragraph 2 herein. In the meantime, "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. The basis for calculation, however, shall not include any transactions for which a professional appraisal report or CPA's opinion has been obtained according to the Procedures.

II. Reports to the Board of Directors:

- (I) The Company's acquisition or disposal of assets shall require the approval of the Board of Directors in accordance with the Company's authorization guidelines, other procedures, or other legal requirements. If a Director expresses objection and records or written statements are available, the Company shall submit information regarding the Director's objection to the Audit Committee.
- (II) When the transactions in the acquisition or disposal of assets are proposed for discussion by the Board of Directors in accordance with the above regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.
- (III) Major asset transactions or other matters that require the approval of the Audit Committee in accordance with the law shall first be approved by more than half of all Audit Committee members and then submitted to the Board of Directors for resolution.
- (IV) If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.

[Related-Party Transactions]

Article 11: When engaged in the acquisition or disposal of assets from or to a related party, the Company shall, in accordance with the regulations, complete the relevant resolution procedures and appraisal of the reasonableness of the transaction terms. If the transaction amount reaches 10% of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion.

The calculation of the transaction amounts referred to in the preceding paragraph shall be conducted in accordance with Article 29, Paragraph 2 herein. In the meantime, "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. The basis for calculation, however, shall not include any transactions for which a professional appraisal report or CPA's opinion has been obtained according to the Procedures.

When determining whether the transaction counterparty is a related party, the Company shall take into account not only the legal formalities, but also the substance of the relationship.

Article 12: Evaluation of Transaction Cost:

- I. When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by means of the following methods:
 - (I) Based upon the related party's transaction price plus necessary interest on funding and the costs to be borne by the buyer in accordance with the law.
 - (II) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; the actual cumulative amount loaned shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.
- II. Where land and buildings thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and buildings may be separately appraised in accordance with either of the methods listed above.
- III. When acquiring real property or right-of-use assets thereof from a related party, the Company shall appraise the cost of the real property or right-of-use assets thereof in accordance with Paragraphs 1 and 2 above, and engage a CPA to review the appraisal and render an opinion.
- IV. Where the Company acquires real property or right-of-use assets thereof from a related party under any of the following circumstances, the acquisition shall be conducted in accordance with Article 15 and the preceding three paragraphs shall not apply:
 - (I) The real property or right-of-use assets thereof was acquired in the first place by the related party as an inheritance or gift.
 - (II) More than 5 years have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
 - (III) The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 - (IV.) The real property right-of-use assets for business use are acquired by the company with subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 13: Principles for Processing Non-Arm's Length Transactions:

Where the Company acquires real property or its' right-of-use assets from a

related party and the results of appraisals conducted in accordance with Article 12 and Article 14 are uniformly lower than the transaction price, the following steps shall be taken:

- I. A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property or its' right-of-use assets transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in the investee, a special reserve shall be set aside pro rata in a proportion consistent with the share of the equity stake in the investee.
- II. The Audit Committee shall comply with Article 218 of the Company Act.
- III. Actions taken pursuant to Subparagraphs 1 and 2 above shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and investment prospectus.
- IV. If the Company has set aside a special reserve under Paragraph 1, it shall not draw on the reserve unless it has recognized the loss on decline in market value of the assets it purchased or leased at a premium; has disposed or the leasing contract has been terminated of the assets or made adequate compensation; or has restored the status quo ante; or there is other evidence confirming that there was nothing unreasonable regarding the transaction. Approval from the competent authority is also required.
- V. The Company shall also comply with the preceding regulations if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 14: Standards for Determining Non-Arm's Length Transactions:

Where the results of appraisals conducted by the Company in accordance with Article 12 are uniformly lower than the transaction price, the transaction shall be carried out in accordance with regulations in Article 13. However, under the following circumstances and where objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:

- I. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance that fulfills one of the following conditions:
 - (I) Where the sum of undeveloped land appraised in accordance with the means in the preceding Article and buildings appraised according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price.
 - (II) Completed transactions by unrelated parties within the preceding year

involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction or leasing terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

(III) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.

II. Where the Company has provided evidence that the terms and conditions for purchasing or leasing the real property or its' right-of-use assets from the related party are equivalent to the terms of the transactions concluded in neighboring areas for similarly-sized parcels by other non-related parties within one year.

Article 15: Approval by the Board of Directors:

When the Company intends to acquire or dispose of real property or its' right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or its' right-of-use assets from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by a domestic securities investment trust enterprise, the Company may not enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors and recognized by the Audit Committee:

- I. The purpose, necessity, and expected benefits for acquiring or disposing of the asset.
- II. The reason for choosing the related party as a trading counterparty.
- III. With respect to the acquisition of real property or its' right-of-use assets from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance Article 12 and Article 14.
- IV. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party.
- V. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.

VI. Professional value's report or CPA's opinion obtained according to the regulations.

VII. Restrictive covenants and other important stipulations associated with the transaction.

If the company or a subsidiary will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the company's total assets, the company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the company and subsidiaries or between its subsidiaries.

The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be conducted in accordance with Article 29, Paragraph 2 herein. In the meantime, "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and recognized by the Audit Committee in accordance with the Procedures need not be counted toward the transaction amount.

With respect to the types of transactions listed below, when to be conducted between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors authorizes the Chairman of the Board sole discretion to decide such matters in accordance with related regulations in the Procedures when the transaction is within NT\$500 million; the decisions shall be submitted to and retroactively ratified by the next Board of Directors meeting:

- I. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
- II. Acquisition or disposal of real property right-of-use assets held for business use.

Article 16: Definitions of Terms for Acquisition of Real Property or Its' Right-of-use Assets from Related Parties are as follows:

- I. Cost of funds: The "necessary cost of funds" specified in Article 12, Paragraph 1, Subparagraph 1 is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property and may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
- II. Reasonable construction profit: The "reasonable construction profit" specified in Article 14, Paragraph 1, Subparagraph 1 shall be deemed the

average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

- III. Transactions for neighboring parcels of land: The "transactions for neighboring parcels of land" specified in Article 14, Paragraph 1, Subparagraph 2 in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value.
- IV. Similar land area: The "similar land area" specified in Article 14, Paragraph 1, Subparagraph 2 in principle refers to transactions by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction.
- V. Within the preceding year: The "within the preceding year" specified in Article 14, Paragraph 2 refers to the year preceding the date of occurrence of the acquisition of the real property or its' right-of-use assets.

[Derivatives Transactions]

Article 17: The Company shall pay attention to the following principles and guidelines in derivatives transactions:

I. Derivatives Categories Eligible for Transactions

- (I) The "derivatives" specified in the Procedures refer to forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts as well as any combination of the above whose value is derived from assets, interest rates, foreign exchange rates, indices or other interests.
- (II) The term "forward contracts" specified in the Procedures does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.
- (III) Transactions in bond deposits shall also be conducted in accordance with the regulations of the Procedures.

II. Management or Hedging Strategy

The difference between strategies for the purpose of transactions or and those for non-transaction purposes shall be clearly defined. The main purpose shall be the prevention of risks as well as the establishment of a sound internal control system. The transaction counterparties shall be financial institutions with healthy systems that regularly conduct business with the Company.

III. Division of Powers and Responsibilities

(I) Transaction Department

1. Collection of market information, familiarity with derivatives, laws and regulations, and risk assessment.
2. Undertaking of transactions and risk management within the authorized scope.
3. Provision of sufficient and timely information to senior managers authorized by the Board of Directors and undertaking of periodic assessment of profits and losses.

(II) Accounting Department

1. Verification of transactions.
2. Understanding of the nature of products, agreements, and transaction format and provision of appropriate registration.
3. Assessment of the profit and loss of positions at the end of each month.

(III) Settlement Department

Receipt of notification from the Transaction Department and verification with the Accounting Department before execution of settlement.

IV. Performance Evaluation Guidelines

Periodic assessments and reviews shall be conducted based on a reliable assessment model and the principles of stability and consistency. Statements for reference and management by senior managers authorized by the Board of Directors shall be compiled.

V. Total Contract Value of Derivative Eligible for Transactions

(I) For non-transaction purposes

1. The total contract value of transactions undertaken to avoid foreign exchange risk may not exceed the total value of import/export in the current year.
2. The total contract value of transactions undertaken to avoid foreign exchange risk may not exceed the total value of assets or liabilities in the current year.
3. The total contract value of transactions undertaken to avoid foreign exchange and interest risks arising from project implementation may not exceed the total project budget.

(II) For transaction purposes: Traders shall conduct transactions within the authorized project amount.

VI. Maximum Limit on Loss

A stop-loss order shall be established for derivative transactions undertaken for transaction purposes. The maximum limit on loss under each contract shall be 5%. However, a transaction with a loss of under USD

50,000 shall be exempted from the 5% of contract value restriction specified above. The total net loss of all contracts may not exceed 1% of the paid-in capital of the Company.

Derivative transactions undertaken for non-transaction purposes must comply with the regulations on hedging and accounting specified in the accounting procedures for financial products in Statement of Accounting Standards No. 34. Formal written documents shall be required for related hedging relations, corporate risk management goals, and hedging strategies.

Article 18: Procedures for Derivatives Transactions

I. Authorized Amount

(I) The authorized amounts for derivatives transactions undertaken for non-transaction purposes are specified below: Transactions undertaken in response to business development, market changes, or under special circumstances may be exempted from the restrictions on authorized amount upon the approval of the Board of Directors.

	Single Transaction Amount	Total Transaction Amount Per Day	Net Position Per Day
President	US\$10 million	US\$15 million	US\$10 million
Chief Financial Officer	US\$5 million	US\$7.5 million	US\$5 million

(II) A single derivatives transaction undertaken for transaction purposes with a total contract value of over US\$200,000 shall be submitted to the Board of Directors for approval before the transaction is conducted. A single transaction with a total contract value of less than US\$200,000 shall be submitted to the senior manager authorized by the Board of Directors for approval before the transaction is conducted.

(III) Transactions performed by relevant authorized personnel in accordance with the Procedures for Engaging in Financial Derivative Transactions shall be reported to the next upcoming meeting of the Board of Directors.

(IV) Derivatives transactions that require the approval of the Audit Committee shall first be approved by more than half of all Audit Committee members and then submitted to the Board of Directors for resolution.

(V) If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of

the Board of Directors meeting.

(VI) The term "major derivative transaction" refers to derivative trades approved by the Board of Directors pursuant to the provisions stipulated in the Company's Procedures for Engaging in Financial Derivative Transactions or other laws and regulations.

II. Implementation Unit

The Transaction Department shall conduct transactions within the authorization described above or within the amount authorized for the project.

Article 19: Accounting Methods for Derivatives Transactions

- I. Memo records for registering related information of derivatives transactions shall be established.
- II. Independent accounting items that clearly record profit or loss shall be established.

Article 20: Internal Control System:

I. Risk Management Measures:

(I) Credit risk management

Credit checks on the transaction target prior to transactions and periodic follow up on its credit status shall be conducted; avoid concentrating transactions with a single counterparty.

(II) Market price risk management

1. Authorized transaction personnel on each level shall adhere to the provisions specifying the authorized amount and maximum limit on loss in derivatives transactions.
2. The personnel shall assess the possible loss amount and the possibility of loss due to changes in market interest rate and exchange rates at appropriate times and take appropriate measures.

(III) Liquidity risk management

To maintain liquidity, transaction personnel must pay attention to the scale, depth, liquidity, and transaction capabilities of the financial institution.

(IV) Cash flow risk management

The Asset Management Department shall assess the cash collection and payment of transaction agreements.

(V) Operating risk management

1. Personnel engaged in derivatives trading may not serve concurrently in other operations such as verification and settlement.

2. Personnel responsible for risk measurement, monitoring and control shall be affiliated to department separate from the individuals specified in the preceding subparagraph, and shall report to the Board of Directors or other senior managers who are not engaged in decision making on transactions or trading positions.

(VI) Management of legal risks

1. The content of contracts shall firstly be filed to the Legal Affairs Department for approval.
2. Verify that the transaction counterparty has acquired the legality and authorization to operate derivatives.

II. Periodic assessment methods and processing of irregularities:

(I) The Company shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under Subparagraphs 2, 3, and 4 of the current Paragraph shall be recorded in detail in the log book.

(II) The Company shall assess its derivative trading positions at least once a week. Hedging transactions conducted to meet business requirements shall be assessed at least twice a month. Assessment reports shall be submitted to the senior management level authorized by the Board of Directors.

(III) The senior manager authorized by the Board of Directors shall periodically assess whether the risk management procedures currently in use are suitable and strictly carry out operations in accordance with the Procedures established by the Company. The senior manager is also required to supervise transactions, profits, and losses. In case any irregularities are found (such as a position with losses exceeding the maximum limit on loss), the senior manager shall report to the Board of Directors immediately and take all necessary response measures. If the Company has appointed Independent Directors, an Independent Director shall be present at the Board meeting to provide opinions.

(IV) The Board of Directors shall periodically assess whether the performance of derivatives transactions meet established management strategies and whether the risks undertaken are within the scope of the Company's risk tolerance.

Article 21: Internal Auditing System:

- I. The internal auditors shall, on a regular basis, check the adequacy of the company's internal control system for derivatives transactions and conduct monthly audits on the Transaction Department to ensure compliance with

the Procedures. Audit reports shall be produced. The auditors are required to advise the Audit Committee in writing if any significant violations are found.

- II. The Company shall submit the Audit Report of the previous year along with the implementation status of the internal auditing procedures in the annual inspection plan to the competent authority before the end of February each year. The Company shall also file improvements for the irregularities to the competent authority for reference before the end of May at the latest.

[Corporate Merger, Demerger, Acquisition, or Transfer of Shares]

Article 22: Expert Opinion

When engaged in mergers, demergers, acquisitions or share transfers, the Company shall, before convening a Board meeting to approve such matter, engage a CPA, attorney or securities underwriter to provide opinions on the reasonableness of the share exchange ratio, acquisition price, the cash or other property to be distributed to shareholders, etc. The proposal shall be submitted to the Board of Directors for deliberation and passage.

However, where the Company merges subsidiaries whose issued shares or total capital are wholly owned by itself directly or indirectly, or subsidiaries whose issued shares or total capital are wholly owned by the Company directly or indirectly are merged together, the Company may be exempted from obtaining the aforementioned expert opinion on the reasonableness of the merger.

Article 23: Confidentiality Obligations

All personnel participating in or privy to the plan for the merger, demerger, acquisition, or transfer of shares shall be required to issue an undertaking of confidentiality in writing not to disclose the content of the plan prior to public disclosure of the information. Neither shall they, in their own name or under the name of a third person, trade in any stock or other equity securities of any company related to such plan.

Article 24: Provisions to be Included in Contracts:

- I. When participating in mergers, demergers, acquisitions, or transfer of shares, the Company shall state clearly in the relevant contracts the rights and obligations of the participating companies. The following provisions shall also be expressly stipulated:

- (I) Handling of breach of contract.

- (II) Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is

extinguished in a merger or that is demerged.

- (III) The amount of treasury stock participating companies are permitted under law to buy back after the baseline date of calculation of the share exchange ratio, and the principles for handling thereof.
 - (IV) The manner of handling changes in the number of participating entities or companies.
 - (V) Timetable for project execution, and anticipated completion date.
 - (VI) Scheduled date for convening the legally mandated shareholders' meeting if project implementation has exceeded the proposed deadline as well as relevant procedures.
- II. If any of the participating companies of the merger, demerger, acquisition, or the company participating in the merger, demerger, acquisition, or transfer of shares is not a publicly listed company, the Company shall sign an agreement with such participating companies, while abiding by the provisions of Articles 23, 25 and 27 herein.

Article 25: Organizing Board of Directors and Shareholders' Meetings

- I. Unless otherwise regulated by law or approved in advance by the competent authority for any special reason, when the Company participates in a merger, demerger or acquisition, it must convene Board of Directors meetings and shareholders' meetings on the same day to resolve any details related to the merger/demerger/acquisition.
- II. Unless otherwise provided by law or agreed in advance by the competent authority for special reasons, the Company is required to convene a Board of Directors meeting on the same day when participating in share exchange.
- III. Before participating in a merger, demerger, or acquisition, the Company shall, before the shareholders' meeting, prepare a public report to the shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition. The report shall be sent to the shareholders along with the notification for shareholders' meeting and the expert opinions referred to in the Article 22, so that it can be used as a reference for decision-making on the merger, demerger, or acquisition. However, where other legal provisions exempt a company from convening a shareholders' meeting to approve the merger, demerger or acquisition, this restriction shall not apply.
- IV. When participating in a merger, demerger or acquisition, if the shareholders' meeting of the Company fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restrictions, or the proposal is rejected by the shareholders' meeting, the Company shall

immediately explain publicly the reason, the follow-up measures and the proposed date of the next shareholders' meeting.

Article 26: Share Exchange Ratio or Acquisition Price shall not be Arbitrarily Modified

Except for the following circumstances, the Company shall not arbitrarily change the share exchange ratio or acquisition price when participating in the merger, demerger, acquisition or transfer of shares. The Company shall, in the meantime, stipulate in the relevant contracts for the merger, demerger, acquisition, or transfer of shares the conditions where such changes are allowed:

- I. The implementation of capital increase by cash, issue exchangeable corporate bonds, stock grants, equity warrant bonds, equity warrant special shares, stock option certificates, and other securities that involve shareholding rights.
- II. Actions for the disposal of major assets of the Company etc. that impact the finance and business of the Company.
- III. Incidents including major disasters or major technological breakthroughs that impact the interests of shareholders or stock price.
- IV. Adjustments by any party participating in the merger, demerger, acquisition, or transfer of shares for the repurchase of treasury stocks in accordance with regulations.
- V. Increase or decrease in the main entity or the number of parties participating in the merger, demerger, acquisition, or transfer of shares.
- VI. Changes in conditions that were specified in the contract and those that have been disclosed to the public.

Article 27: Disclosure of Information before a Merger, Demerger, Acquisition, or Transfer of Shares with Another Company

In the event that, after the public disclosure of the information for the merger, demerger, acquisition or transfer of shares participated in by the Company, one of the participating companies intends to engage another company (companies) in such activities, the participating company shall again go through all the procedures and legal actions which have already been completed for the original merger, demerger, acquisition or transfer of shares. A participating company, however, may be exempted from calling another shareholders' meeting to reapprove the plan, if the number of participating companies has decreased and the Board of Directors of the Company have received approval and authorization from the shareholders' meeting to change the authority.

Article 28: Retention of Information

When participating in a merger, demerger, acquisition or transfer of shares, the Company shall prepare a full written record of the following information and retain it for five years for reference.

- I. Basic information of personnel: Including the job title, name and ID number (or passport number in the case of foreign nationals) of all personnel involved in the planning or implementation of the merger, demerger, acquisition, or transfer of shares prior to public disclosure of the information.
- II. Dates of important events: Including the dates of signing a letter of intent/memorandum of understanding, commissioning a financial or legal advisor, signing contracts or holding Board of Directors meetings.
- III. Important documents and meeting minutes: Including the plans for merger, demerger, acquisition or transfer of shares, letter of intent or memorandum of understanding, important contracts and minutes of the Board of Directors meetings.

[Information Disclosure]

Article 29: Under any of the following circumstances, the department undertaking the acquisition or disposal of assets shall immediately notify the Shareholder Service Department which shall, within 2 days from the date of occurrence of the event, publicly announce and report relevant information on the acquisition or disposal of assets on the website designated by the competent authority using the specified format:

- I. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more. This however shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. Merger, demerger, acquisition, or transfer of shares.
- III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the Procedures.
- IV. Where the type of asset acquired or disposed of is equipment or right-of-use assets thereof for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.
- V. Where real property is acquired under an arrangement on engaging others

to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction is more than NT\$500 million.

VI. With the exception of the transaction of assets specified in the six preceding paragraphs or investment conducted in the China region, the amount of any individual transaction, the cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year, the cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year, or the cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year that reaches 20% of the Company's paid-in capital or NT\$300 million shall be included. This shall not apply to the following circumstances:

- (I) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
- (II) Trade of bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions specified in the preceding paragraph shall be calculated as follows:

- I. The amount of any individual transaction.
- II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
- III. The cumulative transaction amount of real property or right-of-use assets thereof acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.
- IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the provisions herein need not be counted toward the transaction amount.

The Company shall compile monthly reports on the status of derivative transactions (including those conducted for transaction purposes and otherwise) conducted up to the end of the preceding month by itself and any of its subsidiaries that are not publicly-listed companies in Taiwan. The information shall be disclosed along with the status of monthly operations on the information reporting website specified by the competent authority before the 10th of each month using the required format.

When the Company makes an error or omission in an item required by regulations to be publicly announced, all the items shall be properly corrected and publicly announced in entirety within 2 days upon knowledge of its error or omission.

When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and opinions of the certified public accountant, attorney and securities underwriter at the Company headquarters, where they shall be retained for five years, except where otherwise provided by laws and regulations.

Article 30: If the following situations arise after the Company has announced or reported transactions according to the preceding article on information disclosure, the Company shall announce and report such matters within two days on the website specified by the competent authority:

- I. Change, termination or rescission of a contract signed in regard to the original transaction.
- II. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- III. Change to the originally publicly announced and reported information.

[Control Procedures for the Acquisition and Disposal of Assets by Subsidiaries]

Article 31: The subsidiaries of the Company shall establish "Procedures for the Acquisition or Disposal of Assets" and submit them to the highest ranking supervisor in the Company's finance department and the President for approval. The Procedures shall then be sent to the Board of Directors and the shareholders' meeting of the subsidiary for approval before implementation. The same procedures shall apply for revisions.

- I. The subsidiaries shall establish their own "Procedures for the Acquisition or Disposal of Assets" based on these Procedures. They shall reference the Company's authorization methods, the guidelines on parent-subsidiary financial operations, and other related investment regulations to establish their own procedures for implementation.
- II. The assets acquired or disposed by subsidiaries may not exceed the

regulated amount specified in Article 5 herein.

III. For the calculation of 10% of total assets under the Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

For subsidiaries whose shares are issued without face value or where the face value does not equal to NT\$10, the 20% requirement on paid-up capital, as specified in these Procedures, shall be calculated instead at 10% of equity attributable to parent company owners.

[Information Disclosure of Subsidiaries]

Article 32: For a subsidiary in which the Company directly holds shares or indirectly holds shares through a subsidiary amounting to over 50% of issued shares with voting rights and that which is not publicly listed, if assets it has acquired or disposed of reach announcement and reporting standards, the subsidiary shall immediately notify the Company on the date of occurrence of the event. The Company shall, within two days of receiving notification from the subsidiary, announce and report such matters on the website specified by the competent authority in accordance with the Procedures.

[Penalties for Violation of the Procedures]

Article 33: The Board of Directors shall impose penalties on related personnel who are in violation of the Company's Procedures for the Acquisition or Disposal of Assets.

[Other Matters]

Article 34: Supplementary Provisions

- I. The Procedures shall be delivered to the Audit Committee and submitted to the shareholders' meeting for approval following approval in the Board of Directors meeting. The same shall apply to any revision. If a Director expresses objection and records or written statements are available, the Company shall submit information regarding the Director's objection to the Audit Committee.
- II. When the Procedures are proposed for discussion by the Board of Directors, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.
- III. The establishment and revision of the Procedures must be approved by at least one half of all members of the Audit Committee and submitted to the Board of Directors for resolution.

- IV. If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.
- V. The terms "all Audit Committee members" and "all Directors" in Article 10, Paragraph 2, Article 18 Paragraph 1, Paragraph 3 of this Article, and the preceding paragraph shall refer to the actual number of persons currently holding those positions.
- VI. The Procedures was established in October 1999.
The 1st Amendment on Mar. 9, 2000, the 2nd Amendment on Feb. 27, 2001, the 3rd Amendment on Jan. 23, 2002, the 4th Amendment on Jan.28, 2003, the 5th Amendment on May 18, 2005, the 6th Amendment on Feb. 15, 2006, the 7th Amendment on June 15, 2006, the 8th Amendment on June 13, 2007, the 9th Amendment June 19, 2009, the 10th Amendment on June 18, 2010, the 11th Amendment on June 15, 2012, the 12th Amendment on June 20, 2014, the 13th Amendment on June 16, 2017, the 14th Amendment on June 13, 2019, and the 15th Amendment on May 26, 2022.

Attachment 8

Systemx Corporation

Table of Rules of Procedures for Shareholders' Meetings

Before Amendments	After Amendments	Remark
<p>Article 2</p> <p>Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.</p> <p>The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. An electronic copy of the shareholders' meeting manual and supplementary information shall be posted onto MOPS at least 21 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. In addition, the Procedures Manual and supplementary materials for the shareholders' meeting should be made available for shareholders to review at any time at least 15 days in advance. The manual and supplementary materials</p>	<p>Article 2</p> <p>Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.</p> <p><u>Changes to how this Corporation 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.</u></p> <p>The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. An electronic copy of the shareholders' meeting manual and supplementary information shall be posted onto MOPS at least 21 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. <u>If this Corporation has the</u></p>	<p>Revised paragraph 3, and added Paragraph 2 and Paragraph 4 in reference to the sample template "XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings".</p>

Before Amendments	After Amendments	Remark
<p>shall also be displayed at the Company and company-appointed share administration agencies and distributed at the shareholders' meeting.</p> <p>Meeting notices and announcements must detail the meeting's agenda. Meeting notices may also be delivered electronically to those who have agreed to such a method of delivery.</p> <p>(Omitted below.)</p>	<p><u>paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, the Procedures Manual and supplementary materials for the shareholders' meeting should be made available for shareholders to review at any time at least 15 days in advance. The manual and supplementary materials shall also be displayed at the Company and company-appointed share administration agencies.</p> <p><u>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <p><u>I. For physical shareholders meetings, to be distributed on-site at the meeting.</u></p> <p><u>II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>III. For virtual-only shareholders meetings, electronic</u></p>	

Before Amendments	After Amendments	Remark
	<p><u>files shall be shared on the virtual meeting platform.</u></p> <p>Meeting notices and announcements must detail the meeting's agenda. Meeting notices may also be delivered electronically to those who have agreed to such a method of delivery.</p> <p>[Omitted below.]</p>	
<p>Article 3</p> <p>Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form specifying the scope of power delegated to the proxy.</p> <p>Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, only the first proxy form received will be considered valid. Exceptions shall be granted if the shareholder issues a declaration to withdraw previous proxy arrangements.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to this Corporation two business</p>	<p>Article 3</p> <p>Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form specifying the scope of power delegated to the proxy.</p> <p>Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, only the first proxy form received will be considered valid. Exceptions shall be granted if the shareholder issues a declaration to withdraw previous proxy arrangements.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to this Corporation two business</p>	<p>Paragraph 4 added in reference to the Sample Template "XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings".</p>

Before Amendments	After Amendments	Remark
<p>days before the meeting date. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall take precedence.</p>	<p>days before the meeting date. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall take precedence.</p> <p><u>If, after a proxy form is delivered to this Corporation, 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.</u></p>	
<p>Article 4: Shareholders' meetings of the Company shall take place in a location suitable for convening a shareholders' meeting within the county or city of the Company and convenient for shareholders to attend. The commencement time for the meeting shall not be earlier than 9:00 AM or later than 3:00 PM.</p>	<p>Article 4 Shareholders' meetings of the Company shall take place in a location suitable for convening a shareholders' meeting within the county or city of the Company and convenient for shareholders to attend. The commencement time for the meeting shall not be earlier than 9:00 AM or later than 3:00 PM.</p> <p><u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u></p>	<p>Paragraph 2 added in reference to the Sample Template "XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings".</p>
<p>Article 5: The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters of attention.</p>	<p>Article 5: The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations <u>for shareholders, solicitors and proxies (collectively "shareholders")</u> will be accepted, the place</p>	<p>1."shareholders" definition added in Paragraph 1. 2.Paragraph 6 and Paragraph 7 added in reference to the sample template "XXX Co., Ltd.</p>

Before Amendments	After Amendments	Remark
<p>The time period during which attendance registration of shareholders shall be accepted as specified in the preceding paragraph shall be implemented in accordance with the regulations of the competent authority. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations.</p> <p>Shareholders and their proxies (hereinafter collectively referred to as "shareholders") shall attend shareholders meetings upon presentation of attendance cards, sign-in cards, or other certifications. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>Attendance books shall be provided at the shareholders' meetings of the Company and shall be signed by the shareholders (or proxies) present. Alternatively, shareholders (or proxies) attending the meeting shall submit an attendance card for the purpose of signing in.</p> <p>This Company shall supply attending shareholders with the Procedures Manual, annual report, attendance card, speech note, voting slips, and other materials pertaining to the meeting. Shareholders shall also be given election ballots if an election of directors is to</p>	<p>to register for attendance, and other matters of attention.</p> <p>The time period during which attendance registration of shareholders shall be accepted as specified in the preceding paragraph shall be implemented in accordance with the regulations of the competent authority. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p> <p>Shareholders shall attend shareholders meetings upon presentation of attendance cards, sign-in cards, or other certifications. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>Attendance books shall be provided at the shareholders' meetings of the Company and shall be signed by the shareholders (or proxies) present. Alternatively, shareholders (or proxies) attending the meeting shall submit an attendance card for the purpose of signing in.</p>	<p>Rules of Procedure for shareholders' Meetings".</p>

Before Amendments	After Amendments	Remark
take place.	This Company shall supply attending shareholders with the Procedures Manual, annual report, attendance card, speech note, voting slips, and other materials pertaining to the meeting. Shareholders shall also be given election ballots if an election of directors is to take place.	
New Added	<p>Article <u>5-1</u>:</p> <p><u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <p><u>How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p><u>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.</u></p> <p><u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>In case of a hybrid shareholders meeting, when the</u></p>	This article is added in reference to the Sample Template "XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings".

Before Amendments	After Amendments	Remark
	<p><u>virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>	
<p>Article 8: The Company, starting from the time it begins accepting shareholder attendance registrations, shall undertake an uninterrupted audio and video recordings of the registration procedure, the proceedings of the</p>	<p>Article 8: The Company, starting from the time it begins accepting shareholder attendance registrations, shall undertake an uninterrupted audio and video recordings of the registration procedure, the proceedings of the</p>	<p>Paragraph 3~Paragraph 5 added in reference to the sample template “XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings”.</p>

Before Amendments	After Amendments	Remark
<p>shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials as specified the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials as specified the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation. <u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	

Before Amendments	After Amendments	Remark
<p>Article 9: The attendance of a shareholders' meeting shall be calculated based on the number of shares represented by shareholders present at the meeting. The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the attendance cards collected, plus the number of shares where voting rights are exercised in writing or through electronic means.</p>	<p>Article 9: The attendance of a shareholders' meeting shall be calculated based on the number of shares represented by shareholders present at the meeting. The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the attendance cards collected, <u>and the shares checked in on the virtual meeting platform</u> plus the number of shares where voting rights are exercised in writing or through electronic means.</p>	<p>Revised wording in reference to the sample template "XXX Co., Ltd. Rules of Procedure for Shareholders' Meetings".</p>
<p>Article 10: The chair shall announce the commencement of the meeting at the stipulated time and disclosed the number of non-voting shares, number of shares in attendance, and other relevant information. However, if shareholders <u>(or proxies)</u> representing more than one-half of the total number of issued shares are not present at the meeting, the chair may postpone the meeting. The postponements shall be limited to two times at maximum and total aggregate delay shall be no longer than 1 hour. If after two postponements the number of shareholders <u>(or proxies)</u> present is still insufficient, whereas at least one third of total issued shares are represented at the meeting, <u>tentative resolutions may be adopted in</u></p>	<p>Article 10: The chair shall announce the commencement of the meeting at the stipulated time and disclosed the number of non-voting shares, number of shares in attendance, and other relevant information. However, if shareholders representing more than one-half of the total number of issued shares are not present at the meeting, the chair may postpone the meeting. The postponements shall be limited to two times at maximum and total aggregate delay shall be no longer than 1 hour. If after two postponements the number of shareholders present is still insufficient, whereas at least one third of total issued shares are represented at the meeting, <u>the chair shall declare the meeting adjourned. In the event of a virtual</u></p>	<p>1.Revised wording of paragraph 1 and paragraph 3 to match "shareholders" definition. 2.Paragraph 2 added in reference to the sample template "XXX Co., Ltd. Rules of Procedure for shareholders' Meetings"</p>

Before Amendments	After Amendments	Remark
<p>accordance with Article 175, Paragraph 1 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.</p> <p>If during the process of the meeting the number of issued shares represented by the shareholders (or proxies) present are sufficient to constitute the quorum, the chair may submit the tentative resolutions to the shareholders meeting for the vote in accordance with Article 174 of the Company Act.</p>	<p>shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 5.</p> <p>If during the process of the meeting the number of issued shares represented by the shareholders resent are sufficient to constitute the quorum, the chair may submit the tentative resolutions to the shareholders meeting for the vote in accordance with Article 174 of the Company Act.</p>	
<p>Article 13: When a shareholder (or proxy) present at the meeting wishes to speak, a speech note shall be filled out specifying the summary of the statement, the</p>	<p>Article 13: When a shareholder present at the meeting wishes to speak, a speech note shall be filled out specifying the summary of the statement, the shareholder's account</p>	<p>1.Revised wording of paragraph 1 and paragraph 2 to match "shareholders" definition. 2. Paragraph 4 and Paragraph 5</p>

Before Amendments	After Amendments	Remark
<p>shareholder's account number (or the number on their attendance card) and the name of the shareholder. The sequence of shareholder statements shall be decided by the chair.</p> <p>A shareholder <u>(or proxy)</u> present at the meeting that merely submits a speech note without speaking is considered not to have spoken. If the shareholder's actual comments differ from those stated on the speech note, only the actual comments expressed shall be recorded.</p> <p>Unless consent has been given by the chair and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise the chair shall prohibit the interruption.</p>	<p>number (or the number on their attendance card) and the name of the shareholder. The sequence of shareholder statements shall be decided by the chair.</p> <p>A shareholder present at the meeting that merely submits a speech note without speaking is considered not to have spoken. If the shareholder's actual comments differ from those stated on the speech note, only the actual comments expressed shall be recorded.</p> <p>Unless consent has been given by the chair and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise the chair shall prohibit the interruption.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring 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 3 and Article 14 to Article 16 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the</u></p>	<p>added in reference to the sample template "XXX Co., Ltd. Rules of Procedure for shareholders' Meetings"</p>

Before Amendments	After Amendments	Remark
	<u>virtual meeting platform.</u>	
<p>Article 14: Unless permitted by the chairperson, no shareholder <u>(or proxy)</u> may speak more than twice regarding the same proposal, and shall not speak for more than five minutes each time.</p> <p>If a shareholder violates the rules outlined in the preceding paragraph or goes beyond the scope of proposals in speaking, the chair may prohibit him/her from making further statements.</p>	<p>Article 14: Unless permitted by the chairperson, no shareholder may speak more than twice regarding the same proposal, and shall not speak for more than five minutes each time.</p> <p>If a shareholder violates the rules outlined in the preceding paragraph or goes beyond the scope of proposals in speaking, the chair may prohibit him/her from making further statements.</p>	<p>Revised wording of paragraph 1 to match "shareholders" definition.</p>
<p>Article 18: Paragraph 1~3 omitted</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by</p>	<p>Article 18: Paragraph 1~3 omitted</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic</p>	<p>Revised paragraph 4, and added Paragraph 5 to Paragraph 8 in reference to the sample template "XXX Co., Ltd. Rules of Procedure for shareholders' Meetings"</p>

Before Amendments	After Amendments	Remark
<p>appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p>	<p>means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the</u></p>	

Before Amendments	After Amendments	Remark
	<u>shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u>	
<p>Article 20</p> <p>Unless otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders <u>(or proxies)</u> present at the meeting.</p> <p>(Omitted below)</p>	<p>Article 20</p> <p>Unless otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting.</p> <p>(Omitted below)</p>	<p>Revised wording of paragraph 1 to match "shareholders" definition.</p>
<p>Article 22:</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The minutes must detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of various</p>	<p>Article 22:</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The minutes must detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of various</p>	<p>Paragraph 4 and Paragraph 5 added in reference to the sample template "XXX Co., Ltd. Rules of Procedure for shareholders' Meetings"</p>

Before Amendments	After Amendments	Remark
<p>meeting agenda items. For meetings with director elections, the minutes should also include the number of votes received by each candidate. These minutes must be retained for as long as the Company is in existence.</p>	<p>meeting agenda items. For meetings with director elections, the minutes should also include the number of votes received by each candidate. These minutes must be retained for as long as the Company is in existence.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>	
<p>Article 23: On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical</p>	<p>Article 23: On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical</p>	<p>Revised paragraph 1, and added Paragraph 2 in reference to the sample template "XXX Co., Ltd.</p>

Before Amendments	After Amendments	Remark
<p>statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.</p>	<p>statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p><u>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time</u></p>	<p>Rules of Procedure for shareholders' Meetings”</p>

Before Amendments	After Amendments	Remark
	<u>period.</u>	
New Added	<p>Article <u>26</u>:</p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>	This article is added in reference to the Sample Template “XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings”.
New Added	<p>Article <u>27</u>:</p> <p>When this Corporation 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.</p>	This article is added in reference to the Sample Template “XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings”.
New Added	<p>Article <u>28</u>:</p> <p><u>In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>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</u></p>	This article is added in reference to the Sample Template “XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings”.

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

Before Amendments	After Amendments	Remark
	<p><u>total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be</u></p>	

Before Amendments	After Amendments	Remark
	<u>deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u>	
New Added	Article <u>29</u> : <u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>	This article is added in reference to the Sample Template “XXX Co., Ltd. Rules of Procedure for Shareholders’ Meetings”.
Article <u>26</u> : These Rules and Procedures shall come into force after the approval of the Board of Directors and ratification in the shareholders’ meeting. The same procedures shall apply for future amendments. These Rules and Procedures were established on April 12, 2001, the 1st Amendment on March 28, 2002, the 2nd Amendment on June 21, 2013, the 3rd Amendment on June 18, 2020 and the 4th Amendment on May 27, 2021.	Article <u>30</u> : These Rules and Procedures shall come into force after the approval of the Board of Directors and ratification in the shareholders’ meeting. The same procedures shall apply for future amendments. These Rules and Procedures were established on April 12, 2001, the 1st Amendment on March 28, 2002, the 2nd Amendment on June 21, 2013, the 3rd Amendment on June 18, 2020 ,the 4th Amendment on May 27, 2021 and the 5th Amendment on May 26, 2022.	1. Amend the Article order. 2. Addition of revision dates.

Systemx Corporation
Rules of Procedures for Shareholders' Meetings (Amended)

Article 1: Unless otherwise stipulated by law or the articles of incorporation, shareholders' meetings of the Company shall proceed according to these Rules and Procedures.

Article 2: Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.

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

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. An electronic copy of the shareholders' meeting manual and supplementary information shall be posted onto MOPS at least 21 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. If this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, the Procedures Manual and supplementary materials for the shareholders' meeting should be made available for shareholders to review at any time at least 15 days in advance. The manual and supplementary materials shall also be displayed at the Company and company-appointed share administration agencies.

This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

- I. For physical shareholders meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

Meeting notices and announcements must detail the meeting's agenda. Meeting notices may also be delivered electronically to those who have agreed to such a method of delivery.

The following issues must be covered in the meeting agenda and may not be raised in extraordinary motions: election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, capital reduction, motions to suspend public offering, permissions for directors to engage in competitive conduct, capitalization of profits, capitalization of surplus, the dissolution, merger, or demerger of the Company, or matters covered by Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.

If the shareholders' meeting agenda includes the re-election of board directors and the appointment date of new directors, the appointment date may not be altered with extraordinary motions or any other means in the same meeting after re-election is completed.

Shareholders who own more than 1% of the Company's outstanding shares are entitled to propose agenda items for annual shareholders' meetings. Each shareholder may propose one agenda item, and further proposals will be disregarded. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves matters listed in Article 172-1, Paragraph 4 of the Company Act. Shareholders may propose suggestions urging the Company to promote public interest or fulfill its social responsibility. According to the procedure, each shareholder may submit one proposal in accordance with Article 172-1 of the Company Act. Further proposals will be disregarded.

Prior to the book closure date before a shareholders' meeting, the Company shall announce that it is accepting proposals from shareholders, along with acceptance methods for in-writing or electronic proposals, places to submit proposals, and the submission deadline. The submission period shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items to 300 words; proposals that exceed 300 words shall be excluded from the agenda. Shareholders who have successfully proposed agenda items shall attend the annual general meeting in person or through proxy attendance and participate in the discussion.

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the meeting notice is sent out. Agenda items that meet the conditions listed in this Article shall be included in the meeting notice.

During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Article 3: Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form specifying the scope of power delegated to the proxy.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, only the first proxy form received will be considered valid. Exceptions shall be granted if the shareholder issues a declaration to withdraw previous proxy arrangements.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall take precedence.

If, after a proxy form is delivered to this Corporation, 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 4: Shareholders' meetings of the Company shall take place in a location suitable for convening a shareholders' meeting within the county or city of the Company and convenient for shareholders to attend. The commencement time for the meeting shall not be earlier than 9:00 AM or later than 3:00 PM.

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

Article 5: The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters of attention.

The time period during which attendance registration of shareholders shall be accepted as specified in the preceding paragraph shall be implemented in accordance with the regulations of the competent authority. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders

completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings upon presentation of attendance cards, sign-in cards, or other certifications. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Attendance books shall be provided at the shareholders' meetings of the Company and shall be signed by the shareholders (or proxies) present. Alternatively, shareholders (or proxies) attending the meeting shall submit an attendance card for the purpose of signing in.

This Company shall supply attending shareholders with the Procedures Manual, annual report, attendance card, speech note, voting slips, and other materials pertaining to the meeting. Shareholders shall also be given election ballots if an election of directors is to take place.

Article 5-1: To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

How shareholders attend the virtual meeting and exercise their rights.

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:

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.

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

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.

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

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.

Article 6: If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. In the event the Chairman is on leave or unable to exercise his/her authority, the Vice Chairman, if available, shall act on his/her behalf. In the absence of a Vice Chairman or the Vice Chairman is also on leave or unable to exercise his/her authority, the Chairman shall designate a Managing Director to act on his/her behalf. In the absence of Managing Directors, a Director shall be designated. If none has been designated by the Chairman, a Managing Director or Director shall be elected to act on the Chairman's behalf from among all Managing Directors and Directors of the Company.

When a Managing Director or a Director serves as chair as referred to in the preceding paragraph, the Managing Director or Director shall be an individual who has held said position for a period specified by the competent authority and who possesses adequate knowledge of the Company's financial and business conditions. The same shall apply to representatives of corporate directors serving as chair.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 7: The Company may appoint lawyers, certified public accountants, or relevant personnel retained by the Company to be present at shareholders' meetings.

Article 8: The Company, starting from the time it begins accepting shareholder attendance registrations, shall undertake an uninterrupted audio and video recordings of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials as specified the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation. Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, 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 this Corporation 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, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9: The attendance of a shareholders' meeting shall be calculated based on the number of shares represented by shareholders present at the meeting.

The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the attendance cards collected, and the shares checked in on the virtual meeting platform plus the number of shares where voting rights are exercised in writing or through electronic means.

Article 10: The chair shall announce the commencement of the meeting at the stipulated time and disclosed the number of non-voting shares, number of shares in attendance, and other relevant information.

However, if shareholders representing more than one-half of the total number of issued shares are not present at the meeting, the chair may postpone the meeting. The postponements shall be limited to two times at maximum and total aggregate delay shall be no longer than 1 hour. If after two postponements the number of shareholders present is still insufficient, whereas at least one third of total issued shares are represented at the meeting, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 5.

If during the process of the meeting the number of issued shares represented by the shareholders present are sufficient to constitute the quorum, the chair may submit the tentative resolutions to the shareholders meeting for the vote in accordance with Article 174 of the Company Act.

Article 11: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

Unless by the resolution of the shareholders' meeting, the chair may not declare the meeting ended until all items on the agenda (including extempore motions) stipulated in the preceding paragraph have been completed.

If the chair violates the rules of procedure and declares the adjournment of the shareholders' meeting, other members of the Board shall immediately assist the attending shareholders to follow procedures and elect another Chairman with the support of more than half of voting rights represented to resume the meeting.

Article 12: When the chairman considers that a matter and amendments or extraordinary motions proposed by shareholders during the meeting have been sufficiently discussed to qualify for a vote, the chairman may announce the discussion closed and bring the matter to a vote and arrange adequate voting time.

Article 13: When a shareholder present at the meeting wishes to speak, a speech note shall be filled out specifying the summary of the statement, the shareholder's account number (or the number on their attendance card) and the name of the shareholder. The sequence of shareholder statements shall be decided by the chair.

A shareholder present at the meeting that merely submits a speech note without speaking is considered not to have spoken. If the shareholder's actual comments differ from those stated on the speech note, only the actual comments expressed shall be recorded.

Unless consent has been given by the chair and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise the chair shall prohibit the interruption.

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 3 and Article 14 to Article 16 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 14: Unless permitted by the chairperson, no shareholder may speak more than twice regarding the same proposal, and shall not speak for more than five

minutes each time.

If a shareholder violates the rules outlined in the preceding paragraph or goes beyond the scope of proposals in speaking, the chair may prohibit him/her from making further statements.

Article 15: When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.

If a corporate shareholder is commissioned to attend a shareholders' meeting, the corporate shareholder may only designate one representative to attend the meeting.

In the event a corporate shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item.

Article 16: Upon the speech of a shareholder, the chairman may respond in person or appoint an appropriate person to respond.

Article 17: Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 18: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders

meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

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

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 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 19: The Chairman shall appoint ballot examiners, ballot counters another members of staff for processing proposal votes; ballot examiners must however be shareholders.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the venue where the shareholders' meeting is being held. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of numbers of votes, shall be announced on-site at the meeting, and a record shall be made of the vote.

The election of Directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected, as well as the names of those unelected and the number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 20: Unless otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting.

At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

Article 21: Where there is an amendment or an alternative to a proposal, the chairperson shall determine the order in which they are to be voted on with the original proposal. If any resolution has been reached, alternative proposals shall be treated as rejected and not be voted on separately.

Article 22: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days

after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The minutes must detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of various meeting agenda items. For meetings with director elections, the minutes should also include the number of votes received by each candidate. These minutes must be retained for as long as the Company is in existence.

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, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

Article 23: On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation 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 this Corporation'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 applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this

Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 24: Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairman may direct the proctors (or security guards) to assist in maintaining order of the meeting venue. While maintaining order in the meeting, all proctors or security staff shall wear arm bands or identification card bearing the word "Proctor."

Article 25: During the meeting, the chair may, at his/her discretion, allocate and announce intermissions. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 26: In the event of a virtual shareholders meeting, this Corporation 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 27: When this Corporation 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 28: In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the

meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

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

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

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

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

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

When postponing or resuming a meeting according to the second paragraph, this Corporation 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.

Article 29: When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 30: These Rules and Procedures shall come into force after the approval of the Board of Directors and ratification in the shareholders' meeting. The same procedures shall apply for future amendments.

These Rules and Procedures were established on April 12, 2001, the 1st Amendment on March 28, 2002, the 2nd Amendment on June 21, 2013, the 3rd Amendment on June 18, 2020 ,the 4th Amendment on May 27, 2021 and the 5th Amendment on May 26, 2022.

Attachment 9

SYSTEX Corporation

Employee Restricted Stock Awards Rules for Year 2022

Article 1: Purposes of issuance

To attract and retain professionals for the Company, and motivate employees to achieve the Company's overall performance goals in the future, so as to jointly generate interest for the Company and shareholders, the Company' Regulations for First Issuance of New Restricted Employee Shares (hereinafter referred to as "the Regulations") is established in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers published by the Financial Supervisory Commission (FSC).

Article 2: Issue period

According to actual circumstances, issuance in lump sum or by installments is allowed within one year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date and relevant operations shall be determined by the Chairman as authorized by the Board of Directors.

Article 3: Qualifications and conditions for employees and numbers of shares distributable

- (I) This incentive scheme is restricted to full-time executive managers who are serving in the Company or its affiliated companies on the issuance date of new restricted employee shares and meet certain performance standards. Eligible executive managers must also be (1) those who have material influences on the Company's operating strategies or (2) essential workforce for developing the Company's future core technologies and strategies. An "affiliated company" shall be recognized in accordance with the standards specified in Articles 369-2, 369-3, Paragraph 2 of Article 369-9, and Article 369-11.
- (II) Eligible executive managers' number of shares distributable shall be determined with reference to the Company's operating results, as well as their individual job positions, work performance, overall contributions or special achievements. Following the Chairman's approval, the decisions shall be submitted to the Remuneration Committee for review and are subject to the resolution by the Board of Directors.
- (III) The Company complies with Article 56-1, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, which stipulates that where an issuer issues employee stock warrants, the

cumulative number of shares subscribed by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3% of the issuer's total issued shares; furthermore, the Company also comply with Article 56, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, which stipulates that where an issuer issues employee stock warrants, the cumulative number of shares subscribed by a single warrant holder of the employee stock warrants may not exceed 1% of the issuer's total issued shares. However, in individual cases that obtain the approval from central competent authorities of relevant industries, the total of stock warrants and number of new restricted employee shares issued to a single employee is not subject to the aforementioned restrictions. Any updates of relevant laws and regulations by the competent authority shall be duly complied with.

Article 4: Total issue

3,000,000 common shares at par value of NT\$10 per share, with a total value of NT\$30,000,000.

Article 5: Terms and conditions of issuance

(I) Issue price: Complimentary, or NT\$0 per share.

(II) Class of issued shares: Common shares of the Company.

(III) Vesting conditions:

1. Executive managers must still serve in the Company on each of the vesting day after they are allotted with new restricted employee shares. In addition, they must also meet the Company's operating goals and personal performance standards, without violating the Company's (or an affiliated company's) labor contract or receiving major demerit or severer disciplinary actions in accordance with the Company's (or an affiliated company's) regulations of employee rewards and penalties during the period of performance assessment. The maximum vesting percentages of shares for each year are: 33% for one year after issuance; 33% for two years after issuance; 34% for three years after issuance. In other words, the maximum total vesting percentage for the three-year period from 2022 to 2024 is 100%. However, the actual vested percentage and number of shares must be calculated based on the accomplishment of the Company's operating goals and personal performance. The calculation result shall be rounded down to zero decimals.
2. Criteria for recognizing SYSTEX's operating goals and personal performance:
The Company's operating goal is to reach NT\$2.3 billion in net profit before

tax for its core business within three years. In the three-year period starting from 2022, the operating performance in each year shall be calculated separately, and the target for each year is as follows:

The net profit before tax of SYSTEX's core business in 2022 aims at NT\$1.5 billion.

The net profit before tax of SYSTEX's core business in 2023 aims at NT\$1.9 billion.

The net profit before tax of SYSTEX's core business in 2024 aims at NT\$2.3 billion.

If the operating performance in each year reaches its target, the vesting percentage will be 100%; if it reaches 90%-100% of the target, the vesting percentage will be calculated on progressive increase starting from 20% (see the table below); if it does not reach 90%, the vesting percentage will be 0%.

Percentage achieved	90%	91%	92%	93%	94%	95%	96%	97%	98%	99%	100%
Vesting percentage	20%	28%	36%	44%	52%	60%	68%	76%	84%	92%	100%

In addition, if SYSTEX's operating performance in 2022 and 2023 does not each reach 100% of its target, the percentage of shares that are yet to be vested (which must meet individual performance standards) will not be redeemed and canceled for the time being. If SYSTEX's operating goals reaches its target in 2024, then the percentage of shares to be vested in 2024 and the aforementioned percentage yet to be vested will be issued in lump sum in 2024.

If individual performance is rated tier-3 or higher in the most recent annual performance assessment after the vesting period ends, the vesting percentage will be 100%; if it is rated tier-2 or lower, the vesting percentage will be 0%.

Note: the net profit before tax of SYSTEX's core business is defined as the profit items of core business specified in internal management reports, verified by the Board of Directors. Profit from core business refers to profit related to the operation of core business and investments in other businesses, but does not include profit from financial investments and impairments of investment premiums, disposal of real estates, disposal of equities of other companies SYSTEX invests in, and other profits, as well as expenses related to new restricted employee shares.

(IV) Method for handling failure to meet vesting conditions:

1. After being allotted the Company's new restricted employee shares, and if the employee fails to meet the vesting conditions as specified in Paragraph III of this Article, the Company shall redeem the shares without

consideration and cancel them.

2. Resignation, retirement, lay-off, termination of employment, and job transfer

(1) For employees who resign, retire, are laid-off, terminate their employment, or no longer serve in the executive management due to transfer for certain reasons, if there are new restricted employee shares where vesting conditions are yet to be met, the date of their departure or transfer shall be deemed to be the date where the qualifications for vesting conditions are not met, and the Company shall redeem the shares without consideration and cancel them.

(2) However, in extraordinary circumstances such as when an employee retires (including age-mandated retirement, compulsive retirement, and voluntary retirement) and has made excellent contributions to the Company, his/her new restricted employee shares that do not meet the vesting conditions shall be disposed at the discretion of the Board of Directors.

(3) When an employee is transferred by the Company to an affiliated company, where the employee serves as executive managers to meet the Company's operating needs, the vesting conditions of their new restricted employee shares that have yet to be met will not be affected by the transfer. However, such employee is still subject to the vesting conditions as specified in Paragraph 3 of this Article and must continue to serve in the affiliated companies to which the employee is transferred.

3. Extended unpaid leave

If the effective date of the extend unpaid leave falls within the performance measurement period of the current year, the vested conditions will be deemed to not be met in the current year, and the shares shall be redeemed without consideration and canceled by the Company. The rights and interests of new restricted employee shares yet to be vested may be restored following the employee's reinstatement. However, the vesting period of the allotted new restricted employee shares shall be deferred according to the extended unpaid leave period. If there are new restricted employee shares that have met the vesting conditions in the current year, the Company shall redeem the shares in the ratio of the unpaid leave period to the current vesting period without consideration and cancel them in accordance with the law. However, if the employee is not restated after the extended unpaid leave is complete, he/she shall be deemed to voluntarily resign and his/her shares shall be handled accordingly.

4. General death and disability or death resulting from occupational accidents

In the event of an employee's general death or disability or death resulting from occupational accidents, the vested percentage may be determined based on the achievement of the SYSTEX's operational goals and the ratio of the employee's actual working months during the performance assessment period, regardless of whether the vested conditions of personal performance have been met. Subsequently, the employee or his/her heir-at-law shall receive the shares by completing the necessary legal procedures and providing relevant documentary proofs. The remaining new restricted employee shares that do not meet the vested conditions shall be deemed to not meet the vested conditions starting from the effective date of resignation (or the effective date of death), and the Company shall redeem the shares without consideration and cancel them in accordance with the law. However, the heir-at-law must cooperate with procedures related to the receipt of shares within one year following the date the Company notify him/her to receive the shares. If the heir-at-law fails to complete the procedures in time, he/she will be deemed to forfeit the shares, and the Company shall have the right to redeem the shares without consideration and cancel them.

5. If any employees voluntarily waive the new restricted employee shares allotted to them by the Company through written statements, the Company shall redeem the shares without consideration and cancel them in accordance with the law.

Article 6: Restricted rights of new shares allotted prior to meeting the vesting conditions

- (I) New restricted employee shares issued in accordance with the Regulations shall be placed in trust in the employees' names. The restricted rights of new shares allotted to employees prior to meeting the vesting conditions are as follows:
 1. According to the trust agreement, employees who are allotted with new shares but have not met the vesting conditions may not sell, mortgage, transfer, gift, or pledge the new restricted employee shares, or request the right to buy back the shares without objection, or dispose them in any other ways.
 2. Attendance, proposal, speech, and voting rights in shareholders' meeting are to be conducted in accordance with the trust agreement.
 3. Issued new restricted employee shares shall be immediately placed in trust, and employees may not request return of new restricted employee shares for any reasons or by any means before the vesting conditions are met.
 4. If, before meeting the vesting conditions, an employee violates Article 9,

Paragraph 2 by terminating or rescinding the authorization of the Company or the Company's designated individual to implement trust matters on his/her behalf, the Company shall redeem the shares without consideration and cancel them in accordance with the law.

5. In the vesting period, if the Company conducts cash capital reduction or other non-statutory capital reductions, the new restricted employee shares shall be canceled in proportion to the reduced capital. If the capital is reduced through cash capital reduction, the cash thus returned must be placed in trust, and be delivered to employees after the vesting conditions are met. However, if the vesting conditions are not met, the Company shall redeem the cash.

(II) Apart from the aforementioned restrictions, for new restricted employee shares allotted to employees in accordance with the Regulations, and have not met the vesting conditions, the other rights include but are not limited to: the allotment rights of stock dividends, bonuses, and capital surplus, and the stock warrants of cash capital increase. Related operations shall be implemented in accordance with relevant trust/custody contracts, as shall the common shares issued by the Company.

(III) Handling of merger and acquisition

The rights and obligations of new restricted employee shares that are yet to be vested will not be affected, or may be changed through contracts related merger and acquisition or project agreements.

Article 7: Entering into contract and confidentiality

Employees allotted with new restricted employee shares must sign the Agreement on Receipt of New Restricted Employee Shares and implement relevant trust/custody procedures. Those who fail to sign relevant documents as required shall be deemed to forfeit new restricted employee shares.

After signing the Agreement on Receipt of New Restricted Employee Shares, employees shall strictly comply with confidentiality requirements, and may not inquire about others' shares or disclose the quantity and other relevant information except as required by law or competent authorities. In the event of any violations of the aforementioned rules, the proportion of the shares that has yet to be vested shall be deemed to not meet the vesting conditions, and the Company shall redeem the shares without consideration and cancel them in accordance with the law.

Any employees who obtain new restricted employee shares in accordance with the Regulations must comply with the rules specified in these Regulations. In the event of any violations of these rules, the proportion of the shares that are yet to be vested shall be deemed to not meet the vesting conditions, and the Company

shall redeem the shares without consideration and cancel them in accordance with the law.

Article 8: Tax

Employees' tax matters as a result of their new restricted employee shares allotted in accordance with the Regulations shall be handled in accordance with the applicable laws and regulations of the Republic of China at that time.

Article 9: Other important matters

- (I) The Regulations shall come into effect upon approval from the Remuneration Committee and a majority of the directors present at a Board of Directors meeting attended by two-thirds or more of directors, as well as approval granted by the competent authority upon submission. If it later becomes necessary to amend the Regulations due to amendments of applicable laws or requirements of review by the competent authority, the Chairman shall be authorized to amend the Regulations, followed by submission to the Remuneration Committee and the recognition of the Board of Directors before issuance.
- (II) The Company shall issue new restricted employee shares by means of stock trust, and the agent shall be the Company or the Company's designated individuals, who will sign and revise trust-related contracts on behalf of employees allotted with the shares.
- (III) Any other matters not set forth in the Regulations shall be dealt with in accordance with applicable laws and regulations.

Attachment 10

System Corporation
The 2022 Annual Shareholders' Meeting
List of Director Candidates

Name	Shareholdings (shares)	Education	Major Past Positions & Current Positions
Lin, Lung-Fen	1,324,762	EMBA, CEIBS Master's degree in Computer Science, University of the Pacific	Chairman & President of System Corp.
Cheng, Deng-Yuan	153,152	EMBA, Fudan University Fu Jen University, Dept. of Accounting	Chief Strategy Officer of System Corp.
Huang, Ting-Rong	242,152	MBA, Waseda University	Independent Director, Chipbond Technology Corp. Executive Director, Asiavest Capital Co., Ltd. Director, Sundia Meditech Group
Huang, Chi-Rong	633,780	Wharton School of the University of Pennsylvania, Dept. of Economics	Executive Director, Asiavest Capital Co., Ltd. Director, representative of Taiwan Hopax Chems. Mfg. Co., Ltd.

Name	Shareholdings (shares)	Education	Major Past Positions & Current Positions
Shaw, Shung-Ho	1,027,475	MBA, National Chengchi University	Chairman, Liang Hsin Finance Corp. Director, Scientech Corp., ALi Corp., Sundia Meditech Group
Hsieh, Chin-Ho	20,000	Master Degree in Graduate of East Asian Studies, NCCU Chairman, representative of Wealth Media Corp.	Chairman, representative of Wealth Media Corp., Investment Media Ltd., Genet info Inc., Wealth Magazine Co., Ltd., Business Today Publisher Chairman, Business Today Co., Ltd. Director, representative of Cashbox Partyworld Co., Ltd., Business Today Marketing Corp. Director, Diancan Art & Collection Ltd.
Lu, Ta-Wei	415,656	Tunghai University, Dept. of Chemistry	Chairman, Firstweb Limited
Wu, Cheng-Huan (Representative of Hanmore Investment Corp.)	21,316,678	Fu Jen University, Dept. of Business Administration	Chairman, representative of Hanmore Investment Corp.
Lin, Chih-Min (Representative of Hanmore Investment Corp.)	21,316,678	National Taiwan University, Dept. of Law	Director, representative of Hanmore Investment Corp.

Attachment 11

System Corporation
The 2022 Annual Shareholders' Meeting
List of Independent Director Candidates

Name	Shareholdings (shares)	Education	Major Past Positions & Current Positions
Lai, Chien-Hua	0	Feng Chia University, Dept. of Business Administration	CFO & Vice President, System Corp. Consultant, LoreMaster Tech Inc. Consultant, Jades Integrate Co., Ltd.
Cheng, Wen-Feng (Note)	0	Master Degree in Chemical Engineering, National Tsing Hua University	Chairman & President , Boardtek Electronics Corp. Independent Director , Chipboard Technology Corp.
Huang, Ta-Lun	0	Master Degree from University of Michigan - Ann Arbor, USA	Independent Director, Egis Technology Inc., MIKOBEAUTE Inc., Ali Technology Inc. , GCS Holdings, Inc. Director, Parade Technologies, Ltd., Amulaire Thermal, technology, Inc., InnoCare Optoelectronics Corp., Unikorn Semiconductor Corp., TCERA Co., Ltd. Chairman, representative, GCS Device Technology , Co., Ltd.

Note: Mr. Cheng, Wen-Feng has been the Chairman and president of Boardtek Electronics Corp. for many years, and was an independent director of Chipboard Technology Corp. and a director of Sundia Meditech Group. He has professional skills in operational judgment, business management, leadership decision-making, and crisis management. During his tenure as an independent director of SYSTEX, he provided professional guidance and advice to the company in terms of operation management and investment decision-making; therefore, Mr. Cheng, Wen-Fen has been nominated as an independent director candidate.

Attachment 12

System Corporation Other Position of Director & Independent Director Candidates

Title	Name	Position of other companies
Director	Lin, Lung-Fen	Director, representative of Syspower Corp.
Director	Cheng, Deng-Yuan	Director, Rainbow Tech Information (HK) Ltd Director, Shenzhen Sunlight Technology Co., Ltd.
Director	Huang, Ting-Rong	Independent Director, Chipbond Technology Corp. Executive Director, Asiavest Capital Co., Ltd. Director, Sundia Meditech Group
Director	Huang, Chi-Rong	Executive Director, Asiavest Capital Co., Ltd. Director, representative of Taiwan Hopax Chems. Mfg. Co., Ltd.
Director	Shaw, Shung-Ho	Chairman, Liang Hsin Finance Corp. Director, Sciencetech Corp., ALi Corp. and Sundia Meditech Group
Director	Hsieh, Chin-Ho	Chairman, representative of Wealth Media Corp., Investment Media Ltd., Genetinfo Inc., Wealth Magazine Co., Ltd. and Business Today Publisher Chairman, Business Today Co., Ltd. Director, representative of Cashbox Partyworld Co., Ltd. and Business Today Marketing Corp., Director, Diancan Art & Collection Ltd.
Director	Lu, Ta-Wei	Chairman, Firstweb Limited
Director	Wu, Cheng-Huan (Representative of Hanmore Investment Corp.)	Chairman, representative of Hanmore Investment Corp.
Director	Lin, Chih-Min (Representative of Hanmore Investment Corp.)	Director, representative of Hanmore Investment Corp.

Title	Name	Position of other companies
Independent Director	Lai, Chien-Hua	Consultant, LoreMaster Tech Inc. Consultant, Jades Integrate Co., Ltd.
Independent Director	Cheng, Wen-Feng	Independent Director, Chipboard Technology Corp.
Independent Director	Huang, Ta-Lun	Independent Director ,Egis Technology Inc., MIKOBEAUTE Inc., Ali Technology Inc., GCS Holdings, Inc. Director ,Parade Technologies, Ltd., Amulaire Thermal technology, Inc., InnoCare Optoelectronics Corp., Unikorn Semiconductor Corp., TCERA Co., Ltd. Chairman, representative, GCS Device Technologies, Co., Ltd

Appendix 1

Systemx Corporation

Rules and Procedures for Shareholders Meetings (Before Amendments)

Article 1: Unless otherwise stipulated by law or the articles of incorporation, shareholders' meetings of the Company shall proceed according to these Rules and Procedures.

Article 2: Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. An electronic copy of the shareholders' meeting manual and supplementary information shall be posted onto MOPS at least 21 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting. In addition, the Procedures Manual and supplementary materials for the shareholders' meeting should be made available for shareholders to review at any time at least 15 days in advance. The manual and supplementary materials shall also be displayed at the Company and company-appointed share administration agencies and distributed at the shareholders' meeting.

Meeting notices and announcements must detail the meeting's agenda. Meeting notices may also be delivered electronically to those who have agreed to such a method of delivery.

The following issues must be covered in the meeting agenda and may not be raised in extraordinary motions: election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, capital reduction, motions to suspend public offering, permissions for directors to engage in competitive conduct, capitalization of profits, capitalization of surplus, the dissolution, merger, or demerger of the Company, or matters covered by Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.

If the shareholders' meeting agenda includes the re-election of board directors and the appointment date of new directors, the appointment date may not be altered with extraordinary motions or any other means in the same meeting after re-election is completed.

Shareholders who own more than 1% of the Company's outstanding shares are entitled to propose agenda items for annual shareholders' meetings. Each shareholder may propose one agenda item, and further proposals will be disregarded. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves matters listed in Article 172-1, Paragraph 4 of the Company Act. Shareholders may propose suggestions urging the Company to promote public interest or fulfill its social responsibility. According to the procedure, each shareholder may submit one proposal in accordance with Article 172-1 of the Company Act. Further proposals will be disregarded.

Prior to the book closure date before a shareholders' meeting, the Company shall announce that it is accepting proposals from shareholders, along with acceptance methods for in-writing or electronic proposals, places to submit proposals, and the submission deadline. The submission period shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items to 300 words; proposals that exceed 300 words shall be excluded from the agenda. Shareholders who have successfully proposed agenda items shall attend the annual general meeting in person or through proxy attendance and participate in the discussion.

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the meeting notice is sent out. Agenda items that meet the conditions listed in this Article shall be included in the meeting notice. During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Article 3: Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form specifying the scope of power delegated to the proxy.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, only the first proxy form received will be considered valid. Exceptions shall be granted if the shareholder issues a declaration to withdraw previous proxy arrangements.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the withdrawal is made after the prescribed period, then the voting decision exercised by the proxy shall take precedence.

Article 4: Shareholders' meetings of the Company shall take place in a location suitable for convening a shareholders' meeting within the county or city of the Company and convenient for shareholders to attend. The commencement time for the meeting shall not be earlier than 9:00 AM or later than 3:00 PM.

Article 5: The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters of attention.

The time period during which attendance registration of shareholders shall be accepted as specified in the preceding paragraph shall be implemented in accordance with the regulations of the competent authority. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations.

Shareholders and their proxies (hereinafter collectively referred to as "shareholders") shall attend shareholders meetings upon presentation of attendance cards, sign-in cards, or other certifications. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Attendance books shall be provided at the shareholders' meetings of the Company and shall be signed by the shareholders (or proxies) present. Alternatively, shareholders (or proxies) attending the meeting shall submit an attendance card for the purpose of signing in.

This Company shall supply attending shareholders with the Procedures Manual, annual report, attendance card, speech note, voting slips, and other materials pertaining to the meeting. Shareholders shall also be given election ballots if an election of directors is to take place.

Article 6: If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. In the event the Chairman is on leave or unable to exercise his/her authority, the Vice Chairman, if available, shall act on his/her behalf. In the absence of a Vice Chairman or the Vice Chairman is also on leave or unable to exercise his/her authority, the Chairman shall designate a Managing Director to act on his/her behalf. In the absence of Managing Directors, a Director shall be designated. If none has been designated by the Chairman, a Managing Director or Director shall be elected to act on the Chairman's behalf from among all Managing Directors and Directors of the Company.

When a Managing Director or a Director serves as chair as referred to in the preceding paragraph, the Managing Director or Director shall be an individual who has held said position for a period specified by the competent authority and who possesses adequate knowledge of the Company's financial and business conditions. The same shall apply to representatives of corporate directors serving as chair.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 7: The Company may appoint lawyers, certified public accountants, or relevant personnel retained by the Company to be present at shareholders' meetings.

Article 8: The Company, starting from the time it begins accepting shareholder attendance registrations, shall undertake an uninterrupted audio and video recordings of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials as specified the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9: The attendance of a shareholders' meeting shall be calculated based on the number of shares represented by shareholders present at the meeting.

The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the attendance cards collected, plus the number of shares where voting rights are exercised in writing or through electronic means.

Article 10: The chair shall announce the commencement of the meeting at the stipulated time and disclosed the number of non-voting shares, number of shares in attendance, and other relevant information.

However, if shareholders (or proxies) representing more than one-half of the total number of issued shares are not present at the meeting, the chair may postpone the meeting. The postponements shall be limited to two times at maximum and total aggregate delay shall be no longer than 1 hour. If after two postponements the number of shareholders (or proxies) present is still insufficient, whereas at least one third of total issued shares are represented at the meeting, tentative resolutions may be adopted in accordance with Article 175, Paragraph 1 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

If during the process of the meeting the number of issued shares represented by the shareholders (or proxies) present are sufficient to constitute the quorum, the chair may submit the tentative resolutions to the shareholders meeting for the vote in accordance with Article 174 of the Company Act.

Article 11: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the

order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

Unless by the resolution of the shareholders' meeting, the chair may not declare the meeting ended until all items on the agenda (including extempore motions) stipulated in the preceding paragraph have been completed.

If the chair violates the rules of procedure and declares the adjournment of the shareholders' meeting, other members of the Board shall immediately assist the attending shareholders to follow procedures and elect another Chairman with the support of more than half of voting rights represented to resume the meeting.

Article 12: When the chairman considers that a matter and amendments or extraordinary motions proposed by shareholders during the meeting have been sufficiently discussed to qualify for a vote, the chairman may announce the discussion closed and bring the matter to a vote and arrange adequate voting time.

Article 13: When a shareholder (or proxy) present at the meeting wishes to speak, a speech note shall be filled out specifying the summary of the statement, the shareholder's account number (or the number on their attendance card) and the name of the shareholder. The sequence of shareholder statements shall be decided by the chair.

A shareholder (or proxy) present at the meeting that merely submits a speech note without speaking is considered not to have spoken. If the shareholder's actual comments differ from those stated on the speech note, only the actual comments expressed shall be recorded.

Unless consent has been given by the chair and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise the chair shall prohibit the interruption.

Article 14: Unless permitted by the chairperson, no shareholder (or proxy) may speak more than twice regarding the same proposal, and shall not speak for more than five minutes each time.

If a shareholder violates the rules outlined in the preceding paragraph or goes beyond the scope of proposals in speaking, the chair may prohibit him/her from making further statements.

Article 15: When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.

If a corporate shareholder is commissioned to attend a shareholders' meeting, the corporate shareholder may only designate one representative to attend the meeting.

In the event a corporate shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item.

Article 16: Upon the speech of a shareholder, the chairman may respond in person or appoint an appropriate person to respond.

Article 17: Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 18: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the

one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

Article 19: The Chairman shall appoint ballot examiners, ballot counters and other members of staff for processing proposal votes; ballot examiners must however be shareholders.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the venue where the shareholders' meeting is being held. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of numbers of votes, shall be announced on-site at the meeting, and a record shall be made of the vote.

The election of Directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected, as well as the names of those unelected and the number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of scrutineers and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 20: Unless otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders (or proxies) present at the meeting.

At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of

abstentions, shall be entered into the MOPS.

Article 21: Where there is an amendment or an alternative to a proposal, the chairperson shall determine the order in which they are to be voted on with the original proposal. If any resolution has been reached, alternative proposals shall be treated as rejected and not be voted on separately.

Article 22: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The minutes must detail the date and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of various meeting agenda items. For meetings with director elections, the minutes should also include the number of votes received by each candidate. These minutes must be retained for as long as the Company is in existence.

Article 23: On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

Article 24: Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairman may direct the proctors (or security guards) to assist in maintaining order of the meeting venue. While maintaining order in the meeting, all proctors or security staff shall wear arm bands or identification card bearing the word "Proctor."

Article 25: During the meeting, the chair may, at his/her discretion, allocate and announce intermissions. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 26: These Rules and Procedures shall come into force after the approval of the Board of Directors and ratification in the shareholders' meeting. The same procedures shall apply for future amendments.

These Rules and Procedures were established on April 12, 2001, the 1st Amendment on March 28, 2002, the 2nd Amendment on June 21, 2013, the 3rd Amendment on June 18, 2020 and the 4th Amendment on August 27, 2021.

Appendix 2

Systemx Corporation Articles of Incorporation (Before Amendments)

Chapter I General Provisions

Article 1: The Company is constituted in accordance with the Company Act, and shall be known as Systemx Corporation.

Article 2: The Company shall engage in the following businesses:

1. F113050 Wholesale of Computing and Business Machinery Equipment
2. F118010 Wholesale of Computer Software
3. F113070 Wholesale of Telecom Instruments
4. F113020 Wholesale of Household Appliance
5. F113110 Wholesale of Batteries
6. F119010 Wholesale of Electronic Materials
7. E605010 Computing Equipments Installation Construction
8. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops
9. J399010 Software Publication
10. IG02010 Research Development Service
11. I599990 Other Designing
12. JZ99050 Agency Services
13. F113030 Wholesale of Precision Instruments
14. E603050 Cybernation Equipments Construction
15. F401010 International Trade
16. I301010 Software Design Services
17. I301020 Data Processing Services
18. I301030 Digital Information Supply Services
19. F213030 Retail sale of Computing and Business Machinery Equipment
20. F218010 Retail Sale of Computer Software
21. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
22. G902011 Type II Telecommunications Enterprise
23. E701010 Telecommunications Construction
24. F213060 Retail Sale of Telecom Instruments
25. F399040 Retail Business Without Shop
26. F601010 Intellectual Property
27. IE01010 Telecommunications Number Agencies
28. I103060 Management Consulting Services
29. JE01010 Rental and Leasing Business
30. I401010 General Advertising Services

31. IZ99990 Other Industry and Commerce Services Not Elsewhere Classified
32. J304010 Book Publishers
33. F401021 Restrained Telecom Radio Frequency Equipments and Materials
Import
34. J303010 Magazine and Periodical Publication
35. J305010 Audio Tape and Record Publishers
36. J201031 Technique and Performing Arts Training
37. I501010 Product Designing
38. I199990 Other Consultancy
39. CC01101 Restrained Telecom Radio Frequency Equipments and Materials
Manufacturing
40. F108031 Wholesale of Drugs, Medical Goods
41. F208031 Retail Sale of Medical Apparatus
42. CC01110 Computers and Computing Peripheral Equipments Manufacturing
43. CC01120 Data Storage Media Manufacturing and Duplicating
44. CC01060 Wired Communication Equipment and Apparatus Manufacturing
45. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
46. CC01080 Electronic Parts and Components Manufacturing
47. CB01010 Machinery and Equipment Manufacturing
48. C701010 Printing
49. C703010 Printings Bindery and Processing
50. F113010 Wholesale of Machinery
51. IZ13010 Internet Identify Services
52. EZ05010 Apparatus Installation Construction
53. E701030 Controlled Telecommunications Radio-Frequency Devices
Installation Engineering
54. E601010 Electric Appliance Construction
55. F102170 Wholesale of Food and Grocery
56. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
57. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and
Fixtures
58. F109070 Wholesale of Stationery Articles, Musical Instruments and
Educational Entertainment Articles
59. F203010 Retail sale of Food and Grocery
60. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel,
Clothing Accessories and Other Textile Products
61. F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and
Fixtures
62. F208050 Retail Sale of the Second Type Patent Medicine

63. F102020 Wholesale of Edible Oil
64. F102040 Wholesale of Nonalcoholic Beverages
65. F102050 Wholesale of Tea
66. F102180 Wholesale of Ethanol
67. F103010 Wholesale of Animal Feeds
68. F106010 Wholesale of Ironware
69. F106020 Wholesale of Articles for Daily Use
70. F107030 Wholesale of Cleaning Preparations
71. F107070 Wholesale of Animal Medicines
72. F108040 Wholesale of Cosmetics
73. F110010 Wholesale of Clocks and Watches
74. F110020 Wholesale of Spectacles
75. F114030 Wholesale of Motor Vehicle Parts and Supplies
76. F116010 Wholesale of Photographic Equipment
77. F117010 Wholesale of Fire Fighting Equipment
78. F203030 Retail Sale of Ethanol
79. F206010 Retail Sale of Ironware
80. F206020 Retail Sale of Articles for Daily Use
81. F206050 Retail of pet food and appliances
82. F207030 Retail Sale of Cleaning Preparations
83. F207070 Retail Sale of Animal Medicine
84. F208040 Retail Sale of Cosmetics
85. F210010 Retail Sale of Watches and Clocks
86. F210020 Retail Sale of Spectacles
87. F213010 Retail Sale of Household Appliance
88. F213110 Retail Sale of Batteries
89. F216010 Retail Sale of Photographic Equipment
90. F219010 Retail Sale of Electronic Materials
91. F301010 Department Stores
92. I301040 The third party payment
93. I701011 Employment Service
94. IZ04010 Translation
95. IZ09010 Management System Certification
96. IZ12010 Manpower Dispatched
97. J202010 Industry Innovation and Incubation Services
98. J399990 Other Publishing
99. ZZ99999 All business items that are not prohibited or restricted by law,
except those that are subject to special approval.

Article 2-1: The Company may provide external guarantees.

Article 2-2: The Company's total external investment may exceed forty percent (40%) of its

paid-in capital.

Article 3: The Company's head office is established in Taipei City. Where necessary the Company may establish branch companies domestically or overseas subject to the resolution by its Board of Directors and the approval of the competent authority.

Chapter II Shares

Article 4: The total capital of the Company shall be in the amount of NT\$4 billion divided into 400 million shares to be raised in multiple issues at NT\$10 per share.

An additional NT\$200 million shall be reserved from the total capital as specified in Paragraph 1 for the issuance of employee stock options issuable in 20 million shares at NT\$10 per share over multiple installments in accordance with the Board of Directors resolution.

Before issuing any employee stock options at a strike price lower than the closing price of the Company's stocks on the date of issuance, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the shareholders' meeting attended by shareholders representing a majority of total issued shares, and may issue the stock options in installments within a year of the date of resolution in the shareholders' meeting. Other conditions or restrictions on employee stock options issued in accordance with the provisions described above shall be processed in accordance with related laws and regulations.

Before transferring shares to employees at a price lower than the average of the actual repurchase price, the Company shall first obtain the agreement of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.

Article 5: Stocks of the Company shall be with serial numbers, be affixed with the signatures or personal seals of the director representing the company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. Stocks issued by the Company are not required to be printed. The Company, however, shall contact the centralized securities depository enterprise institution for registration or depository of the share certificates for the stocks or shares issued in accordance with this Paragraph.

Article 6: The Company shall administer all the stock-related operations in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority. The competent authority may request consolidated issuance of securities with large nominal value.

Chapter III Shareholders' Meeting

Article 7: Registration for the transfer of shares shall be suspended for 60 days before a general shareholders' meeting, for 30 days before an extraordinary shareholders' meeting, and for 5 days before the baseline date for distributing dividends, bonus or other benefits. The above periods shall be calculated from the date of the meeting or the baseline date.

Article 8: The Company holds general and provisional shareholders' meetings. A general meeting is convened once a year within six months after the end of a fiscal year. Extraordinary meetings are convened when necessary in accordance with the law. The shareholders' meeting shall be held in accordance with the Company's "Rules and Procedures for Shareholders' Meetings."

Article 9: All shareholders shall be informed of the meeting and agenda 30 days before a general meeting or 15 days before an extraordinary meeting is convened.

Article 10: A shareholder, if unable to attend the shareholders' meeting, may appoint a proxy to attend on the shareholder's behalf by executing a power of attorney and stating therein the scope of power authorized to the proxy. The authorization shall be processed in accordance with Article 177 of the Company Act.

Article 11: A shareholders' meeting convened by the Board of Directors shall be chaired by the Chairman. If the Chairman is on leave or unable to exercise powers, the acting chair shall be selected in accordance with Article 208, Paragraph 3 of the Company Act. If a shareholders' meeting is convened by an individual with the right to convene a meeting but who is not a member of the Board of Directors, the said individual shall chair the meeting. If two or more individuals have the right to convene the meeting, one shall be elected from those eligible to chair the meeting.

Article 12: Unless otherwise regulated by the Company Act, a shareholders' meeting resolution shall be passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 12-1: A proposal to cancel the public issuance of the Company's shares shall be filed for a resolution in the shareholders' meeting.

Article 13: Each shareholder of the Company shall be entitled to one vote for each share. No voting power shall be granted, however, to Company shares prescribed in Article 179 of the Company Act.

Article 14: Shareholders' meeting resolutions shall be compiled into minutes with details including the date and place of the meeting, the name of Chairman, method of resolution, and a summary of the essential points of meeting proceedings and results. The minutes shall be signed or sealed by the Chair. The minutes

described in the previous paragraph shall be retained by the Company along with the attendance cards and power of attorney letters for proxies of shareholders in attendance. The minutes shall be distributed to each shareholder within 20 days of the meeting. The minutes may be distributed in announcements.

Chapter IV Directors

Article 15: The Company shall appoint nine to thirteen Directors who shall be elected from among the shareholders with capacity at the shareholders' meeting in accordance with the provisions stipulated in Articles 198 and 227 of the Company Act to serve terms of three years each; directors may serve consecutive terms. The election of Directors is held by nomination in accordance with Article 192-1 of the Company Act, and the shareholders shall vote on the list of candidates. Unless otherwise approved by the competent authority, the following relations may not exist among more than half of the directors of the Company.

I. A spousal relationship.

II. Familial relationship within the second degree of kinship.

Article 15-1: The Company shall appoint three Independent Directors among the Directors of the Board in accordance with Article 14-2 of the Securities and Exchange Act and in compliance with Article 183 of the Securities and Exchange Act. The selection of Independent Directors shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act. The Company shall assemble an Audit Committee in accordance with Article 14-4 and Article 183 of the Securities and Exchange Act. The Committee shall be solely composed of Independent Directors.

Article 16: The Directors shall form a Board of Directors, under which functional committees with various duties and purposes may be established. The Chairman of the Board shall be elected from among those present by a majority vote at a Board meeting with more than two-thirds of the directors present. A Vice Chairman may be elected to assist the Chairman. The Chairman is the Chair of the Board of Directors and represents the Company in conducting all affairs. If the Chairman is on leave or unable to exercise his/her duties for whatever reason, a proxy shall be selected in accordance with Article 208, Paragraph 3 of the Company Act.

Article 17: A Board meeting may be convened through written, email or facsimile notification that states the reason for the meeting to each Director and Supervisor at least seven days before the meeting date. A meeting of the Board of Directors may be convened at any time in the event of an emergency. Directors who participate in meetings via video conferencing shall be deemed to

have personally attended the meeting. The Board of Directors meeting shall be held in accordance with the Company's "Rules and Procedures for Board of Directors Meetings." If a Director is unable to attend a Board meeting, he/she may appoint a proxy to attend the meeting by completing the Company's proxy form and specifying the scope of delegation. Any proxy prescribed in the preceding paragraph, however, shall only represent one Director in the meeting.

Article 18: Unless otherwise provided for under the Company Act, resolutions of the Board of Directors shall be approved by majority vote at a meeting attended by a majority of the Directors.

Article 19: Remuneration for the Chairman and Directors shall be determined by their level of participation in the Company's operations and the value of their contribution as well as their personal performance and the Company's long-term operating performance while taking into account the Company's operating risks and the industry's prevailing rates in the domestic and international markets.

The Board of Directors is authorized to determine the remuneration. The Company may purchase liability insurance for Directors.

Chapter V Managers

Article 20: The Company may appoint a Chief Executive Officer following a resolution in the Board of Directors meeting to oversee the business operations and strategies of the Company and its subsidiaries. The Company shall also appoint a President whose appointment, dismissal, and remuneration shall be governed by Article 29 of the Company Act.

Chapter VI Accounting

Article 21: The Company's fiscal year begins on January 1 and ends on December 31 of every year. The fiscal year shall end on the last day of the Gregorian calendar and the Board shall prepare the following documents and submit them to the Audit Committee for review before ratification in the General Shareholders' Meeting.

(I) Business report.

(II) Financial Statements.

(III) Distribution of earnings or loss offsetting proposals.

Article 22: In response to the overall economy and the characteristics of industry growth and in compliance with the Company's long-term financial plans for sustainable operations and stable development, the Company adopts a residual dividend policy. The policy mainly assesses the annual funding requirements based on the Company's future capital budget plans and retains required funding from earnings before distributing remaining earnings as dividend. The distribution

procedures are as follows:

- (I) The optimal capital budget is determined.
- (II) The amount of capital required to satisfy the capital budget in paragraph (I) is determined.
- (III) The amount of funding required for financing to be supported by the retained earnings (the remaining can be supported through cash capital increase or corporate bonds etc.) is determined.
- (IV) An appropriate amount of the remaining earnings shall be retained in accordance with operational requirements before distributing dividends to shareholders.

The Company distributes dividends through cash or stocks and cash dividends are prioritized. If dividends are distributed in stocks, the stock dividends shall not exceed 50% of the total dividends issued in the current year. The distribution of dividends may be dependent on the Company's current and future investment environment, funding requirements, domestic and foreign competition, and capital budgets while taking into consideration shareholder interests, balanced dividends, and the Company's long-term financial plans. Where a plan to distribute stock dividends is in place, the Board of Directors shall formulate relevant proposals in accordance with the law and report to the shareholders' meeting for discussion and resolution.

For the distribution of the preceding surplus, if the distribution is in cash, the Board of Directors shall be authorized to resolve the proposal by at least half of the directors, provided the number of directors present shall be at least two-thirds of the entire Board of Directors, and report to the shareholders' meeting of the distribution.

The company may distribute all or part of the reserve in accordance with laws or the regulations of the competent authority. If it is distributed in cash, it authorizes the board of directors to make resolutions in accordance with Article 241 of the Company Act and report to the shareholders' meeting.

Article 23: In the event the Company makes a profit during the fiscal year it shall set aside no less than 0.1% of the profits for employee remuneration. The remuneration for Directors shall be no higher than 2%. However, priority shall be given to reservation of funds for compensation of cumulative losses, if any.

The preceding employee remuneration may be paid in cash or shares, and shall be payable to employees of subsidiary companies who meet the requirements stipulated by the Board of Directors. Remuneration of directors as specified above may be distributed in cash only.

The procedures in the two preceding paragraphs shall be approved by the Board of Directors and reported to the shareholders' meeting.

Article 23-1: Any net income after taxes at final accounting of the current period shall be used to compensate cumulative losses while 10% of net income after taxes shall be allocated as statutory reserve according to the law, except when the cumulative statutory reserve has reached the Company's paid-in capital. The balance shall then be allocated or reversed as special reserve in accordance with regulatory requirements, it shall be handled in accordance with relevant regulations.

Chapter VII Supplementary Provisions

Article 24: Matters not addressed in these Articles shall be governed by the Company Act and other relevant laws and regulations.

Article 25: The Articles of Incorporation were established on Dec. 26, 1996.

The 1st Amendment was approved by the shareholders' meeting on June 23, 1998, the 2nd Amendment on May 6, 1999, the 3rd Amendment on April 18, 2000, the 4th Amendment on April 12, 2001, the 5th Amendment on October 2, 2001, the 6th Amendment on March 28, 2002, the 7th Amendment on April 22, 2003, the 8th Amendment on April 14, 2004, the 9th Amendment on June 24, 2004, the 10th Amendment on May 18, 2005, the 11th Amendment on June 15, 2006, the 12th Amendment on June 13, 2007, the 13th Amendment on June 13, 2008, the 14th Amendment on June 18, 2010, the 15th Amendment on June 24, 2011, the 16th Amendment on June 15, 2012, the 17th Amendment on June 17, 2015, the 18th Amendment on June 17, 2016, the 19th Amendment on June 13, 2019, the 20th Amendment on June 18, 2020 and the 21st Amendment on August 27, 2021.

The Articles of Incorporation were implemented after approval in accordance with laws and regulations.

Appendix 3

Systemx Corporation Rules for Election of Directors

1. Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, the directors of the Company shall be elected in accordance with the rules specified herein.
2. The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
 - (1) Basic requirements and values: Gender, age, nationality, and culture.
 - (2) Professional knowledge and skills: A professional background (e.g. Law, accounting, industry, finance, marketing, and technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

- (1) The ability to make judgments about operations.
- (2) Accounting and financial analysis ability.
- (3) Business management ability.
- (4) Crisis management ability.
- (5) Knowledge of the industry.
- (6) An international market perspective.
- (7) Leadership ability.
- (8) Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

3. The qualifications for the independent directors of this Corporation shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
4. The directors of the Company shall be elected by adopting the candidate nomination system specified in Article 192-1 of the Company Act and the cumulative voting

method, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. The names of voters may be represented by shareholders' numbers.

5. The directors of the Company shall be elected by the shareholders' meeting from among the persons with disposing capacity. The election of independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately. According to the quotas stipulated in the Articles of Incorporation, those who have more voting rights are elected as independent directors and non-independent directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.
 - 5-1. The directors of the company shall have more than half of the seats elected and shall not have one of the following relationships.
 - (1) Spousal.
 - (2) The second degree of kinship.
 - 5-2. If the elected director of the company does not comply with Article 5-1, the elected director shall be determined in accordance with the following provisions.
 - (1) If the directors do not meet the requirements, if the votes of the directors who do not meet the requirements are lower, the election will be invalid.
6. At the beginning of the election, the Chairman shall appoint several persons with shareholder status each to check and record the ballots.
7. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The ballot box used for voting shall be prepared by this Company and checked in public by the person to check the ballots before voting.
8. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
9. Ballots shall be deemed void under the following conditions:
 - (1) The ballot was not prepared by a person with the right to convene.
 - (2) A blank ballot is placed in the ballot box.
 - (3) The writing is unclear and indecipherable or has been altered.
 - (4) Other words or marks are entered in addition to the number of voting rights allotted.
 - (5) The candidate whose name is entered in the ballot does not conform to the director candidate list.
10. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on

the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

11. The Company shall issue notifications to the directors elected.
12. These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.

The Procedures was established in April 12, 2001.

The 1st Amendment on Mar. 28, 2002, the 2nd Amendment on June 15, 2006, the 3rd Amendment on June 13, 2007, the 4th Amendment on June 17, 2015 and the 5th Amendment on August 27, 2021.

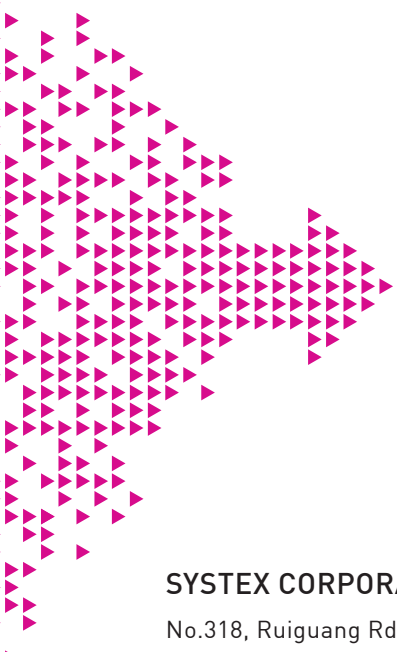
The Rules for Election of Directors were implemented after approval in accordance with laws and regulations.

Appendix 4

System Corporation Shareholdings of Directors

1. The Company discloses the shares held by Directors in the shareholder's register as of March 28, 2022 as the table shown below.
2. Legal holding of all Directors in number of shares: 12,000,000 shares

Title	Name	Date Elected	Term (Years)	Shareholdings when Elected		Current Shareholdings	
				Shares	%	Shares	%
Chairman	Lin, Lung-Fen	2019.06.13	3	1,324,762	0.49	1,324,762	0.49
Director	Huang, Tsong-Jen	2019.06.13	3	20,755,750	7.70	20,755,750	7.70
Director	Cheng, Deng-Yuan	2019.06.13	3	168,152	0.06	153,152	0.06
Director	Lu, Ta-Wei	2019.06.13	3	415,656	0.15	415,656	0.15
Director	Shaw, Shung-Ho	2019.06.13	3	945,475	0.35	1,027,475	0.38
Director	Hsieh, Chin-Ho	2019.06.13	3	20,000	0.01	20,000	0.01
Director	Huang, Ting-Rong	2019.06.13	3	242,152	0.09	242,152	0.09
Director	Huang, Chi-Rong	2019.06.13	3	633,780	0.24	633,780	0.24
Director	Lin, Chih-Min (Representative of Joway Investment Co., Ltd.)	2019.06.13	3	482,309	0.18	482,309	0.18
Director	Wu, Cheng-Huan (Representative of Joway Investment Co., Ltd.)	2019.06.13	3	482,309	0.18	482,309	0.18
Independent Director	Huang, Jih-Tsan	2019.06.13	3	0	0	0	0
Independent Director	Cheng, Wen-Feng	2019.06.13	3	0	0	0	0
Independent Director	Lai, Chien-Hua	2019.06.13	3	6,000	0	0	0
Total				24,994,036	9.27	25,055,036	9.30



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