

**Stock Code: 3652**

# **Unitech Electronics Co., LTD.**

## **Handbook for the 2023 Annual Meeting of Shareholders**



**Date: June 16, 2023**

**Place: No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City  
231027, Taiwan (1F, Sung Po Hall, The Koos Suite)**

**Note to Readers :**

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 version shall prevail.

# **Table of Contents**

	Page
I. Meeting Procedure .....	1
II. Meeting Agenda .....	2
1. Management Presentation .....	3
2. Proposal Matters .....	3
3. Discussion Matters .....	5
4. Election Matters .....	5
5. Other Matters .....	10
6. Questions and Motions .....	11
III. Appendix	
1. 2022 Business Report .....	12
2. Audit Committee’s Review Report .....	15
3. Independent Auditors’ Report, Parent Company Only and Consolidated Financial Statements .....	16
4. Table Comparing the Original and the Amended Articles of “Articles of Incorporation” .....	34
5. Articles of Incorporation (before amended) .....	39
6. Rule for Directors Elections .....	45
7. Rules of Procedure for Shareholders Meeting .....	48
8. Shareholdings of All Directors .....	62
9. Other Disclosure Matters .....	64

# Unitech Electronics Co., LTD.

## **Procedure for the 2023 Annual Meeting of Shareholders**

1. Call the Meeting to order
2. Chairperson Remarks
3. Management Presentation
4. Proposal Matters
5. Discussion Matters
6. Election Matters
7. Other Matters
8. Questions and Motions
9. Adjournment

# **Unitech Electronics Co., LTD.**

## **Agenda of 2023 Annual Meeting of Shareholders**

**Time:** June 16, 2023 (Friday), at 9:00 a.m.

**Place:** No. 219-2, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City  
231027, Taiwan(1F, Sung Po Hall, The Koos Suite)

**Method of convention:** Physical shareholders' meeting

### **1. Call the Meeting to order**

### **2. Chairperson Remarks**

### **3. Management Presentation**

- (1) 2022 Business Reports
- (2) 2022 Audit Committee's Review Report
- (3) 2022 Employees' and Directors' Compensation

### **4. Proposal Matters**

- (1) Adoption of 2022 Business Report, Parent Company Only and Consolidated Financial Statements Report
- (2) Adoption of the Proposal for Distribution of 2022 Profits

### **5. Discussion Matters**

Amendment to the Articles of Incorporation

### **6. Election Matters**

The Election of Directors

### **7. Other Matters**

Release the Prohibition on New Director(s) and their representative(s) from Participation in Competitive Business

### **8. Questions and Motions**

### **9. Adjournment**

# Management Presentation

## 1. 2022 Business Report

Explanation: The 2022 Business Report is attached as P.12-14, Appendix I.

## 2. 2022 Audit Committee's Review Report

Explanation: 2022 Audit Committee's Review Report, is attached as P.15, Appendix II.

## 3. 2022 Employees' and Directors' Compensation

Explanation: (1) In accordance with Article 17 of the Company's Articles of Incorporation, "Current year's earnings, if any, shall be appropriated 5-15% of profit as employees' compensation and not more than 2% of profit as directors' compensation...".

(2) The Board of Directors approved the 2022 employees' and directors' compensation which were NT\$ 5,926,217 and NT\$ 2,370,487, respectively and were distributed in Cash.

# Proposal Matters

ONE (Proposed by board of directors)

Proposal: Adoption of 2022 Business Report, Parent Company Only and Consolidated Financial Statements Report

Explanation: (1) 2022 Business Report, Parent Company Only and Consolidated Financial Statements were approved by the Board and examined by audit committee of the Company. Also, Parent Company Only and Consolidated Financial Statements were audited by independence auditors, Kuo, Shao-Ping and Yang, Chi-Hueh of Ernst & Young.

(2) 2022 business report, independence auditor's report and the above-mentioned Financial Statements are attached as P.12-14, Appendix I and P.16-33, Appendix III.

Resolution:

TWO (Proposed by board of directors)

Proposal: Adoption of the Proposal for Distribution of 2022 Profits

Explanation:(1)The Company's net profit after-tax after appropriating employees' compensation (5%) and Directors' compensation (2%) is NT\$ 91,331,138, and adding 2022 re-measurement on defined benefit plan, setting aside the legal reserve (10%), and then adding reversal special reserve, distributable retained earnings is NT\$ 100,686,620 and the proposed cash dividends to Shareholder's

cash is NT\$ 50,343,310, at NT\$ 0.67037265 per share. Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, ex-rights date, and other relevant issues.

(2) 2022 earnings distribution statement is as follows:

Unitech Electronics Co., LTD.  
Earnings Distribution Statement  
2022

Unit: NT\$

Item	Amount
Beginning retained earnings	\$ 0
Add: 2022 net profit after tax	91,331,138
Add: 2022 re-measurement on defined benefit plan	673,568
Less: 10% legal reserve	(9,200,471)
Add: reversal special reserve	17,882,385
Distributable earnings	100,686,620
Distributable items: Shareholder's dividends - cash dividends (at NT\$ 0.67037265 per share)	50,343,310
Unappropriated retained earnings	50,343,310

Chairman: Yeh, Chiang-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Ling

(3) The cash dividends calculation shall be rounded down to the nearest one NTD (any amount below one NTD will be discarded), and the remaining fraction shall be adjusted and agree to distributed cash dividends.

(4) In the event of any changes in the number of outstanding shares resulting from the buyback of the Company's shares, transferring treasury stocks to employee, conversion of convertible bonds, the exercise of employee stock option or other reasons, the dividend ratio must be adjusted. It is proposed that the Board of Directors be authorized to adjust the dividend ratio and to proceed on the relevant matters.

Resolution:

## Discussion Matters

(Proposed by board of directors)

Proposal: Amendment to the Articles of Incorporation. Please proceed to discuss

Explanation:(1) In order to conform to related laws and actual operational needs, the Company hereby proposes to amend the “Articles of Incorporation”.

(2) Please refer to P.34-38 (Appendix IV) for details.

Resolution:

## Election Matters

(Proposed by board of directors)

Proposal: The Election of Directors

Explanation: (1) The term of directors of the Board of the Company will be ended on June 22, 2023. Accordingly, the Company proposes to duly elect new Board members at this Annual Meeting of Shareholders.

(2)According to Article 11 of the Company’s Article of Incorporation, a total of eleven directors (including four independent directors) shall be elected from nomination list prepared by the Company. Their three-year term will start from June 16, 2023 to June 15, 2026, and the current term of directors will be dismissed on the date the new directors are elected.

(3) The personal information of the nominees is as follows:

Candidate type	Name of candidate	Education and experience	Current position	Shareholding number
Director	HI-JET INCORPORATION Representative: Yeh, Chia-Wen	Tulane University MBA Graduate Institute of Business Administration, National Chengchi University Department of Mineral and Petroleum Engineering, National Cheng Kung University	Chairman of Te Jia Investment Co., Ltd. Chairman of BIOFITY PHARMACEUTICALS INC. Chairman of Shiteh Organic Pharmaceutical Co., Ltd. Chairman of HI-JET INCORPORATION) Chairman of Hen Hsiuen Co., Ltd. Chairman of GLOBAL MOBILE INTERNET CO., LTD. Chairman of COTEK PHARMACEUTICAL INDUSTRY CO., LTD.) Chairman and strategy chief of Unitech Electronics Co., LTD. Chairman of G.M.I. TECHNOLOGY INC. Chairman of Te Tao Investment Co., Ltd.	3,657,726 shares

Candidate type	Name of candidate	Education and experience	Current position	Shareholding number
			Director (juristic person representative) Chu Yuen International Co., Ltd. Director of SmartBee Intelligence Company Ltd. Chairman of Rei Yin BIOTECH CO., LTD. Director of GW Electronics Company Limited Director (juristic person representative) of UAV、UEV、UJH、UCV、UAH、UEH、UIH Director of UTA and UTI	
Director	HI-JET INCORPORATION: Representative: Yeh, Ming-Han	Department of Industrial Design, Tatung University Business engineer of GMI Technology Inc.	Business specialist of IMS, Realtek Semiconductor Corp. Director (juristic person representative) of Unitech Computer Co., Ltd. Director (juristic person representative) of Shiteh Organic Pharmaceutical Co., Ltd. Chairman of Te Chia Investment Co., Ltd. Director of Hen Hsuen Co., Ltd.	3,657,726 shares
Director	HI-JET INCORPORATION Representative: Yeh, Bo-Chun	Master of Department of Construction Engineering, Columbia University Department of Transportation and Communication Management Science, National Cheng Kung University Vice manager of KGI Investment Advisory Chief of staff of GMI Technology Inc.	Director (juristic person representative)/special assistant of chairman/chief of remuneration/ acting spokesperson of G.M.I. TECHNOLOGY INC. Director (juristic person representative) of Unitech Computer Co., Ltd. Supervisor of Shiteh Organic Pharmaceutical Co., Ltd.	3,657,726 shares
Director	HI-JET INCORPORATION Representative: Wan, Kuo-Chang	Master of Graduate Institute of Department of Management Science, Tamkang University General manager of Te Hung Management Consulting Co., Ltd. Manager of O-Bank	General manager of Te Che Investment Co., Ltd. Director (juristic person representative) of G.M.I. TECHNOLOGY INC. Supervisor (juristic person representative) of BIOFITY PHARMACEUTICALS INC.	3,657,726 shares
Director	UNITECH COMPUTER CO., LTD. Representative: Yeh, Kuo-Chuan	Graduate Institute of Department of Management Science, Tatung University Master of Department of Business Administration, Day University Graduate Institute of Business Administration, National Chengchi University Business engineer of High Tien	Chairman and general manager of Unitech Computer Co., Ltd., Chairman and general manager of JINGHO COMPUTER CO. LTD. Chairman (juristic person representative) of Unitech Computer Co., Ltd. Chairman (juristic person representative) of JINGHO	30,039,000 shares



Candidate type	Name of candidate	Education and experience	Current position	Shareholding number
		Co., Ltd.	COMPUTER CO. LTD. and China Yung Computer Co., LTD. Chairman of Xiamen UNITECH COMPUTER CO., LTD. Chairman of Fu Jung International Investment Co., Ltd. Director of ORLANDO ENGINEERING CO., LTD. Supervisor of Pei Shang Mei Media Co., Ltd.	
Director	UNITECH COMPUTER CO., LTD. Representative: Chen, Rong-Huei	Department of Communication Engineering, National Chiao Tung University Master of Graduate Institute of Department of Computer Science, National Chiao Tung University Plan host of Graduate Institute of Telecommunications, Ministry of Transportation and Communications General manager of business group, Unitech Computer Co., Ltd.	Director of UNITECH COMPUTER CO., LTD. Director of UTA and UTI and Xiamen UNITECH COMPUTER CO., LTD. Director (jurist person representative of UTJ)	30,039,000 shares
Director	UNITECH COMPUTER CO., LTD. Representative: Lee, Ying-Sin	Department of Communication Engineering, Chico Tung University Master of Department of Business Administration, Oklahoma City University Graduate Institute of Business Administration, National Chengchi University Engineer of Directorate General of Telecommunications	General manager of UNITECH COMPUTER CO., LTD Vice chairman of UNITECH COMPUTER CO., LTD	30,039,000 shares

Candidate type	Name of candidate	Education and experience	Current position	Shareholding number
Independent director	Su, Liang	<p>Master of Department of Information Management, Tamkang University  Bachelor of Department Electrical and Control Engineering, National Chiao Tung University  Refresher course of Department of Entrepreneur Management Development, Chengchi University  Vice CEO of RITEK Technology Co., Ltd.  Chairman of TSSA</p>	<p>Chairman and general manager of MiTAC Information Technology Corp.  Vice chairman and general manager of MiTAC Information Technology Corp.  Director of EasyCard Corporation  Supervisor of EasyCard Investment Holding Co., Ltd.  Director of FAR EASTERN ELECTRONIC TOLL COLLECTION CO., LTD.  Director of FETC INTERNATIONAL CO., LTD.  Director of CECI ENGINEERING CONSULTANTS, INC., TAIWAN  Independent of Mao Bao Inc.  Managing director of Institute for Information Industry  Director of MiTAC Holdings Corporation  Director of Mitac Hikari Corporation  Director of Shen Tung (Shanghai) Industrial Management Consulting Co., Ltd.  Chairman of Ho Li Investment Co., Ltd.  Director of Harbinger Venture Capital Co., Ltd.  Director of Harbinger VI Venture Capital Corp.  Director of Harbinger VIII Venture Capital Corp.  Supervisor of Harbinger II Venture Capital Corp.  Chairman of GENERAL RESOURCES CO.  Chairman of MITAC INVESTMENT CHINA CO., LTD.  Chairman of Aidixun Investment Co., Ltd.  Chairman of MITAC INFORMATION HOLDINGS LIMITED  Chairman of MITAC INFORMATION TECHNOLOGY (SINGAPORE) PTE. LTD.</p>	0 share

Candidate type	Name of candidate	Education and experience	Current position	Shareholding number
Independent director	Ching, Hu-Shih	Graduate Institute of Department of Chemical Engineering, National Tsing Hua University Director of UPC Technology Corporation General manager of Lien Hwa Industrial Holdings Corporation Supervisor of MiTAC Holdings Corporation Supervisor of Getac Technology Corporation Director of Synnex Technology International Corporation Director of Baolong International Co., Ltd. Director of MiTAC INCORPORATED	Chairman of China Grain Products Research & Development Institute Chairman of Yi Feng Investment Co., Ltd. Director (juristic person representative) of Yi Yuen Investment Co., Ltd.	3,779 shares
Independent director	Liu, You-Kuo	Department of Civil Engineering, National Chiao Tung University Lecturer of Graduate Institute of Digital Education, Institute For Information Industry Vice chairman of Identification Committee of Mobile Device Program Designer, Ministry of Economic Affairs Lecturer of Department of Electronic Engineering, Min Chi University of Technology Lecturer of Department of Special Education, National Dong Has University Supervisor of GMI Technology Inc.	Chairman and technical director of SoftArts Inc.	0 share
Independent director	Ho, Pao-Chung	Ph.D. Of Department of Computer Science, National Chiao Tung University Vice CEO of Institute For Information Industry Chairman of International Integrated Systems, Inc. Chairman of Trinity Investment Corporation Director of Computer Skills Foundation	Technical director and consultant of Taipei Computer Association Independent director of TERAWINS, INC. Director of Knowledge Freeway Co., Ltd.	0 share

(4) The election shall be held in accordance with the Company's "Rule for Directors Elections", please refer to P.45-47 (Appendix VI) for details.

Voting Results:

## Other Matters

(Proposed by board of directors)

Proposal: Release the Prohibition on New Director(s) and their representative(s) from Participation in Competitive Business. Please proceed to discuss.

Explanation: (1) According to 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 meeting of shareholders the essential contents of such an act and secure its approval.”

(2) Due to the reliance on the professional and relevant experience of the Company’s directors and their representatives, it is proposed to release the prohibition on new director(s) and their representative(s) from participation in competitive business.

(3)The list of release the prohibition from participation in competitive business is as follows:

Title	Name	Current and concurrent position of other company
Director	HI-JET INCORPORATION Representative: Yeh, Chia-Wen	Chairman of Te Jia Investment Co., Ltd. Chairman of BIOFITY PHARMACEUTICALS INC. Chairman of Shiteh Organic Pharmaceutical Co., Ltd. Chairman of HI-JET INCORPORATION Chairman of Hen Hsuen Co., Ltd. Chairman of GLOBAL MOBILE INTERNET CO., LTD. Chairman of COTEK PHARMACEUTICAL INDUSTRY CO., LTD Chairman and strategy chief of Unitech Electronics Co., LTD. Chairman of GMI Technology Inc. Chairman of Te Tao Investment Co., Ltd. Director (juristic person representative) of Tzu Yuen Industrial Co., Ltd. Director of SmartBee Intelligence Company Ltd. Chairman of Rei Yin BIOTECH CO., LTD. Director of GW Electronics Company Limited
Director	HI-JET INCORPORATION Representative: Yeh, Ming-Han	Business specialist of IMS, Realtek Semiconductor Corp. Director (juristic person representative) of Unitech Co., Ltd. Director (juristic person representative) of Shiteh Organic Pharmaceutical Co., Ltd. Chairman of Te Chia Investment Co., Ltd. Director of Hen Hsuen Co., Ltd.
Director	HI-JET INCORPORATION Representative: Yeh, Bo-Chun	Director (juristic person representative)/special assistant of chairman/chief of remuneration/ acting spokesperson of G.M.I. TECHNOLOGY INC. Director (juristic person representative) of Unitech Computer Co., Ltd. Supervisor of Shiteh Organic Pharmaceutical Co., Ltd.
Director	HI-JET INCORPORATION Representative: Wang, Kuo-Chang	General manager of v Te Jia Investment Co., Ltd. Director (juristic person representative) of GMI Technology Inc. Supervisor (juristic person representative) of BIOFITY PHARMACEUTICALS INC.
Director	UNITECH COMPUTER CO., LTD. Representative: Yeh, Kuo-Chuan	Chairman and general manager of Unitech Computer Co., Ltd. Chairman (juristic person representative) of JINGHO COMPUTER CO. LTD. and Ching Yung Computer Co., Ltd. Chairman of Fu Jong International Investment Co., Ltd. Director of Orlando Engineering Co., Ltd.

		Supervisor of Pei Shang Mei Media Co., Ltd.
Director	UNITECH COMPUTER CO., LTD. Representative: Chen, Rong-Huei	Director of Unitech Computer Co., Ltd.
Director	UNITECH COMPUTER CO., LTD. Representative: Lee, Ying-Sin	General manager of Unitech Computer Co., Ltd. Vice chairman of Unitech Computer Co., Ltd.
Independent Director	Su, Liang	Chairman and general manager of MiTAC Information Technology Corp. Vice president and general manager of MiTAC Information Technology Corp. Director of EasyCard Co., Ltd. Supervisor of EasyCard Investment Holdings Co., Ltd. Director of Far Eastern Electronic Toll Collection Co, Ltd. Director of FETC INTERNATIONAL CO., LTD. Director of CECI ENGINEERING CONSULTANTS, INC. Independent director of Mao Bao Inc. Managing director of Institute for Information Industry Director of MITAC Holdings Corporation Director of Mitac Hikari Corporation Director of Mitac (Shanghai) Industrial Management Consulting Co., Ltd. Chairman of Ho Li Investment Co., Ltd. Director of Harbinger III Venture Capital Corp. Director of Harbinger VI Venture Capital Corp. Director of Harbinger VIII Venture Capital Corp. Supervisor of Harbinger II Venture Capital Corp. Chairman of GENERAL RESOURCES CO. Chairman of MITAC INVESTMENT CHINA CO., LTD. Chairman of Aidixun Investment Co., Ltd. Chairman of MITAC INFORMATION HOLDINGS LIMITED Chairman of MITAC INFORMATION TECHNOLOGY (SINGAPORE) PTE. LTD.
Independent Director	Ching, Hu-Shih	Chairman of China Grain Products Research & Development Institute Chairman of Yi Feng Investment Co., Ltd. Director (juristic person representative): Yi Feng Investment Co., Ltd.
Independent Director	Liu, You-Kuo	Chairman and technical director of SoftArts Inc.
Independent Director	Ho, Po-Chung	Technical director and consultant of Taipei Computer Association Independent director of TERAWINS, INC. Director of Knowledge Freeway Co., Ltd.

Resolution:

## Questions and Motions

### Adjournment

### Unitech Electronics Co., LTD. 2022 Business Report

#### 1. Operating Strategy

The Company has consistently upheld core value in “Honesty & Integrity, Excellence, Collaboration, Profit sharing”, striven for innovative, focuses on research and development, manufactures Automatic Identification and Data Capture (“AIDC”) products, and provides a managerial platform that AIDC product needs, develops relevant application software and integration system for various industries in the field and uses private brand “Unitech” to serve its valuable partners around the world.

#### 2. Implementation Overview

In 2022, there are significant changes in global macroeconomy and condition of international politics. The world has been influenced by Russo-Ukrainian War, lift rates, high inflation, and political infighting between USA and China, it caused global supply chain risk, and business operation is facing lot of challenges. Under such circumstances, The Company keeps developing relevant hardware products and software applications, like new platform, new generation technology development of mobile computer (military- industrial grade), RFID reader, various barcode scanner, 3D identification and data capture. In addition to developing products under GOOGLE Android System, the Company develops products that APPLE MFi certified. The Company progressively increases the investment in software development (including but not limited to the development of AI application on data collection, IoT system model, industrial vertical solution, and integrated application of software and hardware) to increase the value to our customers and market share of our brand “Unitech” around the world.

#### 3. Implementation of Business Plan/Profitability

In 2022, the Company’s consolidated revenue and gross profit were NT\$ 2.35 billion and NT\$ 763 million, compared with last year, it decreased 0.25% and increased 1.65%, respectively. The Company devoted to production line integration, adjustment to employees and organization to reinforce the operating performance. Compared with prior year, the Company significantly increased in financial performance and all financial indexes are stable. In the end, we achieved the earnings per share at NT\$ 1.22 in 2022.

#### 4. Financial Revenue and Expenditure and Profitability (combined) Analysis

##### (1) Financial revenue and expenditure

Unit: NT\$ 1,000

Item \ Year	2021		2022		Variable proportion
	Amount	%	Amount	%	
Operating revenue	2,356,165	100.00%	2,350,259	100.00%	(0.25%)
Gross profit	750,521	31.85%	762,872	32.46%	1.65%
Operating income	84,116	3.57%	100,981	4.30%	20.05%
Non-operating income and expenses	(5,493)	(0.23%)	13,146	0.56%	(339.32%)
Income before income tax	78,623	3.34%	114,127	4.86%	45.16%
Income tax expense	26,768	1.14%	22,690	0.97%	(15.23%)
Net income	51,855	2.20%	91,437	3.89%	76.33%
Other comprehensive (loss)income, net of income tax	(15,482)	(0.66%)	18,493	0.79%	(219.45%)
Total comprehensive income for the year	36,373	1.54%	109,930	4.68%	202.23%

##### (2) Profitability analysis

Item \ Year	2021	2022
Debt ratio: (Total liabilities/Total assets)	24.80%	27.15%
Long term fund to property, plant and equipment ratio: (Total equity + Non-current liabilities ) / Net property, plant and equipment	514.69%	540.00%
Current ratio: (Current assets/Current liabilities)	363.81%	354.77%
Quick ratio: (Current Assets – Inventories – Prepaid Expenses)/ Current liabilities	254.61%	257.77%
Return on equity: (Net income/Average shareholders' equity)	3.64%	5.13%
Net income to sale: (Net income after tax/Net sales)	2.20%	3.89%
Earnings per Share: (Net income attributable to owners of the parent company – preferred stock dividend)/Weighted average number of shares outstanding	1.03 元	1.22 元

## 5. Research and Development Conditions

In 2022, the Company's R&D expense was NT\$ 138 million with more than sixty hardware and software R&D personnel, who mainly conduct the development of AIDC and RFID products, and relevant technique and software applications. In addition, cooperating with external strategic partners also helps the Company rapidly to acquire technology needs, and make the most of R&D resources.

Chairman: Yeh, Chiang-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Ling



## Appendix II

Unitech Electronics Co., LTD.

### Audit Committee's Review Report

The board of directors has prepared the Company's 2022 business report, financial statements and proposal for distribution of 2022 profits. Financial statements were audited by independence auditors, Kuo, Shao-Ping and Yang, Chi-Hueh of Ernst & Young and they issued an audited report accordingly. The 2022 business report, financial statements and proposal for distribution of 2022 profits have been reviewed and determined to be correct and accurate by the Audit Committee of Unitech Electronics Co., LTD. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To Unitech Electronics Co., LTD. 2023 Annual Meeting of Shareholders

Chairman of the Audit Committee: Su, Liang

March 22, 2023

### Independent Auditors' Report

To the Board of Directors and Shareholders  
of Unitech Electronics Co., Ltd.

#### Opinion

We have audited the accompanying consolidated balance sheets of Unitech Electronics Co., Ltd. and its subsidiaries (the "Group") as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and their consolidated financial performance and cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

The Group recognized NT\$2,350,259 thousand as operating revenue which mainly stemmed from the sale of automatic data capture products for the year ended December 31, 2022. Sale of automatic data capture products is the main operating activity of the Group. The revenue was recognized when the Group has transferred the promised goods to its customers and satisfied the performance obligations. Timing of revenue recognition may vary due to the differences in trade terms of goods agreed in the contract that increased the complexity of the revenue recognition. As a result, we determined this matter as a key audit matter. Our audit procedures include (but are not limited to): assessing the appropriateness of the accounting policies regarding revenue recognition; evaluating and testing the design and operating effectiveness of internal control over revenue recognition; performing test of details on a sampling basis by checking relevant documents to verify when performance obligations were satisfied and the accuracy of timing of revenue recognition; vouching relevant documents of the selected samples of sales transactions before and after a certain period of the balance sheet date to ensure the appropriate cut-off of sales and sales returns; and reviewing the significant returns and allowances in subsequent periods, etc. We also assessed the adequacy of accounting policy and disclosures of operating revenue. Please refer to Note 4(19) and Note 6(17) to the consolidated financial statements.

### Inventory evaluation

The Group had net inventory of NT\$476,859 thousand, representing 19.07% of total assets as of December 31, 2022. As the rapid change of technology of automatic data capture products, management had to evaluate the write-down of inventories caused by obsolescence. As this assessment involves management's judgement, we therefore determined this matter as a key audit matter. Our audit procedures include (but are not limited to): evaluating and testing the design and operating effectiveness of internal controls over the slow-moving and obsolete inventories valuation, including the methods and assumptions used; testing the key assumptions used in evaluating the reserve of slow-moving inventories, including evaluating the reasonableness of inventory reserve percentages and comparing previous estimates with actual results to assess the accuracy of assumptions made by management about the slow-moving and obsolete inventories; and testing the accuracy of inventory aging, etc. We also assessed the adequacy of accounting policy and disclosures of inventories. Please refer to Note 4(11), Note 5(2), and Note 6(7) to the consolidated financial statements.

### **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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 ability to continue as a going concern of the Group, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 Standards on Auditing of 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 internal control of the Group.
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 ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, to cease

to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the 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 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

## **Others**

We have audited and expressed an unqualified opinion on the parent company only financial statements of Unitech Electronics Co. Ltd. as of and for the years ended December 31, 2022 and 2021.

Kuo, Shao-Pin

Yang, Chih-Huei

Ernst & Young, Taiwan

March 22, 2023

### Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations 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 accepted and applied in the Republic of China.

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

## UNITECH ELECTRONICS CO., LTD. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

As of December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars)

ASSETS			December 31, 2022		December 31, 2021		LIABILITIES AND EQUITY			December 31, 2022		December 31, 2021	
Code	Description	Notes	Amount	%	Amount	%	Code	Description	Notes	Amount	%	Amount	%
	<b>Current assets</b>							<b>Current liabilities</b>					
1100	Cash and cash equivalents	4, 6(1)	\$ 868,790	34.74	\$ 506,384	21.84	2120	Financial liabilities at fair value through					
1110	Financial assets at fair value through							profit or loss-current	4, 6(12)	\$ 1,211	0.05	\$ 65	-
	profit or loss-current	4, 6(2)	-	-	241,648	10.42	2130	Contract liabilities-current	4, 6(17)	82,482	3.30	58,021	2.50
1136	Financial assets measured at amortized cost-current	4, 6(4)	7,071	0.28	6,861	0.30	2150	Notes payable		9,648	0.38	2,737	0.12
1140	Contract assets-current	4, 6(17), 6(18)	1,804	0.07	6,254	0.27	2170	Trade payables	7	236,557	9.46	242,328	10.45
1150	Notes receivable, net	4, 6(5), 6(18)	32,696	1.31	18,457	0.80	2200	Other payables	7	154,375	6.17	133,333	5.75
1170	Trade receivables, net	4, 6(6), 6(18), 7	474,186	18.96	457,835	19.75	2230	Current tax liabilities	4, 5, 6(23)	11,678	0.47	5,101	0.22
1197	Finance lease receivable, net	4, 6(18), 6(19)	2,898	0.12	-	-	2250	Provisions-current	4, 6(13)	1,926	0.08	2,374	0.10
1200	Other receivables		2,652	0.11	2,481	0.11	2280	Lease liabilities-current	4, 6(19)	28,007	1.12	20,125	0.87
1220	Current tax assets	4, 5, 6(23)	5,530	0.22	4,975	0.21	2300	Other current liabilities	4, 6(14)	15,534	0.62	24,860	1.07
130x	Inventories, net	4, 5, 6(7)	476,859	19.07	442,084	19.07	21xx	Total current liabilities		541,418	21.65	488,944	21.08
1410	Prepayments		48,322	1.93	91,837	3.96							
11xx	Total current assets		1,920,808	76.81	1,778,816	76.73		<b>Non-current liabilities</b>					
	<b>Non-current assets</b>						2527	Contract liabilities-noncurrent	4, 6(17)	49,434	1.98	48,729	2.10
1517	Financial assets at fair value through other	4, 5, 6(3)					2570	Deferred tax liabilities	4, 5, 6(23)	1,609	0.06	317	0.02
	comprehensive income-noncurrent		27,713	1.11	27,815	1.20	2580	Lease liabilities-noncurrent	4, 6(19)	71,006	2.84	16,772	0.73
1535	Financial assets measured at amortized cost-noncurrent	4, 6(4), 8	4,913	0.19	5,358	0.23	2645	Net defined benefit liabilities-noncurrent	4, 6(15)	15,161	0.61	20,191	0.87
1600	Property, plant and equipment	4, 6(8), 7, 8	362,863	14.51	355,394	15.33	2645	Deposits received		308	0.01	20	-
1755	Right-of-use assets	4, 6(19)	83,104	3.32	36,806	1.59	25xx	Total non-current liabilities		137,518	5.50	86,029	3.72
1780	Intangible assets	4, 6(9)	23,503	0.94	32,396	1.40		<b>Total liabilities</b>		678,936	27.15	574,973	24.80
1840	Deferred tax assets	4, 5, 6(23)	31,505	1.26	41,956	1.81	31xx	<b>Equity attributable to owners of parent</b>					
1920	Refundable deposits		29,539	1.18	36,391	1.57	3100	Share capital					
1900	Other non-current assets	4, 6(10)	5,751	0.23	3,201	0.14	3110	Common stock	6(16)	750,975	30.03	750,975	32.40
194D	Long-term finance lease receivable, net	4, 6(18), 6(19)	11,169	0.45	-	-	3200	Capital surplus	□	935,226	37.40	935,226	40.35
15xx	Total non-current assets		580,060	23.19	539,317	23.27	3300	Retained earnings	6(16)				
							3310	Legal reserve		23,926	0.96	18,862	0.81
							3320	Special reserve		41,025	1.64	26,606	1.15
							3350	Undistributed earnings		92,004	3.68	50,641	2.18
								Total retained earnings		156,955	6.28	96,109	4.14
							3400	Other equity	4	(23,142)	(0.93)	(41,025)	(1.77)
								Equity attributable to owners of the parent		1,820,014	72.78	1,741,285	75.12
							36xx	<b>Non-controlling interests</b>	4, 6(16)	1,918	0.07	1,875	0.08
							3xxx	Total equity		1,821,932	72.85	1,743,160	75.20
1xxx	<b>Total assets</b>		\$ 2,500,868	100.00	\$ 2,318,133	100.00	3x2x	<b>Total liabilities and equity</b>		\$ 2,500,868	100.00	\$ 2,318,133	100.00

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin

## UNITECH ELECTRONICS CO., LTD.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

Code	Description	Notes	2022		2021	
			Amount	%	Amount	%
4000	<b>Operating revenue</b>	4, 6(17), 7	\$ 2,350,259	100.00	\$ 2,356,165	100.00
5000	<b>Operating cost</b>	6(7), 6(9), 6,(20), 7	(1,587,387)	(67.54)	(1,605,644)	(68.15)
5900	<b>Gross profit</b>		762,872	32.46	750,521	31.85
6000	<b>Operating expenses</b>					
6100	Selling expenses	6(9), 6(19), 6(20), 7	(437,279)	(18.60)	(415,761)	(17.64)
6200	Administrative expenses	6(9), 6(19), 6(20), 7	(80,416)	(3.42)	(97,111)	(4.12)
6300	Research and development expenses	6(9), 6(19), 6(20), 7	(137,650)	(5.86)	(150,778)	(6.40)
6450	Expected credit losses	4, 6(18)	(6,546)	(0.28)	(2,755)	(0.12)
	Total operating expenses		(661,891)	(28.16)	(666,405)	(28.28)
6900	<b>Operating income</b>		100,981	4.30	84,116	3.57
7000	<b>Non-operating income and expenses</b>	6(21), 7				
7100	Interest income		1,529	0.07	323	0.01
7010	Other income		4,677	0.20	1,382	0.06
7020	Other gains and losses		8,475	0.36	(5,155)	(0.22)
7050	Finance costs		(1,535)	(0.07)	(2,043)	(0.08)
	Total non-operating income and expenses		13,146	0.56	(5,493)	(0.23)
7900	<b>Income before income tax</b>		114,127	4.86	78,623	3.34
7950	<b>Income tax expense</b>	4, 5, 6(23)	(22,690)	(0.97)	(26,768)	(1.14)
8200	<b>Net income</b>		91,437	3.89	51,855	2.20
8300	<b>Other comprehensive income (loss)</b>	6(22)				
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of the defined benefit plan		842	0.04	(1,004)	(0.04)
8316	Unrealized (losses) gains from equity instrument investments measured at fair value through other comprehensive income		(102)	-	240	0.01
8349	Income tax relating to those items that will not be reclassified to profit or loss		(148)	(0.01)	153	0.01
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		22,392	0.95	(18,523)	(0.79)
8399	Income tax relating to those items that may be reclassified to profit or loss		(4,491)	(0.19)	3,652	0.15
	<b>Other comprehensive income (loss), net of income tax</b>		18,493	0.79	(15,482)	(0.66)
8500	<b>Total comprehensive income</b>		\$ 109,930	4.68	\$ 36,373	1.54
8600	<b>Net income attributable to:</b>					
8610	Owners of the parent company	4, 6(24)	\$ 91,331		\$ 51,444	
8620	Non-controlling interests		106		411	
			\$ 91,437		\$ 51,855	
8700	<b>Total comprehensive income attributable to:</b>					
8710	Owners of the parent		\$ 109,887		\$ 36,222	
8720	Non-controlling interests		43		151	
			\$ 109,930		\$ 36,373	
	<b>Earnings per share (NT\$)</b>					
9750	Basic earnings per share	4, 6(24)	\$ 1.22		\$ 1.03	
9850	Diluted Earnings Per Share	4, 6(24)	\$ 1.21		\$ 1.03	

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin



English Translation of Financial Statements Originally Issued in Chinese

UNITECH ELECTRONICS CO., LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars)

Code	Description	Equity attributable to owners of parent									Non-controlling interests	Total equity
		Share capital		Retained earnings			Other equity		Equity attributable to owners of parent			
		Common stock	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets at fair value through other comprehensive income				
3110	3200	3310	3320	3350	3410	3420	31XX	36XX	3XXX			
A1	Balance as of January 1, 2021	\$ 470,975	\$ 604,986	\$ 17,222	\$ 19,056	\$ 16,398	\$ (24,292)	\$ (2,314)	\$ 1,102,031	\$ 1,724	\$ 1,103,755	
	Appropriation and distribution of 2020 earnings:											
B1	Legal reserve	-	-	1,640	-	(1,640)	-	-	-	-	-	
B3	Recognition of special reserve	-	-	-	7,550	(7,550)	-	-	-	-	-	
B5	Cash dividends	-	-	-	-	(7,208)	-	-	(7,208)	-	(7,208)	
D1	Net income for the year ended December 31, 2021	-	-	-	-	51,444	-	-	51,444	411	51,855	
D3	Other comprehensive (loss) income for the year ended December 31, 2021	-	-	-	-	(803)	(14,611)	192	(15,222)	(260)	(15,482)	
D5	Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	50,641	(14,611)	192	36,222	151	36,373	
E1	Issuance of common stock for cash	280,000	308,000	-	-	-	-	-	588,000	-	588,000	
N1	Share-based payment transactions	-	22,240	-	-	-	-	-	22,240	-	22,240	
Z1	Balance as of December 31, 2021	\$ 750,975	\$ 935,226	\$ 18,862	\$ 26,606	\$ 50,641	\$ (38,903)	\$ (2,122)	\$ 1,741,285	\$ 1,875	\$ 1,743,160	
A1	Balance as of January 1, 2022	\$ 750,975	\$ 935,226	\$ 18,862	\$ 26,606	\$ 50,641	\$ (38,903)	\$ (2,122)	\$ 1,741,285	\$ 1,875	\$ 1,743,160	
	Appropriation and distribution of 2021 earnings:											
B1	Legal reserve	-	-	5,064	-	(5,064)	-	-	-	-	-	
B3	Recognition of special reserve	-	-	-	14,419	(14,419)	-	-	-	-	-	
B5	Cash dividends	-	-	-	-	(31,158)	-	-	(31,158)	-	(31,158)	
D1	Net income for the year ended December 31, 2022	-	-	-	-	91,331	-	-	91,331	106	91,437	
D3	Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	673	17,964	(81)	18,556	(63)	18,493	
D5	Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	92,004	17,964	(81)	109,887	43	109,930	
Z1	Balance as of December 31, 2022	\$ 750,975	\$ 935,226	\$ 23,926	\$ 41,025	\$ 92,004	\$ (20,939)	\$ (2,203)	\$ 1,820,014	\$ 1,918	\$ 1,821,932	

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin

English Translation of Financial Statements Originally Issued in Chinese

UNITECH ELECTRONICS CO., LTD.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars)

Description		2022	2021	Description		2022	2021
		Amount	Amount			Amount	Amount
AAAA	<b>Cash flows from operating activities :</b>			BBBB	<b>Cash flows from investing activities :</b>		
A10000	Net income before income tax	\$ 114,127	\$ 78,623	B00060	Proceeds from redemption of financial assets measured at amortized cost	235	3,340
A20000	Adjustments for:			B00100	Acquisition of financial assets at fair value through profit or loss	(60,000)	(240,000)
A20010	Profit or loss item which did not affect cash flows:			B00200	Proceeds from disposal of financial assets at fair value through profit or loss	301,296	-
A20100	Depreciation	57,665	51,933	B02700	Acquisition of property, plant and equipment	(32,578)	(28,132)
A20200	Amortization	18,845	21,203	B02800	Proceeds from disposal of property, plant and equipment	-	277
A20300	Expected credit losses	6,546	2,755	B03700	Increase in refundable deposits	(24,586)	(45,294)
A20400	Losses (gains) on financial assets and liabilities at fair value through profit or loss	1,498	(2,968)	B03800	Decrease in refundable deposits	32,613	32,926
A20900	Interest expense	1,535	2,043	B04500	Acquisition of intangible assets	(9,581)	(15,013)
A21200	Interest income	(1,529)	(323)	B06100	Decrease in long-term lease receivables	1,861	-
A21900	Share-based payment expenses	-	22,240	B07100	Increase in prepayments for equipment	(5,691)	(3,177)
A22500	Losses on disposal of property, plant and equipment	15	35	BBBB	Net cash provided by (used in) investing activities	203,569	(295,073)
A29900	Lease modifications losses (gains)	446	(20)	CCCC	<b>Cash flows from financing activities :</b>		
A30000	Changes in operating assets and liabilities:			C00100	Increase in short-term borrowings	-	965,000
A31125	Decrease (increase) in contract assets	4,960	(648)	C00200	Decrease in short-term borrowings	-	(1,030,000)
A31130	Increase in notes receivable, net	(14,274)	(5,254)	C00300	Increase in deposits received	307	-
A31150	Increase in trade receivables, net	(23,069)	(5,394)	C03100	Decrease in deposits received	(18)	(2)
A31180	Increase in other receivables	(171)	(1,983)	C04020	Cash payment for the principal portion of the lease liabilities	(30,252)	(25,332)
A31200	Increase in inventories, net	(34,775)	(75,489)	C04500	Cash dividends	(31,158)	(7,208)
A31230	Decrease (increase) in prepayments	43,515	(63,958)	C04600	Issuance of common stock for cash	-	588,000
A32125	Increase in contract liabilities	25,166	31,067	CCCC	Net cash (used in) provided by financing activities	(61,121)	490,458
A32130	Increase in notes payable	6,911	1,259	DDDD	Effect of changes in exchange rate on cash and cash equivalents	20,808	(18,352)
A32150	(Decrease) increase in trade payables	(5,771)	10,175	EEEE	Net increase in cash and cash equivalents	362,406	269,079
A32180	Increase in other payables	21,042	27,506	E00100	Cash and cash equivalents at the beginning of the year	506,384	237,305
A32200	(Decrease) increase in provisions-current	(448)	1,748	E00200	Cash and cash equivalents at the end of the year	\$ 868,790	\$ 506,384
A32230	(Decrease) increase in other current liabilities	(9,326)	5,452				
A32240	Decrease in net defined benefit liabilities	(4,188)	(3,673)				
A33000	Cash generated from operating activities	208,720	96,329				
A33100	Interest received	1,529	323				
A33300	Interest paid	(1,535)	(2,076)				
A33500	Income tax paid	(9,564)	(2,530)				
AAAA	Net cash provided by operating activities	199,150	92,046				

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin

# Independent Auditors' Report

To the Board of Directors and Shareholders  
of Unitech Electronics Co., Ltd.

## Opinion

We have audited the accompanying parent company only balance sheets of Unitech Electronics Co., Ltd. as of December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the parent company only financial statements, including the summary of significant accounting policies (together “the parent company only financial statements”).

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of Unitech Electronics Co., Ltd. as of December 31, 2022 and 2021, and the parent company only financial performance and the parent company only cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of Unitech Electronics Co., Ltd. in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2022 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

Unitech Electronics Co., Ltd. recognized NT\$1,872,860 thousand as operating revenues which mainly stemmed from the sale of automatic data capture products for the year ended December 31, 2022. Sale of automatic data capture products is the main operating activity of Unitech Electronics Co., Ltd. The revenue was recognized when Unitech Electronics Co., Ltd. has transferred the promised goods to its customers and satisfied its performance obligations. Timing of revenue recognition may vary due to the differences in trade terms of goods agreed in the contract that increased the complexity of the revenue recognition. As a result, we determined this matter as a key audit matter. Our audit procedures include (but are not limited to): assessing the appropriateness of the accounting policies regarding revenue recognition; evaluating and testing the design and operating effectiveness of internal control over revenue recognition; performing test of details on a sampling basis by checking relevant documents to verify when performance obligations were satisfied and the accuracy of timing of revenue recognition; vouching relevant documents of the selected samples of sales transactions before and after a certain period of the balance sheet date to ensure the appropriate cut-off of sales and sales returns; and reviewing the significant returns and allowances in subsequent periods, etc. We also assessed the adequacy of accounting policy and disclosures of operating revenue. Please refer to Note 4(18) and Note 6(16) to the parent company only financial statements.

### Inventory evaluation

The Company had net inventory of NT\$343,505 thousand, representing 15.54% of total assets as of December 31, 2022. As the rapid change of technology of automatic data capture products, management had to evaluate the write-down of inventories caused by obsolescence. As this assessment involves management's judgement, we therefore determined this a key audit matter. Our audit procedures include (but are not limited to): evaluating and testing the design and operating effectiveness of internal controls over the slow-moving and obsolete inventories valuation, including the methods and assumptions used; testing the key assumptions used in evaluating the reserve of slow-moving inventories, including evaluating the reasonableness of inventory reserve percentages and comparing previous estimates with actual results to assess the accuracy of assumptions made by management about the slow-moving and obsolete inventories; and testing the accuracy of inventory aging, etc. We also assessed the adequacy of accounting policy and disclosures of inventories. Please refer to Note 4(10), Note 5(2), and Note 6(7) to the parent company only financial statements.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of Unitech Electronics Co., Ltd.

### **Auditor’s Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with the Standards on Auditing of 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 parent company only 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 internal control of Unitech Electronics Co., Ltd.
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 ability to continue as a going concern of Unitech

Electronics Co., Ltd. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Unitech Electronics Co., Ltd. to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Unitech Electronics Co., Ltd. and its subsidiaries to express an opinion on the parent company only 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 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Kuo, Shao-Pin

Yang, Chih-Huei

Ernst & Young, Taiwan

March 22, 2023

### Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations 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 accepted and applied in the Republic of China.

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or the Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**UNITECH ELECTRONICS CO., LTD.**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
**As of December 31, 2022 and 2021**  
(Amounts in Thousands of New Taiwan Dollars)

ASSETS			December 31, 2022		December 31, 2021		LIABILITIES AND EQUITY			December 31, 2022		December 31, 2021	
Code	Description	Notes	Amount	%	Amount	%	Code	Description	Notes	Amount	%	Amount	%
	<b>Current assets</b>							<b>Cur w</b>					
1100	Cash and cash equivalents	4, 6(1)	\$ 633,481	28.65	\$ 347,583	16.17	2120	Financial liabilities at fair value through					
1110	Financial assets at fair value through							profit or loss-current	4, 6(13)	\$ 1,211	0.05	\$ 65	-
	profit or loss-current	4, 6(2)	-	-	241,648	11.24	2130	Contract liabilities-current	4, 6(16)	12,752	0.57	5,913	0.28
1140	Contract assets-current	4, 6(16), 6(17)	1,804	0.08	6,254	0.29	2150	Notes payable		9,648	0.44	2,737	0.13
1150	Notes receivable, net	4, 6(5), 6(17)	32,696	1.48	18,457	0.86	2170	Trade payables	7	195,748	8.85	244,547	11.38
1170	Trade receivables, net	4, 6(6), 6(17)	269,371	12.19	245,925	11.44	2200	Other payables	7	125,947	5.70	109,480	5.09
1180	Trade receivables from related parties, net	4, 6(6), 6(17), 7	74,817	3.39	87,446	4.07	2230	Current tax liabilities	4, 6(22)	10,333	0.47	-	-
1200	Other receivables		2,521	0.11	2,345	0.11	2280	Lease liabilities-current	4, 6(18)	7,691	0.35	9,265	0.43
1220	Current tax assets	4, 5, 6(22)	9	-	2,509	0.12	2300	Other current liabilities		2,177	0.10	2,225	0.10
130x	Inventories, net	4, 5, 6(7)	343,505	15.54	330,835	15.39	21xx	Total current liabilities		365,507	16.53	374,232	17.41
1410	Prepayments		36,905	1.67	85,991	4.00		<b>Non-current liabilities</b>					
11xx	Total current assets		1,395,109	63.11	1,368,993	63.69	2570	Deferred tax liabilities	4, 5, 6(22)	1,609	0.07	317	0.02
	<b>Non-current assets</b>						2580	Lease liabilities-noncurrent	4, 6(18)	8,431	0.38	13,399	0.62
1517	Financial assets at fair value through other	4, 5, 6(3)					2640	Net defined benefit liabilities-noncurrent	4, 6(14)	15,161	0.69	20,191	0.94
	comprehensive income-noncurrent		27,713	1.25	27,815	1.29	2645	Deposits received		1	-	1	-
1535	Financial assets measured at amortized cost-noncurrent	4, 6(4), 8	4,913	0.22	5,358	0.25	25xx	Total non-current liabilities		25,202	1.14	33,908	1.58
1550	Investments accounted for using the equity method	4, 6(8)	344,326	15.58	296,418	13.79	2xxx	<b>Total liabilities</b>		390,709	17.67	408,140	18.99
1600	Property, plant and equipment	4, 6(9), 7, 8	360,483	16.30	353,940	16.46		<b>Equity</b>					
1755	Right-of-use assets	4, 6(18)	15,927	0.72	22,546	1.05		Share capital					
1780	Intangible assets	4, 6(10)	23,457	1.06	32,173	1.50	3100	Common stock	6(15)	750,975	33.97	750,975	34.94
1840	Deferred tax assets	4, 5, 6(22)	7,440	0.34	19,255	0.90	3110	Capital surplus	4, 6(15), 6(24)	935,226	42.31	935,226	43.51
1920	Refundable deposits		25,604	1.16	19,726	0.92	3200	Retained earnings	6(15)				
1900	Other non-current assets	4, 6(11)	5,751	0.26	3,201	0.15	3300	Legal reserve		23,926	1.08	18,862	0.88
15xx	Total non-current assets		815,614	36.89	780,432	36.31	3310	Special reserve		41,025	1.86	26,606	1.24
							3320	Undistributed earnings		92,004	4.16	50,641	2.35
							3350	Total retained earnings		156,955	7.10	96,109	4.47
							3400	Other equity	4	(23,142)	(1.05)	(41,025)	(1.91)
							3xxx	Total equity		1,820,014	82.33	1,741,285	81.01
1xxx	<b>Total assets</b>		<b>\$ 2,210,723</b>	<b>100.00</b>	<b>\$ 2,149,425</b>	<b>100.00</b>	3x2x	<b>Total liabilities and equity</b>		<b>\$ 2,210,723</b>	<b>100.00</b>	<b>\$ 2,149,425</b>	<b>100.00</b>

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin



## UNITECH ELECTRONICS CO., LTD.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

Code	Description	Notes	2022		2021	
			Amount	%	Amount	%
4000	Operating revenue	4, 6(16), 7	\$ 1,872,860	100.00	\$ 1,740,539	100.00
5000	Operating cost	6(7), 6(10), 6(19), 7	(1,383,794)	(73.89)	(1,290,959)	(74.17)
5900	Gross profit		489,066	26.11	449,580	25.83
5910	Unrealized intercompany profit		(24,203)	(1.29)	(17,632)	(1.01)
5920	Realized intercompany profit		17,632	0.94	20,787	1.19
	Gross profit, net		482,495	25.76	452,735	26.01
6000	Operating expenses					
6100	Selling expenses	6(10), 6(18), 6(19), 7	(195,032)	(10.41)	(178,517)	(10.26)
6200	Administrative expenses	6(10), 6(18), 6(19), 7	(80,416)	(4.29)	(97,111)	(5.58)
6300	Research and development expenses	6(10), 6(18), 6(19), 7	(137,756)	(7.36)	(150,673)	(8.66)
6450	Expected credit losses	4, 6(17)	(1,720)	(0.09)	(2,659)	(0.15)
	Total operating expenses		(414,924)	(22.15)	(428,960)	(24.65)
6900	Operating income		67,571	3.61	23,775	1.36
7000	Non-operating income and expenses	6(20), 7				
7100	Interest income		1,165	0.06	195	0.01
7010	Other income		398	0.02	501	0.03
7020	Other gains and losses		9,329	0.50	(3,078)	(0.17)
7050	Finance costs		(259)	(0.01)	(1,416)	(0.08)
7070	Share of profit or loss of subsidiaries and associates accounted for using the equity method		32,024	1.71	43,928	2.52
	Total non-operating income and expenses		42,657	2.28	40,130	2.31
7900	Income before income tax		110,228	5.89	63,905	3.67
7950	Income tax expense	4, 5, 6(22)	(18,897)	(1.01)	(12,461)	(0.72)
8200	Net income		91,331	4.88	51,444	2.95
8300	Other comprehensive income (loss)	6(21)				
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of the defined benefit plan		842	0.05	(1,004)	(0.05)
8316	Unrealized (losses) gains from equity instrument investments measured at fair value through other comprehensive income		(102)	(0.01)	240	0.01
8349	Income tax relating to those items that will not be reclassified to profit or loss		(148)	(0.01)	153	0.01
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		22,455	1.20	(18,263)	(1.05)
8399	Income tax relating to those items that may be reclassified to profit or loss		(4,491)	(0.24)	3,652	0.21
	Other comprehensive income (loss), net of income tax		18,556	0.99	(15,222)	(0.87)
8500	Total comprehensive income		\$ 109,887	5.87	\$ 36,222	2.08
	Earnings per share (NT\$)					
9750	Basic earnings per share	4, 6(23)	\$ 1.22		\$ 1.03	
9850	Diluted Earnings Per Share	4, 6(23)	\$ 1.21		\$ 1.03	

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin

English Translation of Financial Statements Originally Issued in Chinese

UNITECH ELECTRONICS CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars)

Code	Description	Share capital		Retained earnings			Other equity		Total equity
		Common stock	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets at fair value through other comprehensive income	
		3110	3200	3310	3320	3350	3410	3420	3XXX
A1	Balance as of January 1, 2021	\$ 470,975	\$ 604,986	\$ 17,222	\$ 19,056	\$ 16,398	\$ (24,292)	\$ (2,314)	\$ 1,102,031
	Appropriation and distribution of 2020 earnings:								
B1	Legal reserve	-	-	1,640	-	(1,640)	-	-	-
B3	Recognition of special reserve	-	-	-	7,550	(7,550)	-	-	-
B5	Cash dividends	-	-	-	-	(7,208)	-	-	(7,208)
D1	Net income for the year ended December 31, 2021	-	-	-	-	51,444	-	-	51,444
D3	Other comprehensive (loss) income for the year ended December 31, 2021	-	-	-	-	(803)	(14,611)	192	(15,222)
D5	Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	50,641	(14,611)	192	36,222
E1	Issuance of common stock for cash	280,000	308,000	-	-	-	-	-	588,000
N1	Share-based payment transactions	-	22,240	-	-	-	-	-	22,240
Z1	Balance as of December 31, 2021	\$ 750,975	\$ 935,226	\$ 18,862	\$ 26,606	\$ 50,641	\$ (38,903)	\$ (2,122)	\$ 1,741,285
A1	Balance as of January 1, 2022	\$ 750,975	\$ 935,226	\$ 18,862	\$ 26,606	\$ 50,641	\$ (38,903)	\$ (2,122)	\$ 1,741,285
	Appropriation and distribution of 2021 earnings:								
B1	Legal reserve	-	-	5,064	-	(5,064)	-	-	-
B3	Recognition of special reserve	-	-	-	14,419	(14,419)	-	-	-
B5	Cash dividends	-	-	-	-	(31,158)	-	-	(31,158)
D1	Net income for the year ended December 31, 2022	-	-	-	-	91,331	-	-	91,331
D3	Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	673	17,964	(81)	18,556
D5	Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	92,004	17,964	(81)	109,887
Z1	Balance as of December 31, 2022	\$ 750,975	\$ 935,226	\$ 23,926	\$ 41,025	\$ 92,004	\$ (20,939)	\$ (2,203)	\$ 1,820,014

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

Chairman: Yeh, Chia-Wen

President: Hsu, Chih-Ta

Chief Financial Officer: Chang, Chia-Lin

UNITECH ELECTRONICS CO., LTD.

PARENT COMPANY ONLY STATEMENT OF CASH FLOWS

For the years ended December 31, 2022 and 2021

(Amounts in Thousands of New Taiwan Dollars)

Description		2022	2021	Description		2022	2021
		Amount	Amount			Amount	Amount
AAAA	<b>Cash flows from operating activities :</b>			BBBB	<b>Cash flows from investing activities :</b>		
A10000	Net income before income tax	\$ 110,228	\$ 63,905	B00060	Proceeds from redemption of financial assets measured at amortized cost	445	10,201
A20000	Adjustments for:			B00100	Acquisition of financial assets at fair value through profit or loss	(60,000)	(240,000)
A20010	Profit or loss item which did not affect cash flows:			B00200	Proceeds from disposal of financial assets at fair value through profit or loss	301,296	-
A20100	Depreciation	37,190	33,046	B02700	Acquisition of property, plant and equipment	(30,900)	(27,843)
A20200	Amortization	18,668	20,967	B02800	Proceeds from disposal of property, plant and equipment	-	277
A20300	Expected credit losses	1,720	2,659	B03700	Increase in refundable deposits	(22,765)	(30,888)
A20400	Losses (gains) on financial assets and liabilities at fair value through profit or loss	1,498	(2,968)	B03800	Decrease in refundable deposits	16,887	32,192
A20900	Interest expense	259	1,416	B04500	Acquisition of intangible assets	(9,581)	(15,013)
A21200	Interest income	(1,165)	(195)	B07100	Increase in prepayments for equipment	(5,691)	(3,177)
A21900	Share-based payment expenses	-	22,240	BBBB	Net cash provided by (used in) investing activities	189,691	(274,251)
A22400	Share of profit of subsidiaries and associates accounted for using the equity method	(32,024)	(43,928)	CCCC	<b>Cash flows from financing activities :</b>		
A23900	Unrealized intercompany profit	24,203	17,632	C00100	Increase in short-term borrowings	-	965,000
A24000	Realized intercompany profit	(17,632)	(20,787)	C00200	Decrease in short-term borrowings	-	(1,030,000)
A30000	Changes in operating assets and liabilities:			C04020	Cash payment for the principal portion of the lease liabilities	(9,986)	(7,428)
A31125	Decrease (increase) in contract assets	4,960	(648)	C04500	Cash dividends	(31,158)	(7,208)
A31130	Increase in notes receivable, net	(14,274)	(5,254)	C04600	Issuance of common stock for cash	-	588,000
A31150	(Increase) decrease in trade receivables, net	(25,641)	28,218	CCCC	Net cash (used in) provided by financing activities	(41,144)	508,364
A31160	Decrease in trade receivables from related parties, net	12,629	12,499	EEEE	Net increase in cash and cash equivalents	285,898	253,898
A31180	Increase in other receivables	(176)	(2,070)	E00100	Cash and cash equivalents at the beginning of the year	347,583	93,685
A31200	Increase in inventories, net	(12,670)	(85,625)	E00200	Cash and cash equivalents at the end of the year	\$ 633,481	\$ 347,583
A31230	Decrease (increase) in prepayments	49,086	(64,653)				
A32125	Increase in contract liabilities	6,839	424				
A32130	Increase in notes payable	6,911	1,259				
A32150	(Decrease) increase in trade payables	(48,799)	21,154				
A32180	Increase in other payables	16,467	25,396				
A32230	Decrease in other current liabilities	(48)	(241)				
A32240	Decrease in net defined benefit liabilities	(4,188)	(3,673)				
A33000	Cash generated from operating activities	134,041	20,773				
A33100	Interest received	1,165	195				
A33300	Interest paid	(259)	(1,449)				
A33500	Income tax refunded	2,404	266				
AAAA	Net cash provided by operating activities	137,351	19,785				

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

## Appendix IV

### Unitech Electronics Co., LTD.

Table Comparing the Original and the Amended Articles of “Articles of Incorporation”

<u>Amended articles</u>	Current articles	Explanation
<p><u>Article 4-1</u>  <u>When the Company transfers repurchase shares to employees with the price less than the average price of actual repurchase shares, or issues employee stock option certificate with the price less than closing price of the issue date, the Company is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholders resolution.</u></p>	None	To respond to the Company’s operational development, the Article was added.
<p>Article 11            The Company has 7-11 directors, a nomination system has been adopted, the term is three-year, they shall be elected from the nominees list at a shareholders’ meeting, and seeking re-election is available. The total number of shares held by the Company’s all directors (including independent directors) shall not be less than the minimum number set by securities authority.            The number of directors abovementioned, independent directors shall not be less than three persons, <u>and shall not be less than one-fifth of director seats</u>, and shareholders shall elect from the nominees list of independent directors. Independent director’s</p>	<p>Article 11            The Company has 7-11 directors, a nomination system has been adopted, the term is three-year, they shall be elected from the nominees list at a shareholders’ meeting, and seeking re-election is available. The total number of shares held by the Company’s all directors (including independent directors) shall not be less than the minimum number set by securities authority.            The number of directors abovementioned, independent directors shall not be less than three persons, and shareholders shall elect from the nominees list of independent directors. Independent director’s professional qualification, shareholding, part-time restriction,</p>	It was amended in accordance with laws.

<u>Amended articles</u>	Current articles	Explanation
<p>professional qualification, shareholding, part-time restriction, nomination and election way shall be conducted in accordance with the regulations issued by authority. The Company established audit committee in accordance with Article 14-4 of the Company Act, the audit committee shall be organized by all independent directors, duty exercising and relevant matter of the audit committee and its members shall be conducted in accordance with the regulations issued by authority.</p>	<p>nomination and election way shall be conducted in accordance with the regulation issued by authority. The Company established audit committee in accordance with Article 14-4 of the Company Act, the audit committee shall be organized by all independent directors, duty exercising and relevant matter of the audit committee and its members shall be conducted in accordance with the regulations issued by authority.</p>	
<p>Article 13 The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and shall externally represent the Company. In case the chairman of the board of directors is on leave or absent or cannot exercise his power, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power, the chairman of the board of directors shall designate one of directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. When a director cannot attend the meeting of board of directors in person for any cause, may appoint a proxy to attend a Board of Directors' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy, however, a director may accept the appointment to act as the proxy of one other director only. <u>In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be</u></p>	<p>Article 13 The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and shall externally represent the Company. In case the chairman of the board of directors is on leave or absent or cannot exercise his power, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power, the chairman of the board of directors shall designate one of directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. When a director cannot attend the meeting of board of directors in person for any cause, may appoint a proxy to attend a Board of Directors' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy, however, a director may accept the appointment to act as the proxy of one other director only.</p>	<p>It was amended in accordance with laws.</p>

<u>Amended articles</u>	Current articles	Explanation
<p><u>deemed to have attended the meeting in person.</u></p>		
<p>Article 17            If the Company has profits of the current, shall appropriate <u>no less than 5%</u> as employees ' remuneration, not more than 2% as directors ' remuneration, employees ' remuneration shall be paid in cash or shares approved by a resolution of the meeting of board of directors, the objective includes employees of subsidiary company met certain conditions, and certain conditions shall be set by the authorized board of directors. However, when the Company has accumulated loss, shall reserve to recovery amount in advanced, and appropriate employees ' remuneration and directors ' remuneration in accordance with the preceding proportion.</p> <p>If the Company has earnings in final accounts, shall pay taxes first, recover loss of the past years, and designate 10% as legal serve, and designate or reverse special surplus reserve in accordance with laws when it's necessary, the board of directors programmed to make an earnings distribution proposal for the rest and the accumulated undistributed earnings, and it shall be distributed after approved by a resolution of a shareholders ' meeting.</p> <p><u>For the distribution of the dividends, the authorized board of directors shall adopt a resolution by a majority vote of a meeting of the board of directors attended by two-thirds or more of all the directors, all or a part of dividend and bonus shall be distributed, and paid in cash, and it</u></p>	<p>Article 17            If the Company has profits of the current, shall appropriate <u>5-15%</u> as employees ' remuneration, not more than 2% as directors ' remuneration, employees ' remuneration shall be paid in cash or shares approved by a resolution of the meeting of board of directors, the objective includes employees of subsidiary company met certain conditions, and certain conditions shall be set by the authorized board of directors. However, when the Company has accumulated loss, shall reserve to recovery amount in advanced, and appropriate employees ' remuneration and directors ' remuneration in accordance with the preceding proportion.</p> <p>If the Company has earnings in final accounts, shall pay taxes first, recover loss of the past years, and designate 10% as legal serve, and designate or reverse special surplus reserve in accordance with laws when it's necessary, the board of directors programmed to make an earnings distribution proposal for the rest and the accumulated undistributed earnings, and it shall be distributed after approved by a resolution of a shareholders ' meeting.</p>	<p>To respond to the Company's operational development, it was added in accordance with laws and regulations.</p>

<u>Amended articles</u>	Current articles	Explanation
<p><u>shall be reported to a shareholders' meeting; if it is made by the way of issuing new shares, shall be distributed after approved by a resolution of a shareholders' meeting.</u></p>		
<p>Article 17-1 The Company will consider it operating condition and growth, the needs in relation to capital and long term financial arrangement, and the satisfactions for the needs from shareholders regarding cash inflow to reserve <u>not less than 30% of distributable earnings as shareholder's dividend each year.</u> Shareholder's earnings distribution shall be paid in stock dividend or cash dividend, and distributed cash dividend shall not be less than 10% of total distributed dividends (sum of cash dividend and stock dividend) as principle, however, when total distributed dividend of the current year was less than NT\$3 per share, may all be paid in stock dividend.</p>	<p>Article 17-1 The Company will consider it operating condition and growth, the needs in relation to capital and long term financial arrangement, and the satisfactions for the needs from shareholders regarding cash inflow, actual distributed earnings shall not be less than 50% of distributable earnings, Shareholder's earnings distribution shall be paid in stock dividend or cash dividend, and distributed cash dividend shall not be less than 10% of total distributed dividends (sum of cash dividend and stock dividend) as principle, however, when total distributed dividend of the current year was less than NT\$3 per share, may all be paid in stock dividend.</p>	<p>To respond to the Company's operational development, it was amended.</p>
<p>Article 19 The Company's Articles of Incorporation was established on June 21, 2007. 1st amendment was made on January 1, 2008. 2nd amendment was made on August 25, 2008. 3rd amendment was made on June 26, 2009. 4th amendment was made on June 15, 2010. 5th amendment was made on June 15, 2012. 6th amendment was made on June 20, 2016. 7th amendment was made on June 21, 2019. 8th amendment was made on June 23, 2020. 9th amendment was made on August 26, 2021. 10th amendment was made on</p>	<p>Article 19 The Company's Articles of Incorporation was established on June 21, 2007. 1st amendment was made on January 1, 2008. 2nd amendment was made on August 25, 2008. 3rd amendment was made on June 26, 2009. 4th amendment was made on June 15, 2010. 5th amendment was made on June 15, 2012. 6th amendment was made on June 20, 2016. 7th amendment was made on June 21, 2019. 8th amendment was made on June 23, 2020. 9th amendment was made on August 26, 2021. 10th amendment was made on</p>	<p>Added this amendment date and times.</p>

<u>Amended articles</u>	Current articles	Explanation
June 8, 2022. <u>11th amendment was made on June 16, 2023.</u>	June 8, 2022.	



## Appendix V

### Unitech Electronics Co., LTD. Articles of Incorporation (before amended)

#### Chapter 1. General Provision

Article 1: The Company organized in accordance with the Company Act, named “精聯電子股份有限公司” and the English name is UNITECH ELECTRONICS CO., LTD.

Article 2: The Company’s operating business is as follow:

1. C601020 Paper Manufacturing
2. C601040 Processed Paper Manufacturing
3. CB01020 Affairs Machine Manufacturing
4. CC01060 Wired Communication Mechanical Equipment Manufacturing
5. CC01070 Wireless Communication Mechanical Equipment Manufacturing
6. CC01080 Electronic Components Manufacturing
7. CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
8. CC01110 Computers and Peripheral Equipment Manufacturing
9. CC01120 Data Storage Media Manufacturing and Duplicating
- 10.E605010 Computer Equipment Installation
- 11.E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
- 12.F106010 Wholesale of Hardware
- 13.F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 14.F113050 Wholesale of Computers and Clerical Machinery Equipment
- 15.F113070 Wholesale of Telecommunication Apparatus
- 16.F118010 Wholesale of Computer Software
- 17.F119010 Wholesale of Electronic Materials
- 18.F206010 Retail Sale of Hardware
- 19.F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 20.F213030 Retail Sale of Computers and Clerical Machinery Equipment
- 21.F213060 Retail Sale of Telecommunication Apparatus
- 22.F218010 Retail Sale of Computer Software
- 23.F219010 Retail Sale of Electronic Materials
- 24.F401010 International Trade
- 25.F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
- 26.I301010 Information Software Services

- 27.I301020 Data Processing Services
- 28.I301030 Electronic Information Supply Services
- 29.I501010 Product Designing
- 30.JA02990 Other Repair
- 31.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company may make endorsements/guarantees for other companies for business or investment relationships, the procedure shall be conducted in accordance with the Company's Operational Procedures for Endorsements and Guarantees.

Article 2-2: The Company's total investment may exceed 40% of capital.

Article 3: The Company established the head office in New Taipei City, shall establish branches or offices in domestic and foreign places, and its establishment shall be approved by a resolution of board of directors' meeting when it's necessary.

## Chapter 2. Shares

Article 4: The Company's total capital was NT\$ 900 million, 90 million common stocks, the price per share was NT\$ 10, and unissued shares were authorized board of directors to proceed the issuance in several times. NT\$ 100 million was reserved in the total capital of the first paragraph for issuing employee stock option certificates, the total shares was 10 million, and the price per share was NT\$ 10, it shall be issued by a resolution of board of directors' meeting in several times

Article 5: The Company's shares are registered share certificates, they are affixed signatures or personal seals and number representing the Company's shareholders, and issued in accordance with the regulations. The Company may be exempted from printing any share certificate, and the Company shall contact Taiwan Depository & Clearing Corporation for registration.

Article 5-1: When the Company's shares were revoked to issue in public, it shall be made after approved by a resolution of shareholders' meeting, and this Article should not be changed during the period of emerging and listing markets.

Article 6: The renaming and transferring of shares shall be suspended within 60 days before a regular shareholders' meeting, with 30 days of a special shareholders' meeting, or with 5 days before the record date of the Company determined to distribute dividend and bonus or other benefits.

## Chapter 3 Shareholders' meeting

Article 7: Shareholders' meeting shall be two kinds: a regular shareholders' meeting, shall be convened at least once a year, within six months after

close of each fiscal year, and a special shareholders' meeting, shall be convened in accordance with the regulations when it's necessary. The shareholders' meeting shall be convened via virtual meeting or the other method approved by the authority.

Article 8: When a shareholder is absent for a shareholders' meeting, may hand in a proxy printed by the Company, authorized scope shall be specified, and one proxy shall be appointed to attend by signature or seal. It shall be conducted in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies". A shareholder shall serve such written proxy, and appoint one proxy only. Except for trust enterprises or stock agencies approved by the authority, when a person who acts as the proxy for two or more shareholders, the number of voting right represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting right shall not be counted.

Article 9: A shareholder shall have one voting right in respect of each share in his/her/its possession, however, a shareholder has no voting right shall not apply in accordance with relevant laws or regulations.

Article 10: A resolution of a shareholders' meeting, except provided in the Company Act, shall be agreed by a majority of shareholders present the outstanding shares of the Company attending in person or by a proxy, and it shall be decided by a majority of voting shares of all shareholders. According to regulations of the authority, the Company's shareholders exercising voting right by the way of electronic transmission shall be regarded as attendance in person, relevant matters shall be conducted in accordance with regulations.

#### Chapter 4. Board of Directors and Audit Committee

Article 11: The Company has 7-11 directors, a nomination system has been adopted, the term is three-year, they shall be elected from the nominees list at a shareholders' meeting, and seeking re-election is available. The total number of shares held by the Company's all directors (including independent directors) shall not be less than the minimum number set by securities authority. The number of directors abovementioned, independent directors shall not be less than three persons, and shareholders shall elect from the nominees list of independent directors. Independent director's professional qualification, shareholding, part-time restriction, nomination and election way shall be conducted in accordance with the regulation issued by authority. The Company established audit committee in accordance with Article 14-4 of the Company Act, the audit committee shall be organized by all independent directors, duty exercising and relevant matter of the audit committee and its members shall be conducted in accordance with the regulations issued by authority.

- Article 11-1: A cumulative voting system has been adopted for the election of the Company's directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes may be consolidated for election of one candidate or may be split for election of two or more candidates. If the amendment of the method is necessary, it shall be provided examples and explained the main contents for the convening reason in accordance with the regulations of Article 172 of the Company Act.
- Article 12: The board of directors shall be organized by directors, the board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner for a vice chairman.
- Article 12-1: In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting, and all directors shall be notified before seven days; however, in the case of emergency, a meeting of the board of directors may be convened at any time, and all directors shall be notified by the written, E-mail or fax.
- Article 13: The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and shall externally represent the Company. In case the chairman of the board of directors is on leave or absent or cannot exercise his power, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power, the chairman of the board of directors shall designate one of directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. When a director cannot attend the meeting of board of directors in person for any cause, may appoint a proxy to attend a Board of Directors' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy, however, a director may accept the appointment to act as the proxy of one other director only.
- Article 14: All directors may receive attendance fee and transportation fee, the amount shall be approved by a resolution of board of directors' meeting. All directors' compensation shall be paid by authorized board of directors in accordance with the normal standard in the same industry. If the Company's directors concurrently serve as other duties at the Company, the compensation of serving duties at the Company shall be conducted by general manager in accordance with regulations of human resource management of the Company authorized by a shareholders' meeting.
- Article 14-1: The Company may provide liability insurance to all directors with respect to liabilities resulting from exercising their duties during their terms of directorship.

## Chapter 5 Managerial Officer

Article 15: The Company may have managerial personnel, and appointment, discharge and the remuneration shall be conducted in accordance with Article 29 of the Company Act. The remuneration of managerial personnel shall be conducted in accordance with regulations of the Company's human resource management of the Company.

## Chapter 6 Accounting

Article 16: At the end of each fiscal year of the Company, the board of directors shall prepare all statements and books, like (1) business report, (2) financial statements and (3) earnings distribution statement or proposal for deficit compensation, and they shall be submitted for approval of a shareholders' meeting.

Article 17: If the Company has profits of the current, shall appropriate 5-15% as employees' remuneration, not more than 2% as directors' remuneration, employees' remuneration shall be paid in cash or shares approved by a resolution of the meeting of board of directors, the objective includes employees of subsidiary company met certain conditions, and certain conditions shall be set by the authorized board of directors.

However, when the Company has accumulated loss, shall reserve to recovery amount in advanced, and appropriate employees' remuneration and directors' remuneration in accordance with the preceding proportion. If the Company has earnings in final accounts, shall pay taxes first, recover loss of the past years, and designate 10% as legal serve, and designate or reverse special surplus reserve in accordance with laws when it's necessary, the board of directors programmed to make an earnings distribution proposal for the rest and the accumulated undistributed earnings, and it shall be distributed after approved by a resolution of a shareholders' meeting.

Article 17-1: The Company will consider its operating condition and growth, the needs in relation to capital and long term financial arrangement, and the satisfactions for the needs from shareholders regarding cash inflow, actual distributed earnings shall not be less than 50% of distributable earnings, Shareholder's earnings distribution shall be paid in stock dividend or cash dividend, and distributed cash dividend shall not be less than 10% of total distributed dividends (sum of cash dividend and stock dividend) as principle, however, when total distributed dividend of the current year was less than NT\$3 per share, may all be paid in stock dividend.

## Chapter 7 Supplemental Provisions

Article 18: Unsettled matters of the Company's Articles of Incorporation shall be conducted in accordance with the Company Act and other regulations.

Article 19: The Company's Articles of Incorporation was established on June 21, 2007.

The 1st amendment was made on January 1, 2008.

The 2nd amendment was made on August 25, 2008.

The 3rd amendment was made on June 26, 2009.

The 4th amendment was made on June 15, 2010.

The 5th amendment was made on June 15, 2012.

The 6th amendment was made on June 20, 2016.

The 7th amendment was made on June 21, 2019.

The 8th amendment was made on June 23, 2020.

The 9th amendment was made on August 26, 2021.

The 10th amendment was made on June 8, 2022.

Unitech Electronics Co., LTD.

## Appendix VI

### Unitech Electronics Co., LTD.

#### Rule for Directors Elections

##### Article 1

1. The selection of the Company's directors shall be taken into consideration of the overall composition of the board of directors. The composition of the board of directors shall be determined by taking diversity into consideration and constructing an appropriate policy on diversity based on the Company's business operations, operating type, and its development needs, including but not limited to, the following two general standards:
  - (1) Basic requirements and values: Gender, age, nationality, and culture.
  - (2) Professional knowledge and skills: Academic professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
2. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be presented in the board as a whole are as follows:
  - (1) The ability to make judgments about operations.
  - (2) Accounting and financial analysis ability.
  - (3) Operating management experience and ability of middle and large enterprises.
  - (4) Crisis management ability.
  - (5) Knowledge of further development direction of industry where the Company stay.
  - (6) An international market vision and operating experience.
  - (7) Leadership experience and ability of enterprise's talent.
  - (8) Operating decision-making ability.
  - (9) Integrity
3. 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 directors.

Article 2 Qualification and election of the Company's independent directors shall be conducted in accordance with "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and relevant regulations.

##### Article 3

1. Elections of directors at the Company shall be conducted in accordance with the nomination system and procedures set out in Article 192-1 of the Company Act.
2. When the number of directors falls below five due to the dismissal of a

director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

3. When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings or subparagraph 8 in "specific recognized standard unsuitable to have its stocks traded on the TPEX of Article 10, paragraph 1 of Taipei Exchange Review of Securities for Trading", by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 4 The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights for the election of the directors, and may vote to a single candidate or split among multiple candidates.

Article 5 The board of directors shall prepare the same ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used to substitute recording the names of voting shareholders.

Article 6 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, exceeding the specified number of directors, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 7 Before the election begins, the chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 8 When the elected director is also a shareholder, the voter shall fill in the name of the elected director and related shareholder's account number in the column of "the elected" on the ballots; if he/she is not a shareholder, the name and I. D. number of the elected shall be filled in. However, when the government or a juristic shareholder is the elected, the name of



the government or a juristic person, its representative's name shall be filled in the column of the elected name on the ballots; if there are several representatives, the representatives' names shall be separately filled in.

Article 9 A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. When the filled elected is shareholder, the name and shareholder's account number do not conform to the roster; when the filled elected is not shareholder, the name and I. D. number of the elected do not conform after verification.
5. Other words or marks are entered in addition to the account name (name) of the elected or shareholder's account number (I. D. number), and the number of voting rights allotted.
6. The name of the filled elected is the same as other shareholder's name, and shareholder account number or I.D. number was not filled in for verification.
7. Two or more elected was filled in the same ballot.

Article 10

1. 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 site.
2. 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. However, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the litigation concluded.

Article 11 These Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

## Appendix VII

### Unitech Electronics Co., LTD.

#### Rules of Procedure for Shareholders Meeting

##### Article 1 Purpose

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are established.

##### Article 2 Application scope

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

##### Article 3 Convening shareholders' meetings and shareholders' meeting notices

1. Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.
2. Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.
3. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign 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, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

4. The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:
  - (1) For physical shareholders meetings, to be distributed on-site at the meeting.
  - (2) For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
  - (3) For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.
5. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
6. Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act and matters in relevant regulations shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
7. Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.
8. A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.
9. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
10. Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

11. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.
12. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

#### Article 4 Appointing to attend

1. For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
2. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
3. 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 by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 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.
4. If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

#### Article 5 Principles determining the time and place of a shareholders meeting

1. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
2. The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

#### Article 6 Preparation of documents such as the attendance book

1. The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to

- register for attendance, and other matters for attention.
2. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel 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.
  3. Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
  4. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
  5. The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.
  6. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
  7. In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
  8. In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1 Convening virtual shareholders meetings and matters specified in the convening notice

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

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (1) 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.

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

(3) 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.

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

3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

#### Article 7 The chair and non-voting participants of a shareholders' meeting

1. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

2. When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

3. It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

4. 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.
5. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8 Documentation of a shareholders' meeting by audio or video

1. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.
2. The recorded materials of the preceding paragraph shall be retained 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.
3. Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.
4. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.
5. In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9 Calculation of share number attending a shareholders' meeting and call meeting to order

1. Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
2. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.
3. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum

is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

4. 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 the Company in accordance with Article 6.
5. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

#### Article 10 Discussion of proposals

1. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.
2. 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.
3. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
4. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.



## Article 11 Shareholder speech

1. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
2. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
3. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
4. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
5. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
6. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
7. 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, Not applicable to provisions 1 to 5.
8. 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 12 Calculation of voting shares and recusal system

1. Voting at a shareholders meeting shall be calculated based the number of shares.
2. 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.
3. 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 the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
4. 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.

5. 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 13 Voting, monitoring and calculation methods of proposal

1. 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 laws or regulations.
2. When the Company holds a shareholders' 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.
3. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 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.
4. 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 the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.
5. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. 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.

6. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
7. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
8. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
9. When the Company 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.
10. 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.
11. When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.
12. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14 Election matters

1. 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, and the names of directors and supervisors not elected and number of votes they received.

2. 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.

#### Article 15 Meeting minutes and signature matters

1. 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.
2. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
3. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.
4. 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.
5. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

#### Article 16 Public disclosure

1. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, 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, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

2. During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.
3. 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 17 Maintaining order at the meeting place

1. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
2. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
3. At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
4. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

#### Article 18 Recess and resumption of a shareholders' meeting

1. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
2. 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.
3. 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 19 Disclosure of information at virtual meetings

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

#### Article 20 Location of the chair and secretary of virtual-only shareholders meet

When the Company convenes a virtual-only shareholders meeting, both

the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

#### Article 21 Handling of disconnection

1. In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.
2. 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.
3. 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.
4. 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.
5. 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.
6. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.
7. 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.

8. When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
9. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

#### Article 22 Handling of digital divide

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

#### Article 23 Implementation and amendment

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

## Appendix VIII

### Unitech Electronics Co., LTD. Shareholdings of All Directors

1. The Company issued NT\$ 750,975,000 shares as of April 18, 2023, each at a par value of NT\$10.
2. According to Article 26 of Securities Exchange Act, the minimum shares held by all directors was 6,007,800 shares.
3. As of the book closure date (April 18, 2023) of the 2023 Annual Meeting of Shareholders, shareholdings of all directors are as follows: conformed to number specified in Securities Exchange Act.

Title	Name	Elected date	Directors' Shareholding	
			Number of Shares	Shareholding Ratio
Chairman	COTEK PHARMACEUTICAL INDUSTRY CO., LTD Representative: Yeh, Chia-Wen	June 23, 2020	85,766	0.11%
Vice chairman	UNITECH COMPUTER CO., LTD. Representative: Chen, Rong-Huei	June 23, 2020	30,039,000	40.00%
Director	UNITECH COMPUTER CO., LTD. Representative: Yeh, Kuo-Chuan	June 23, 2020	30,039,000	40.00%
Director	UNITECH COMPUTER CO., LTD. Representative: Lee, Ying-Sin	June 23, 2020	30,039,000	40.00%
Director	COTEK PHARMACEUTICAL INDUSTRY CO., LTD Representative: Yeh, Ming-Han	June 23, 2020	85,766	0.11%
Director	COTEK PHARMACEUTICAL INDUSTRY CO., LTD Representative: Yeh, Bo-Chun	June 23, 2020	85,766	0.11%
Independent director	Su, Liang	June 23, 2020	—	—
Independent director	Ching, Hu-Shih	August 26, 2021	3,779	0.01%
Independent director	Liu, You-Kuo	June 8, 2022	—	—
Sum of all directors' shareholding numbers			30,128,545	40.12%



4. According to Article 2 of “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent.

## Appendix IX

### Other Disclosure Matters

The conducted explanation of directors' proposal at the shareholders' meeting:

- Explanation:
1. According to Article 172-1 of the Company Act, shareholder(s) hold one percent or more of the total number of outstanding shares of the Company may propose a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and the number of words of a proposal shall be limited to not more than three hundred words.
  2. Acceptance period of shareholders' proposals at the shareholders' meeting was from April 7 to April 18, 2023, and it shall be uploaded to the MOPS.
  3. The Company has not received any proposal from shareholders.