


Parade Technologies, Ltd.
2022 ANNUAL GENERAL MEETING of MEMBERS
MEETING MINUTES
(Translation)

Meeting Type: Physical shareholders meeting

Time: June 15, 2022, 9:00 a.m., Taipei Local Time

Place: 14F., No.335, Ruiguang Rd., Neihu Dist., Taipei City 114, Taiwan

Present: Members in person or by proxy (including voted via electronic transmission), representing 71,643,003 shares entitled to vote for or against each of the resolutions as set out below, accounted for 88.95% of the total 80,534,358 issued shares

Chairman: Jen-Lin Shen, Independent Director

Directors: Jen-Lin Shen, Independent Director (the chair of Audit Committee)

Attendees: Hsiao-Tzu Chou, CPA, PricewaterhouseCoopers, Taiwan

Ying-Yi Lee, Attorney, Chen & Lin Attorneys-at-Law

Judy Wang, Chief Financial Officer, Parade Technologies, Inc.

Attendees by Live Streaming: Jack Zhao, Chairman of the Board of Directors

Mark Qu, Vice Chairman

Recorder: Yo-Ming Chang

The necessary quorum of members was present in person or by proxy and the Chairman declared the meeting duly constituted and the Company may proceed to business.

Commencement (Omitted)

Chairman Remarks

Due to the outbreak of the COVID-19, Chairman of the Board of Directors can only attend this meeting by live streaming. Chairman of the Board of Directors fully authorized and designated Jen-Lin Shen, the chair of Audit Committee, as the Chairman of 2022 annual general meeting of members. Omitted

Report Items

1. To report the 2021 business (See Attachment I)
2. To report the 2021 review report by the Audit Committee (See Attachment II)
3. To report the implementation of the 2021 Share Repurchase and Incentive Plan

Explanatory Notes:

- (1) The results of the 2021 Share Repurchase Plan is as below:

Series	the first repurchase in year 2021
Board resolution date	10/27/2021 (Taiwan Time)
Purpose of repurchase	Transferring to the employees
The set repurchase period	Between 10/28/2021 and 12/27/2021
The actual repurchase period	Between 10/28/2021 and 12/08/2021
The set repurchase price range (per share)	NT\$ 1,330 to NT\$ 2,660
The actual repurchase price range (per share)	NT\$ 1,760 to NT\$ 2,155
Average repurchase price per share	NT\$ 2,037.27
The set maximum repurchase shares	700,000 common stocks
Accumulated number of shares already repurchased	700,000 common stocks
Value spent on the repurchase	NT\$ 1,426,090,818
Number of shares transferred and cancelled	160,594 common stocks
Accumulated number of shares already repurchased	539,406 common stocks
Accumulated percentage of repurchased shares to total number of shares issued (%)	0.66%

- (2) Share Repurchase and Employee Incentive Plan is attached hereto as Attachment V.

4. To report the allocation of 2021 employees' cash bonuses and the Directors' remuneration

Explanatory Notes:

Considering the "Amended and Restated Memorandum and Articles" and the Company's 2021 annual profits before tax, the Compensation Committee has recommended to the Board of Directors the approval of distribution and payment of NT\$367,087,756 in cash as the employees' bonuses and NT\$86,512,851 in cash as Directors' remuneration, respectively, equivalent to US\$13,105,596 and US\$3,088,642, by adopting foreign exchange rate of US\$1=NT\$28.01.

- To report the distribution of 2021 profit and cash dividend

Explanatory Notes: The distribution of 2021 profit and cash dividend is as below:

Period	Date of the board of directors resolution	NT\$ per share	Total amount (NT\$)
the first half year of 2021	10/27/2021	14.25347003	1,147,980,648
the second half year of 2021	04/27/2022	18.23 (Note)	1,474,147,074

Note: The Chairman of the Board of Directors of the Company is authorized to adjust the ultimate cash dividend per share based on the total amount of profits resolved to be distributed.

Proposals

- To ratify the 2021 Business Report (Proposed by the Board of Directors)

Explanatory Notes:

- The 2021 business report is attached hereto as Attachment I.
- Please ratify the above-mentioned the 2021 Business Report.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 64,967,270 votes voted in favor for the proposal (including voted via electronic transmission), representing 90.79% of the total votes held by the members present in the meeting, 14 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,585,223 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as ordinary resolution of the Company.

- To adopt the Company's 2021 audited consolidated financial reports (Proposed by the Board of Directors)

Explanatory Notes:

- The Company's 2021 consolidated financial statements, including Consolidated Balance Sheets, Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, and Consolidated Statements of Cash Flows, have been approved by the Board of Directors, audited by independent auditors, Ms. Chou Hsiao-Tzu and Ms. Liang Hua-Ling, of PricewaterhouseCoopers Taiwan and reviewed by the Audit Committee, evidenced by the review report issued by the Audit Committee.
- The 2021 independent accountants' audit report and above-mentioned consolidated financial statements are attached hereto as Attachment III.

(3) Please ratify the above-mentioned 2021 audited consolidated financial statements.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 64,967,270 votes voted in favor for the proposal (including voted via electronic transmission), representing 90.79% of the total votes held by the members present in the meeting, 14 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,585,223 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as ordinary resolution of the Company.

3. To approve the 2021 profit distribution plan (Proposed by the Board of Directors)

Explanatory Notes:

The Company's 2021 profits distribution table has been approved by the Board of Directors. The table has been reviewed and evidenced by the report issued by the Audit Committee.

(1) The 2021 Profit Distribution Table is attached hereto as Attachment IV.

(2) Please approve the above-mentioned 2021 Profit Distribution Proposal.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 65,054,270 votes voted in favor for the proposal (including voted via electronic transmission), representing 90.91% of the total votes held by the members present in the meeting, 14 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,498,223 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as ordinary resolution of the Company.

Discussions

1. To approve the amendment of the Company's Amended and Restated Articles of Association (Proposed by the Board of Directors)

Explanatory Notes:

(1) In response to the introduction of the "virtual" and "hybrid" general meeting mechanism into the ROC Company Act, certain corresponding changes to the "Checklist for Protecting Shareholders of Foreign Issuer" has been made.

(2) In response to the above mentioned and other amendments to the "Checklist for Protecting Shareholders of Foreign Issuer", certain amendments to the Company's Amended and Restated Articles of Association are recommended.

(3) The comparison table of the amended to the amended and restated articles is attached hereto as Attachment VI.

(4) Please discuss and approve the above proposal.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 63,907,170 votes voted in favor for the proposal (including voted via electronic transmission), representing 89.31% of the total votes held by the members present in the meeting (and represented 98.34% of 64,981,184 votes, being the total number of votes cast by the members as, being entitled to do so, vote in person or by proxy (including via electronic transmission) at the meeting), 1,074,014 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,571,323 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as special resolution of the Company.

2. To approve the amendment of the Company's procedures of acquisition or disposal of assets (Proposed by the Board of Directors)

Explanatory Notes:

(1) In response to the latest amendments to the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", certain amendments to the Company's procedures of acquisition or disposal of assets are recommended.

(2) The comparison table of the amended articles is attached hereto as Attachment VII.

(3) Please approve the above-mentioned proposal.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 65,054,270 votes voted in favor for the proposal (including voted via electronic transmission), representing 90.91% of the total votes held by the members present in the meeting, 14 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,498,223 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as ordinary resolution of the Company.

3. To approve the amendment of the Company's Rules and Procedures of General Meeting (Proposed by the Board of Directors)

Explanatory Notes:

(1) In response to the introduction of the concept of "virtual" and "hybrid" general meeting and the addition of methods to call a general meeting, certain corresponding amendments to the Company's Rules and Procedures of General

Meeting are required or advised.

- (2) The comparison table of the amended articles is attached hereto as Attachment VIII.
- (3) Please approve the above-mentioned proposal.

Resolution: 71,552,507 shares were represented at the time of voting (including voted via electronic transmission); 63,908,170 votes voted in favor for the proposal (including voted via electronic transmission), representing 89.31% of the total votes held by the members present in the meeting, 1,073,014 votes voted against the proposal (including voted via electronic transmission), 0 votes voted invalid the proposal, and 6,571,323 votes voted abstained/no voted the proposal (including voted via electronic transmission). This proposal as proposed by the Board of Directors was duly passed as ordinary resolution of the Company.

Election Items

1. To re-elect the Directors (Independent Directors inclusive) of the Company's Board of Directors (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The term of office of the incumbent Directors (Independent Directors inclusive) will expire on October 27, 2022. The Board of Directors proposes to re-elect seven (7) Directors, including 3 Independent Directors, in the Company's 2022 Annual General Meeting. The successive 7 Directors will serve a three (3)-year term starting from October 28, 2022 to October 27, 2025. The term of the incumbent Directors shall expire immediately before the successive Directors assume the position.
- (2) According to Article 102 of the Company Articles, the Company shall adopt a candidate nomination mechanism for the election of the Directors and the shareholders shall elect the Directors (Independent Directors inclusive) among the candidates nominated in the list of the candidates. The list of the Independent Directors candidates, including the candidate's qualification, conditions and other related information, is attached hereto as Attachment IX.
- (3) Rules for Election of Directors is attached hereto as Appendix III.
- (4) Please re-elect the Directors.

Resolution: List of Directors (Independent Directors inclusive) re-elected and votes received by each Director (Independent Directors inclusive) are as follows:

Title	Director's Name	Number of Votes Voted FOR
Director	Ji Zhao	64,066,058
Director	Ming Qu	64,061,206
Director	Yang, Jung Kung	42,364,198
Director	Huang, Ta-Lun	40,003,121
Independent Director	Huang, Huei-Chu (Laura)	59,240,825
Independent Director	Dennis Lynn Segers	46,542,536
Independent Director	Shen, Jen Lin	46,480,999

Questions and Motions

There is no *ad hoc* motion after consultation with all present shareholders. The Chairman declares that the meeting is adjourned.



Shen, Jen Lin
Chairman



Yo-Ming Chang
Recorder

**Parade Technologies, Ltd.
2021 Business Report**

Dear Shareholders,

The global shortage of semiconductor capacity was a dominant factor in our industry since late 2020. The world-wide economy had a strong recovery after the initial COVID-19 pandemic lock-down. As a result of increased sales of electronics devices, demand for integrated circuit (IC) products soared. Like many of our peers, we experienced strong demand that overwhelmed our wafer manufacturing, IC assembling and testing capacities throughout the year. The fight to gain extra capacity was the major focus for our teams. Parade worked hard and successfully. Consequently, we delivered another outstanding year. The execution of our 2021 annual plan was good. In 2021, we achieved new records in both revenue and net income. The revenue and net income in 2021 were US\$714.33 million or NT\$19.99 billion and US\$187.44 million or NT\$5.24 billion, respectively.

It was clear to us in the middle of 2020 that the severe semiconductor capacity shortage would come. We would need to invest in wafer manufacturing capacity to protect our business and support our growth. Since then, we reached several wafer manufacture expansion agreements with our partners. These agreements call for advanced cash payments to secure long-term wafer capacity guarantees along with new capacity expansions via our partners. Some of these agreements effectively supported our business growth in 2021. We foresee that these investments are crucial for Parade's growth in coming years.

While our operation teams were very busy obtaining extra wafer capacity, our engineering teams worked hard to re-design and re-qualify high volume products for different FABs. As a result, many important products are capable of being manufactured in multiple FABs which significantly mitigates the potential shortage risk.

On the other hand, Parade kept its growth momentum in the high-speed interface market in 2021. This was the result of the rapid adoption of high-speed standards in PC, tablets and other electronics systems. HDMI 2.0, USB 3.1 and 3.2 and PCI Gen 4 became mainstream standards. Parade's rich high-speed product portfolio, developed for all such applications, scored many design wins and achieved a large market share. The successful acquisition of Fresco Logic in 2020 increases our market coverage and allows us to offer USB HUB and PD controller technologies and devices as additions in our high-speed product portfolio.

We continue to advance our high-speed technologies. We successfully introduced our USB 4 (40bps) re-timer product and designed it into key customer systems. On the other hand, the

integrated solutions of USB 3.1 (10Gbps) HUB from Fresco Logic and our high-speed convertor gain broad market traction. To meet demand for cutting-edge high-speed technology, we have advanced our development to PCI-Gen 5 (32Gbps) and USB 5 (80Gbps) re-timer technologies and products for server and high-end PC markets.

As automotive and electrical vehicles (EV) require large computing power and advanced displays, high-speed devices will play significant roles in achieving such functionalities. Parade focuses on such market opportunities by providing automotive grade high-speed devices and by developing automotive specific products. We achieved several critical automotive design wins. We expect that Parade's solutions will gain increased adoption in the automotive market.

Parade has been well recognized as holding the leadership position of embedded DisplayPort (eDP) Tcon in panel industry. Parade eDP-Tcons are powering many advanced panels with high resolution, high refresh rate, and high dynamic range (HDR). These advanced eDP-Tcon devices require high-speed technology on glass, where Parade has unique and proven high-speed technologies. Our eDP-Tcon also supports various advanced panel technologies including AMOLED and mini-LED. While offering advanced and competitive eDP-Tcon solutions for the general market, we also develop customized eDP-Tcon products for the advanced displays of the leading global brands. We have been working with panel industry leaders to advance display technologies and products to new heights. After the successful introduction of highly integrated TED (**T**con-**E**mbedded **D**river) products, we have been developing tTED (**t**ouch-**T**con-**E**mbedded-**D**river) devices and TTcon (**T**ouch-**T**con) products to continue increasing the level of integration. Our 1st tTED device not only enables touch function on mid-size panels but also supports styluses which have gained more traction in the end market.

Parade's SIPI LCD source driver gained market share in 2021. The robustness of SIPI interface and high-speed performance won customer designs especially in high-end systems. In addition, our strategy to bundle the sale of our high-speed SIPI source drivers and leading eDP-Tcon provides significant value and advantages to our customers. With such a high-speed SIPI source driver and our advanced eDP-Tcon, we have been winning the market. We further advanced our SIPI technology to SIPI 2.0 to enable touch analog-front-end (AFE) and source driver integration for TSD (**T**ouch-**S**ource-**D**river) devices. We believe that such TSD devices coupled with our TTcon will provide a total solution for touch enabled LCD panels and allow us to win the market in the coming years.

Our TrueTouch products continue serving customers in many applications, including Smartwatches and AMOLED smartphone panels, and industry applications. The touch IPs have been integrated into current and new category display products, for example, tTED and TSD devices.

Moreover, it is an emerging trend that automotive and EV customers would like to adopt the touch display with high resolution, high dynamic range, and highly integrated display chips. Parade's advanced display technologies become ideal to address their needs. We are very excited to engage with those new customers with great opportunities. We believe that automotive display market is one of the unique opportunities to expand our business.

Parade's consolidated net income in 2021 was US\$187.44 million (NT\$5.24 billion), an increase of 57.58% from US\$118.95 million (NT\$3.51 billion) in 2020. Earnings per diluted share in 2021 were US\$2.32 (NT\$64.79), an increase of 56.76% from US\$1.48 (NT\$43.73) in 2020. Gross profit margin in 2021 was 47.68% compared to 44.05% in 2020 while operating profit margin was 29.17%, up from 24.12% the prior year.

We continue to focus on our employees and intellectual property. High-quality engineering talent is critical to our success. We are committed to recruiting and investing in our employees to build up corporate organization and to execute our product roadmap. As of December 31, 2021, Parade has 670 employees, up 89 from 2020. Out of 670 employees, 436 were engaged in research, development and related engineering. We hold 264 granted patents and have 37 patent applications pending at the end of the year 2021.

We are glad to deliver our growth and strong financial results. We are confident that our leadership, strategy, technologies, and market opportunities will lead to continued growth for our business. We believe Parade is well-positioned to generate favorable results for our shareholders.

We appreciate the support from all of our shareholders!

Jack Zhao
Chairman
April 27, 2022

Audit Committee's Report

The Board of Directors has prepared the Company's 2021 Business Report, consolidated Financial Statements and proposal for allocation of profits. The CPA firm of PricewaterhouseCoopers was retained to audit Parade's consolidated Financial Statements and has issued an audit report relating to the consolidated Financial Statements. The Business Report, consolidated Financial Statements and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Parade Technologies, Ltd. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Parade Technologies, Limited.

Chairman of the Audit Committee: Norman Shen



April 27, 2022

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Parade Technologies, Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Parade Technologies, Ltd. and subsidiaries (the “Group”) as at December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group’s 2021 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group’s 2021 consolidated financial statements are stated as follows:

Goodwill impairment

Description

Refer to Note 4(14) (impairment of non-financial assets), Note 5(2) (critical accounting estimates and assumptions) and Note 6(6) (intangible assets) to the consolidated financial statements where the goodwill impairment has been discussed.

The Group acquired the mobile touchscreen business and the high-speed business in 2015 and 2020, respectively. The balance of goodwill arising from the acquisitions as at December 31, 2021 was NT\$2,101,729 thousand.

The Group uses an independent expert's valuation report, which was based on the management's 5-year cash flow forecasts to determine the recovery amount of goodwill; however, the measurement results in a large extent depend on management's assumptions, including the discount rate and the estimated growth rate used, which are subject to management's judgements with considerable uncertainty. Therefore, the goodwill impairment assessment is a key audit matter this year.

How our audit addressed the matter

Our procedures in relation to the key audit matter included:

1. Evaluated the rationality of the evaluation model of management's expert using the nature of the Group.
2. We confirmed that the future cash flow used in the evaluation model is consistent with the next 5-year budget provided by the Group, and assessed budget achievement in previous years.
3. We assessed the appropriateness of key assumptions used, such as growth rate and discount rate.

Inventory impairment losses

Description

Refer to Note 4(10) (inventories), Note 5(2) (critical accounting estimates and assumptions) and Note 6(3) (inventories) to the consolidated financial statements where the inventory impairment losses has been discussed.

Losses on inventories and allowances as at December 31, 2021 was NT\$2,327,364 thousand and NT\$229,810 thousand, respectively. The rapid changes in the technology of the industries in which the Group is involved and the net realizable value used in the evaluation of obsolete inventories often involve subjective judgements and therefore highly uncertain estimates. Inventories are measured at the lower of cost and net realizable value. The impact of inventories and its allowance for diminution in value has a significant impact on the financial statements. Therefore, the loss on inventories and allowances assessment is a key audit matter this year.

How our audit addressed the matter

Our procedures in relation to the key audit matter included:

1. The valuation of inventory impairment losses adopted the understanding of the nature of the industry, and it is confirmed that the accounting policy is consistent with the previous period.
2. Understood the Group's inventory control procedures and observed the annual inventory count in order to assess the effectiveness of the classification of obsolete inventory and internal control over obsolete inventory.
3. Verified the appropriateness of the logic for evaluating the inventory aging report to confirm that the report information is consistent with the Company's policies.
4. Reviewed the historical information of inventories, supplemented by inspecting the amount of provision after the reference period, and then assessed the reasonableness of the loss provision.

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

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

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

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

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 generally accepted auditing standards 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 generally accepted auditing standards in the Republic of China, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Chou, Hsiao-Tzu

Liang, Hua-Ling

For and on behalf of PricewaterhouseCoopers, Taiwan

March 9, 2022

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

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

PARADE TECHNOLOGIES, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

ASSETS	Notes	December 31, 2021		December 31, 2020		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 9,201,743	48	\$ 8,519,679	51
1170	Accounts receivable, net	6(2)	1,394,595	7	1,578,725	10
130X	Inventories, net	6(3)	2,097,554	11	1,615,012	10
1470	Other current assets		586,897	3	484,108	3
11XX	Total current assets		<u>13,280,789</u>	<u>69</u>	<u>12,197,524</u>	<u>74</u>
Non-current assets						
1600	Property, plant and equipment, net	6(4)	487,868	2	366,648	2
1755	Right-of-use assets	6(5)	234,571	1	249,796	2
1780	Intangible assets	6(6)(19)	3,044,207	16	3,211,223	19
1840	Deferred income tax assets	6(17)	244,042	1	190,661	1
1900	Other non-current assets	6(7)	2,093,609	11	352,725	2
15XX	Total non-current assets		<u>6,104,297</u>	<u>31</u>	<u>4,371,053</u>	<u>26</u>
1XXX	TOTAL ASSETS		<u>\$ 19,385,086</u>	<u>100</u>	<u>\$ 16,568,577</u>	<u>100</u>

(Continued)

PARADE TECHNOLOGIES, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2021		December 31, 2020	
			Amount	%	Amount	%
Current liabilities						
2170	Accounts payable		\$ 1,130,616	6	\$ 1,240,882	8
2200	Other payables	6(8)	2,519,249	13	1,706,070	10
2230	Current income tax liabilities	6(17)	760,472	4	527,976	3
2280	Lease liabilities - current	6(5)	98,946	-	75,801	-
2300	Other current liabilities		278,008	1	160,159	1
21XX	Total current liabilities		<u>4,787,291</u>	<u>24</u>	<u>3,710,888</u>	<u>22</u>
Non-current liability						
2580	Lease liabilities - non-current	6(5)	135,625	1	173,995	1
25XX	Non-current liabilities		<u>135,625</u>	<u>1</u>	<u>173,995</u>	<u>1</u>
2XXX	Total liabilities		<u>4,922,916</u>	<u>25</u>	<u>3,884,883</u>	<u>23</u>
Equity attributable to owners of the Company						
Share capital						
		6(11)				
3110	Ordinary shares		808,638	4	807,803	5
Capital reserves						
		6(12)				
3200	Capital reserves		4,319,491	24	4,152,210	25
Retained earnings						
		6(13)				
3310	Legal reserve		1,011,400	5	807,466	5
3320	Special reserve		1,221,272	6	421,955	3
3350	Unappropriated earnings		10,737,604	55	8,661,514	52
Other equity						
3400	Other equity		(2,070,966)	(11)	(1,999,547)	(12)
3500	Treasury shares	6(11)	(1,565,269)	(8)	(167,707)	(1)
31XX	Equity attributable to owners of the Company		<u>14,462,170</u>	<u>75</u>	<u>12,683,694</u>	<u>77</u>
3XXX	Total equity		<u>14,462,170</u>	<u>75</u>	<u>12,683,694</u>	<u>77</u>
Significant events after the balance sheet date		11				
3X2X	TOTAL LIABILITIES AND EQUITY		<u>\$ 19,385,086</u>	<u>100</u>	<u>\$ 16,568,577</u>	<u>100</u>

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

PARADE TECHNOLOGIES, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

	Items	Notes	2021		2020	
			Amount	%	Amount	%
4000	Revenue	6(14)	\$ 19,994,646	100	\$ 15,279,588	100
5000	Cost of goods sold	6(3)(15)(16)	(10,463,279)	(52)	(8,547,608)	(56)
5900	Gross profit		<u>9,531,367</u>	<u>48</u>	<u>6,731,980</u>	<u>44</u>
	Operating expenses	6(15)(16) and 7				
6100	Sales and marketing expenses		(887,522)	(5)	(683,701)	(5)
6200	General and administrative expenses		(661,551)	(3)	(515,969)	(3)
6300	Research and development expenses		(2,152,636)	(11)	(1,848,443)	(12)
6000	Total operating expenses		<u>(3,701,709)</u>	<u>(19)</u>	<u>(3,048,113)</u>	<u>(20)</u>
6900	Operating income		<u>5,829,658</u>	<u>29</u>	<u>3,683,867</u>	<u>24</u>
	Non-operating income and expenses					
7100	Interest income		2,685	-	28,885	-
7010	Other income		4,259	-	4,512	-
7020	Other gains and losses		(28,069)	-	(18,237)	-
7000	Total non-operating income and expenses		<u>(21,125)</u>	<u>-</u>	<u>15,160</u>	<u>-</u>
7900	Income before income tax		<u>5,808,533</u>	<u>29</u>	<u>3,699,027</u>	<u>24</u>
7950	Income tax expense	6(17)	(564,026)	(3)	(193,231)	(1)
8000	Net income for the year from continuing operations		<u>5,244,507</u>	<u>26</u>	<u>3,505,796</u>	<u>23</u>
	Other comprehensive income (loss)					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8361	Other comprehensive loss, before tax, exchange differences on translation		(419,844)	(2)	(657,703)	(4)
8360	Components of other comprehensive loss that will not be reclassified to profit or loss		<u>(419,844)</u>	<u>(2)</u>	<u>(657,703)</u>	<u>(4)</u>
8500	Total comprehensive income for the year		<u>\$ 4,824,663</u>	<u>24</u>	<u>\$ 2,848,093</u>	<u>19</u>
	Net income attributable to:					
8610	Owners of the Company		<u>\$ 5,244,507</u>	<u>26</u>	<u>\$ 3,505,796</u>	<u>23</u>
	Comprehensive income attributable to:					
8710	Owners of the Company		<u>\$ 4,824,663</u>	<u>24</u>	<u>\$ 2,848,093</u>	<u>19</u>
	Earnings per share					
9750	Basic earnings per share	6(18)	<u>\$ 66.29</u>		<u>\$ 44.86</u>	
9850	Diluted earnings per share	6(18)	<u>\$ 64.79</u>		<u>\$ 43.73</u>	

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

PARADE TECHNOLOGIES, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent												Total equity	
	Notes	Capital Reserves					Retained Earnings			Other equity				
		Ordinary shares	Paid-in capital in excess of ordinary shares	Capital reserve from treasury share transactions	Capital reserve from employee stock options	Capital reserve from restricted stocks	Capital reserve - others	Legal reserve	Special reserve	Unappropriated earnings	Currency translation differences of foreign operations	Unearned compensation		Treasury shares
Year 2020														
Balance at January 1, 2020		\$ 799,205	\$ 2,219,694	\$ -	\$ 113,159	\$ 826,243	\$ -	\$ 807,466	\$ 8,324	\$ 7,518,192	(\$ 264,951)	(\$ 665,810)	(\$ 101,725)	\$ 11,259,797
Net income for 2020		-	-	-	-	-	-	-	-	3,505,796	-	-	-	3,505,796
Other comprehensive loss for 2020		-	-	-	-	-	-	-	-	-	(657,703)	-	-	(657,703)
Total comprehensive income (loss)		-	-	-	-	-	-	-	-	3,505,796	(657,703)	-	-	2,848,093
Exercise of employee stock options	6(10)(11)	1,560	25,899	-	(11,827)	-	-	-	-	-	-	-	-	15,632
Issuance of restricted stocks	6(10)(11)	7,677	-	-	-	813,089	-	-	-	-	-	(820,766)	-	-
Vesting of restricted stocks		-	316,578	-	(316,578)	-	-	-	-	-	-	-	-	-
Adjustment of turnover rate of restricted stocks		-	-	-	(15,000)	-	-	-	-	-	-	15,000	-	-
Cancellation of restricted stocks ordinary shares and related cash dividend recovered	6(11)	(639)	-	-	-	639	-	-	-	1,685	-	-	-	1,685
Share-based compensation cost	6(10)(16)	-	-	-	172,025	-	-	-	-	-	-	394,683	-	566,708
Tax deduction exceeds cumulative share-based payment expenses		-	-	-	-	-	8,289	-	-	-	-	-	-	8,289
Purchase of treasury shares	6(11)	-	-	-	-	-	-	-	-	-	-	-	(167,707)	(167,707)
Treasury shares reissued to employees	6(10)(11)	-	-	172,025	(172,025)	-	-	-	-	-	-	-	101,725	101,725
Earnings appropriation	6(13)	-	-	-	-	-	-	413,631	(413,631)	-	-	-	-	-
Special reserve		-	-	-	-	-	-	-	(1,950,528)	-	-	-	-	(1,950,528)
Cash dividends		-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2020		\$ 807,803	\$ 2,562,171	\$ 172,025	\$ 101,332	\$ 1,308,393	\$ 8,289	\$ 807,466	\$ 421,955	\$ 8,661,514	(\$ 922,654)	(\$ 1,076,893)	(\$ 167,707)	\$ 12,683,694
Year 2021														
Balance at January 1, 2021		\$ 807,803	\$ 2,562,171	\$ 172,025	\$ 101,332	\$ 1,308,393	\$ 8,289	\$ 807,466	\$ 421,955	\$ 8,661,514	(\$ 922,654)	(\$ 1,076,893)	(\$ 167,707)	\$ 12,683,694
Net income for 2021		-	-	-	-	-	-	-	-	5,244,507	-	-	-	5,244,507
Other comprehensive loss for 2021		-	-	-	-	-	-	-	-	-	(419,844)	-	-	(419,844)
Total comprehensive income (loss)		-	-	-	-	-	-	-	-	5,244,507	(419,844)	-	-	4,824,663
Exercise of employee stock options	6(10)(11)	526	12,920	-	(5,863)	-	-	-	-	-	-	-	-	7,583
Issuance of restricted stocks	6(10)(11)	860	-	-	-	107,519	-	-	-	-	-	(108,379)	-	-
Vesting of restricted stocks		-	440,281	-	(440,281)	-	-	-	-	-	-	-	-	-
Adjustment of turnover rate of restricted stocks		-	-	-	(47,134)	-	-	-	-	-	-	47,134	-	-
Cancellation of restricted stocks ordinary shares and related cash dividend recovered	6(11)	(551)	-	-	-	551	-	-	-	1,881	-	-	-	1,881
Share-based compensation cost	6(10)(16)	-	-	14,949	-	-	-	-	-	-	-	409,670	-	424,619
Tax deduction exceeds cumulative share-based payment expenses		-	-	-	-	-	84,339	-	-	-	-	-	-	84,339
Purchase of treasury shares	6(11)	-	-	-	-	-	-	-	-	-	-	-	(1,707,978)	(1,707,978)
Treasury shares reissued to employees	6(10)(11)	-	-	-	-	-	-	-	-	-	-	-	310,416	310,416
Earnings appropriation	6(13)	-	-	-	-	-	-	203,934	(203,934)	-	-	-	-	-
Legal reserve		-	-	-	-	-	-	-	799,317	(799,317)	-	-	-	-
Special reserve		-	-	-	-	-	-	-	-	(2,167,047)	-	-	-	(2,167,047)
Cash dividends		-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at December 31, 2021		\$ 808,638	\$ 3,015,372	\$ 186,974	\$ 95,469	\$ 929,048	\$ 92,628	\$ 1,011,400	\$ 1,221,272	\$ 10,737,604	(\$ 1,342,498)	(\$ 728,468)	(\$ 1,565,269)	\$ 14,462,170

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

PARADE TECHNOLOGIES, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

	Notes	2021	2020
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Income before income tax for the year		\$ 5,808,533	\$ 3,699,027
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation (including the right-of-use assets)	6(4)(5)	272,319	205,734
Amortization	6(6)	442,184	274,286
Loss on disposal of equipment	6(4)	2,417	-
Share-based compensation cost	6(10)(16)	424,619	566,708
Interest income		(2,685)	(28,885)
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		139,785	(441,109)
Inventories		(527,908)	(718,449)
Other current assets		22,249	(178,585)
Changes in operating liabilities			
Accounts payable		(75,409)	494,026
Other payables		426,155	270,701
Other current liabilities		122,349	(20,439)
Cash inflow generated from operations		7,054,608	4,123,015
Interest received		2,685	28,459
Income tax paid		(476,455)	(349,981)
Income tax received		52	13
Net cash flows from operating activities		<u>6,580,890</u>	<u>3,801,506</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of property, plant and equipment	6(4)	(296,457)	(226,959)
Acquisition of intangible assets	6(6)	(11,065)	(7,508)
Increase in refundable deposits	6(7)	(1,834,320)	(9,182)
Increase in other prepayments		(223,186)	(257,825)
Acquisition of business combinations	6(19)	-	(1,112,458)
Net cash flows used in investing activities		<u>(2,365,028)</u>	<u>(1,613,932)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Proceeds from exercise of employee stock options		7,583	15,632
Repayment of the principal portion of lease liabilities	6(5)(20)	(109,202)	(75,647)
Purchase of treasury shares		(1,707,978)	(167,707)
Treasury shares reissued to employees	6(10)	310,416	101,725
Cash dividend recovered from cancellation of share-based compensation		1,881	1,685
Cash dividends paid	6(12)	(1,752,708)	(1,216,887)
Net cash flows used in financing activities		<u>(3,250,008)</u>	<u>(1,341,199)</u>
Effect of exchange rate changes		(283,790)	(432,696)
Net increase in cash and cash equivalents		682,064	413,679
Cash and cash equivalents at beginning of year		8,519,679	8,106,000
Cash and cash equivalents at end of year		<u>\$ 9,201,743</u>	<u>\$ 8,519,679</u>

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

Attachment IV


 Parade Technologies, Ltd.
 盈餘分配表 (Proposal of Profit Distribution)
 民國一百一十年十二月三十一日 (December 31, 2021)

項目 (Description)		NT\$		US\$	
		小計 (Subtotal)	合計 (Total)	小計 (Subtotal)	合計 (Total)
民國一百一十年年度稅後淨利(註)	FY 2021 Net Income (Note)	5,244,506,733	5,244,506,733	187,440,583	187,440,583
減:	subtract:				
提列10%法定盈餘公積	10% legal reserve	-		-	
提列特別盈餘公積 - 上半年度	Special reserve - 1st Half	455,621,873		16,174,010	
提列特別盈餘公積 - 下半年度	Special reserve - 2nd Half	121,226,890		4,327,975	
民國一百一十年年度可供分配盈餘	Retained Earnings in 2021 Available for Distribution		4,667,657,970		166,938,598
加:	Plus:				
以前年度未分配盈餘	Unappropriated Retained Earnings of Previous Years	7,089,393,001		231,027,406	
至一百一十年年底可分配盈餘	Retained Earnings Available for Distribution as of 12/31/2021		11,757,050,971		397,966,004
分配項目:	Distribution Items:				
普通股股東紅利-現金(每股 14.19元) - 上半年度	- 1st Half, Cash dividends to ordinary shareholders (NT\$14.19 per share)	1,147,980,648		40,751,887	
普通股股東紅利-現金(每股 18.23元) - 下半年度	- 2nd Half, Cash dividends to ordinary shareholders (NT\$18.23 per share)	1,474,147,074		52,968,405	
普通股股東紅利-股票(每股 0元)	- Stock dividends to ordinary shareholders (NT\$0 per share)	-		-	
分配項目合計	Subtotal	2,622,127,722		93,720,292	
期末未分配盈餘	Unappropriated Retained Earnings		9,134,923,249		304,245,712

Chairman: Ji Zhao



CEO: Ji Zhao



CFO: Judy Wang



Parade Technologies, Ltd.

Share Repurchase and Employee Incentive Plan

Article 1. In order to motivate employees and enhance their centripetal force, the Company hereby establishes this Share Repurchase and Employee Incentive Plan (this “**Plan**”) pursuant to subparagraph 1 of paragraph 1 of Article 28-2 of Securities and Exchange Act, Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies by Financial Supervisory Commission and other related statutes, regulations and orders. Unless otherwise provided in the applicable laws, the repurchase of the shares and the subsequent transfer thereof to the employees shall be conducted pursuant to this Plan.

(Class, Substance and Limitation of Rights of Shares)

Article 2. The shares (the “**Shares**”) to be transferred to the employees are ordinary shares. Unless provided otherwise in the Applicable Laws or this Plan, Shares bear the same rights and obligations as other Company’s outstanding ordinary shares.

(Transfer Period)

Article 3. The Company may transfer the Shares, in whole or in tranches, to the employees within five years commencing from the date of repurchase in accordance with this Plan.

(Qualifications of the Transferee)

Article 4. The full-time employees (i) (x) of the Company or (y) of any domestic or foreign company in which more than 50% of its total number of voting shares are directly or indirectly held by the Company and (ii) (x) who have been employed for one year or more from the record date of subscription, or (y) who have special achievements and are approved by the Board of Directors (individually and collectively referred to as the “**Qualified Employees**”) are eligible to subscribe the Shares up to the number provided

in Article 5 of this Plan. For the avoidance of doubt, the full-time employees include the officers.

(Procedure for Transfer)

Article 5. Number of shares to be subscribed by Qualified Employees (*Note: The Board of Directors shall decide the number of Shares to be subscribed by considering factors, such as the Qualified Employees' title, seniority or special achievements to the Company, including the above mentioned subsidiary of the Company, together with the number of treasury shares held by the Company as of the record date of subscription and the maximum number of Shares subscribable that can be subscribed by an individual employee, etc.*):

Article 6. Procedure for Transfer:

- (1) The Company shall make announcement and report and repurchase the Shares within the execution period in accordance with the resolution of Board of Directors,
- (2) According to this Plan, the Board of Directors shall decide and announce the record date of subscription, the criteria for determining the number of Shares to be subscribed, the subscription and payment period, the rights and limitations of Shares, etc..
- (3) The Company shall calculate the number of Shares actually subscribed and paid for. Then the Company shall transfer those Shares and register such transfer.

(Transfer Price per Share)

Article 7. The transfer price of the Shares equals to the average of the actual share repurchase price. If the number of the Company's issued ordinary shares increases or decreases prior to transfer, that transfer price shall be adjusted proportionately. (*Note: If, according to the Company's charter, the transfer price is lower than the average actual share repurchase price, the transfer price shall be approved, prior to transfer, by a*

resolution of a shareholder meeting adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares. The notice to convene that shareholder meeting of shareholders should itemize the matters listed in section 10-1 of the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies.)

Adjustment formula of the transfer price:

adjusted Exercise Price = (Exercise Price before adjustment × number of issued and outstanding Shares + subscription price per new Share × number of new Shares) / (number of issued and outstanding Shares + number of new Shares)

(Rights and Obligations of Shares after Transfer)

Article 8. After Shares have been transferred to Qualified Employees and such transfer has been registered, unless provided otherwise, the rights and obligations shall be identical with those originally attached to those shares.

(Other Matters With Respect To the Rights and Obligations Between The Company
And Qualified Employees)

Article 9. *(Note: Subject to Securities and Exchange Act, Company Act and other Applicable Laws, the Company may consider to reach an agreement for matters with respect to the rights and obligations between the Company and Qualified Employees)*

(Miscellaneous)

Article 10. This Plan shall take effect after being affirmatively resolved by the Board of Directors and may be amended by a resolution of the Board of Directors.

Article 11. The enactment and any amendment of this Plan shall be reported to the shareholder meeting.

**Comparison Table of Amendments to
The Amended and Restated Articles of Association**

Proposed Amendments	Current Provisions	Reason of Amendment
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
<p>1. In these Articles, Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith:</p> <p>“Applicable Laws” means the Applicable Public Company Rules, the Statute or such other rules or legislation applicable to the Company.</p> <p>“Applicable Public Company Rules” mean the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, and rules and regulations promulgated by the FSC, the <u>TPEX</u>, or the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.</p>	<p>1. In these Articles, Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith:</p> <p>“Applicable Laws” means the Applicable Public Company Rules, the Statute or such other rules or legislation applicable to the Company.</p> <p>“Applicable Public Company Rules” mean the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, and rules and regulations promulgated by the FSC, the <u>GTSM</u>, or the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)’s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles.</p> <p>Amendment made in response to Cayman Islands legislations change the names from “Law” to “Act”. The Chinese names remain</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>“Articles” means these Articles as originally framed or as from time to time altered by Special Resolution.</p> <p>“Audit Committee” means the audit committee under the Board, which shall comprise solely of Independent Directors of the Company.</p> <p>“Base Director Remuneration” has the meaning given in Article 75.</p> <p>“Board of Directors” or “Board” means the board of directors of the Company.</p> <p>“Business Day” means a day (other than a Saturday or Sunday) on which banks are open for business in California, United States, and the Republic of China.</p> <p>“Capital Reserve” means the premium in excess of par value paid on the issuance of any Shares and income from endowments received by the Company.</p> <p>“Cayman Merger” means the merger or consolidation as defined in the Statute.</p> <p>“Chairman” means the Director elected amongst all the Directors as the chairman of the Board.</p> <p>“Company” means the above named Parade Technologies, Ltd.</p>	<p>“Articles” means these Articles as originally framed or as from time to time altered by Special Resolution.</p> <p>“Audit Committee” means the audit committee under the Board, which shall comprise solely of Independent Directors of the Company.</p> <p>“Base Director Remuneration” has the meaning given in Article 75.</p> <p>“Board of Directors” or “Board” means the board of directors of the Company.</p> <p>“Business Day” means a day (other than a Saturday or Sunday) on which banks are open for business in California, United States, and the Republic of China.</p> <p>“Capital Reserve” means the premium in excess of par value paid on the issuance of any Shares and income from endowments received by the Company.</p> <p>“Cayman Merger” means the merger or consolidation as defined in the Statute.</p> <p>“Chairman” means the Director elected amongst all the Directors as the chairman of the Board.</p> <p>“Company” means the above named Parade Technologies, Ltd.</p>	<p>the same and thus no corresponding amendment in the Chinese articles.</p> <p>Addition and amendment made in response to introducing the mechanism of virtual meeting, and in accordance with the applicable Cayman laws.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>"Communication Facilities" shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and be heard by each other.</u></p> <p>"Cumulative Voting" means the voting mechanism for election of Directors under which 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 per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed elected.</p> <p>"Directors" mean the directors for the time being of the Company and shall include any and all Independent Directors.</p> <p>"Dividend" means any dividend (whether interim or final) resolved to be paid on Shares pursuant to these Articles and includes bonus.</p>	<p>"Cumulative Voting" means the voting mechanism for election of Directors under which 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 per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed elected.</p> <p>"Directors" mean the directors for the time being of the Company and shall include any and all Independent Directors.</p> <p>"Dividend" means any dividend (whether interim or final) resolved to be paid on Shares pursuant to these Articles and includes bonus.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>“Electronic Record” has the same meaning as in the Electronic Transactions <u>Act</u>.</p> <p>“ Electronic Transactions <u>Act</u>” means the Electronic Transactions <u>Act (As Revised)</u> of the Cayman Islands.</p> <p>“Excluded Issuance” has the meaning given in Article 6.</p> <p>“FSC” means the Financial Supervisory Commission in the ROC.</p> <p>“<u>TPEx</u>” means the <u>Taipei Exchange</u> in the ROC.</p> <p>“Independent Directors” mean the Directors who are elected as “Independent Directors” for the purpose of the Applicable Public Company Rules.</p> <p>“Market Observation Post System” or “MOPS” means the public company reporting system maintained by the TSE.</p> <p>“Member” shall bear the meaning ascribed to in the Statute.</p> <p>“Memorandum” means the memorandum of association of the Company.</p> <p>“NT\$” or “New Taiwan Dollars” means the dollar</p>	<p>“Electronic Record” has the same meaning as in the Electronic Transactions <u>Law</u>.</p> <p>“Electronic Transactions <u>Law</u>” means the Electronic Transactions <u>Law (2003 Revision)</u> of the Cayman Islands.</p> <p>“Excluded Issuance” has the meaning given in Article 6.</p> <p>“FSC” means the Financial Supervisory Commission in the ROC.</p> <p>“<u>GTSM</u>” means the <u>GreTai Securities Market</u> in the ROC.</p> <p>“Independent Directors” mean the Directors who are elected as “Independent Directors” for the purpose of the Applicable Public Company Rules.</p> <p>“Market Observation Post System” or “MOPS” means the public company reporting system maintained by the TSE.</p> <p>“Member” shall bear the meaning ascribed to in the Statute.</p> <p>“Memorandum” means the memorandum of association of the Company.</p> <p>“NT\$” or “New Taiwan Dollars” means the dollar</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>currency of the Republic of China, i.e. the New Taiwan Dollar.</p> <p>“Options” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire shares of the Company.</p> <p>“Ordinary Resolution” shall mean a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by these Articles.</p> <p>“Quorum of the Board Meeting” means, unless otherwise provided in these Articles, the majority of the Directors.</p> <p>“Register of Members” means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.</p> <p>“Registered Office” means the registered office for the time being of the Company.</p> <p>“Restricted Shares” has the meaning given in Article 10-1.</p>	<p>currency of the Republic of China, i.e. the New Taiwan Dollar.</p> <p>“Options” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire shares of the Company.</p> <p>“Ordinary Resolution” shall mean a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by these Articles.</p> <p>“Quorum of the Board Meeting” means, unless otherwise provided in these Articles, the majority of the Directors.</p> <p>“Register of Members” means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.</p> <p>“Registered Office” means the registered office for the time being of the Company.</p> <p>“Restricted Shares” has the meaning given in Article 10-1.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>“ROC” means Taiwan, the Republic of China.</p> <p>“Seal” means the common seal of the Company and includes every duplicate seal.</p> <p>“Secretary” includes any person appointed to perform the duties of Secretary of the Company.</p> <p>“Shares” or “shares” shall be construed as a reference to shares of each class of share of the Company from time to time in issue.</p> <p>“Special Resolution” means a resolution passed by a majority of not less than two-thirds (or such greater number as may be specified in these Articles, if any) of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by these Articles.</p> <p>“Statute” means the Companies <u>Act</u> of the Cayman Islands as amended and every statutory modification or re-enactment thereof for the time being in force.</p>	<p>“ROC” means Taiwan, the Republic of China.</p> <p>“Seal” means the common seal of the Company and includes every duplicate seal.</p> <p>“Secretary” includes any person appointed to perform the duties of Secretary of the Company.</p> <p>“Shares” or “shares” shall be construed as a reference to shares of each class of share of the Company from time to time in issue.</p> <p>“Special Resolution” means a resolution passed by a majority of not less than two-thirds (or such greater number as may be specified in these Articles, if any) of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by these Articles.</p> <p>“Statute” means the Companies <u>Law</u> of the Cayman Islands as amended and every statutory modification or re-enactment thereof for the time being in force.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>“Subsidiary” means, with respect to any company, (1) the entity, more than one-half of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board directors are concurrently acting as the shareholders involved in management or board directors of such company; and (4) the entity, one half or more of whose total number of outstanding voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company.</p> <p>“Supermajority Resolution” means a resolution passed by a majority vote of the Members at a general meeting attended by Members (either in person or by proxy) who represent two-thirds or more of the total outstanding Shares or, if the total number of Shares represented by the Members present (either in person or by proxy) at the general meeting is less than two-thirds of the total outstanding Shares, but more than one half of the total outstanding Shares, means instead, a resolution passed by the two-thirds or more of votes cast by the Members present (either in</p>	<p>“Subsidiary” means, with respect to any company, (1) the entity, more than one-half of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board directors are concurrently acting as the shareholders involved in management or board directors of such company; and (4) the entity, one half or more of whose total number of outstanding voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company.</p> <p>“Supermajority Resolution” means a resolution passed by a majority vote of the Members at a general meeting attended by Members (either in person or by proxy) who represent two-thirds or more of the total outstanding Shares or, if the total number of Shares represented by the Members present (either in person or by proxy) at the general meeting is less than two-thirds of the total outstanding Shares, but more than one half of the total outstanding Shares, means instead, a resolution passed by the two-thirds or more of votes cast by the Members present (either in</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>person or by proxy) at such general meeting.</p> <p>“TDCC” means the Taiwan Depository & Clearing Corporation.</p> <p>“Treasury Shares” means a Share held in the name of the Company as a treasury share in accordance with the Statute.</p> <p>“TSE” means the Taiwan Stock Exchange Corporation.</p> <p>“US\$” refers to the dollar currency of the United States of America and references to cents or ¢ or should be construed accordingly.</p> <p>“Vice Chairman” means the Director elected amongst all the Directors as the vice chairman of the Board.</p> <p><u>“Virtual Meeting” shall mean any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u></p> <p>“Written” and “in writing” include all modes of representing or reproducing words in visible form,</p>	<p>person or by proxy) at such general meeting.</p> <p>“TDCC” means the Taiwan Depository & Clearing Corporation.</p> <p>“Treasury Shares” means a Share held in the name of the Company as a treasury share in accordance with the Statute.</p> <p>“TSE” means the Taiwan Stock Exchange Corporation.</p> <p>“US\$” refers to the dollar currency of the United States of America and references to cents or ¢ or should be construed accordingly.</p> <p>“Vice Chairman” means the Director elected amongst all the Directors as the vice chairman of the Board.</p> <p>“Written” and “in writing” include all modes of representing or reproducing words in visible form,</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>including Electronic Record.</p> <p>Words importing the singular number include the plural number and vice versa.</p> <p>Words importing the masculine gender include the feminine gender.</p> <p>Words importing persons include corporations, partnerships, limited liability companies or other business organizations.</p> <p>References to provisions of any law or regulation shall be construed as references to those provisions as amended, re-enacted or replaced from time to time.</p> <p>The word “may” shall be construed as permissive and the word “shall” shall be construed as imperative.</p> <p>Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.</p> <p>Headings are inserted for reference only and shall be ignored in construing these Articles.</p> <p>Sections 8 and <u>19(3)</u> of the Electronic Transactions Act shall not apply.</p>	<p>including Electronic Record.</p> <p>Words importing the singular number include the plural number and vice versa.</p> <p>Words importing the masculine gender include the feminine gender.</p> <p>Words importing persons include corporations, partnerships, limited liability companies or other business organizations.</p> <p>References to provisions of any law or regulation shall be construed as references to those provisions as amended, re-enacted or replaced from time to time.</p> <p>The word “may” shall be construed as permissive and the word “shall” shall be construed as imperative.</p> <p>Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.</p> <p>Headings are inserted for reference only and shall be ignored in construing these Articles.</p> <p>Section 8 of the Electronic Transactions Law shall not apply.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>4. Subject to the provisions in the Statute, the Company shall issue shares without printing share certificates for the Shares issued. Subject to these Articles, the provisions, if any, in the Memorandum (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and may also (subject to the Statute and these Articles) vary such rights; provided that no Share shall be issued at a discount except in accordance with the Statute. So long as the Shares have been listed on the <u>TPEX</u> or on the TSE, notwithstanding anything contained in these Articles and subject always to the law of Cayman Islands, the details of the holders of Shares which are traded on the <u>TPEX</u> or on the TSE shall be recorded by TDCC in accordance with Applicable Public Company Rules, and the Company shall recognize as a Member each person identified as a holder of a Share in the records provided by TDCC to the Company and such records shall form part of</p>	<p>4. Subject to the provisions in the Statute, the Company shall issue shares without printing share certificates for the Shares issued. Subject to these Articles, the provisions, if any, in the Memorandum (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and may also (subject to the Statute and these Articles) vary such rights; provided that no Share shall be issued at a discount except in accordance with the Statute. So long as the Shares have been listed on the <u>GTSM</u> or on the TSE, notwithstanding anything contained in these Articles and subject always to the law of Cayman Islands, the details of the holders of Shares which are traded on the <u>GTSM</u> or on the TSE shall be recorded by TDCC in accordance with Applicable Public Company Rules, and the Company shall recognize as a Member each person identified as a holder of a Share in the records provided by TDCC to the Company and such records shall form part of</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
the Register of Members.	the Register of Members.	
<p>6. Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public unless it is not necessary or appropriate, as determined by the FSC, TSE or <u>TPEX</u>, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail. The Company may also reserve up to 15% of such newly issued shares for subscription by employees of the Company and/or of the Company's Subsidiary(ies). For the avoidance of doubt, this Article 6 does not apply to issuance of Shares resulting from or in connection with any merger, consolidation, spin-off, amalgamation, asset acquisition, reorganization, share swap, share subdivision, stock exchange, conversion of convertible securities, debt instruments or preferred Shares, other issuance of shares for consideration other than cash, issuance of Shares upon exercise of share options, warrants, awards or other rights, or issuance of Restricted</p>	<p>6. Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public unless it is not necessary or appropriate, as determined by the FSC, TSE or <u>GTSM</u>, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail. The Company may also reserve up to 15% of such newly issued shares for subscription by employees of the Company and/or of the Company's Subsidiary(ies). For the avoidance of doubt, this Article 6 does not apply to issuance of Shares resulting from or in connection with any merger, consolidation, spin-off, amalgamation, asset acquisition, reorganization, share swap, share subdivision, stock exchange, conversion of convertible securities, debt instruments or preferred Shares, other issuance of shares for consideration other than cash, issuance of Shares upon exercise of share options, warrants, awards or other rights, or</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
Shares (“Excluded Issuance”).	issuance of Restricted Shares (“Excluded Issuance”).	
<p>18. The transfer of Share may be conducted via the following methods.</p> <p>(a) Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his/her/its Shares by an instrument of transfer. The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.</p> <p>(b) Notwithstanding Article 18(a) above, the Board may, subject to the applicable laws of the Cayman Islands and if so permitted, allow shares of any class in the Company to be transferred without an instrument of transfer by means of a relevant system, including that of the TDCC or any method of transferring or dealing in securities introduced by <u>TPEX</u> or TSE. The Company shall, by notice, require the holder of Shares to give instructions, or appoint a person to give instructions, necessary to transfer title to that Share by means of the relevant system pursuant to the applicable regulations, the facilities and the requirements of the relevant system; provided that such</p>	<p>18. The transfer of Share may be conducted via the following methods.</p> <p>(a) Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his/her/its Shares by an instrument of transfer. The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.</p> <p>(b) Notwithstanding Article 18(a) above, the Board may, subject to the applicable laws of the Cayman Islands and if so permitted, allow shares of any class in the Company to be transferred without an instrument of transfer by means of a relevant system, including that of the TDCC or any method of transferring or dealing in securities introduced by <u>GTSM</u> or TSE. The Company shall, by notice, require the holder of Shares to give instructions, or appoint a person to give instructions, necessary to transfer title to that Share by means of the relevant system pursuant to the applicable regulations, the facilities and the requirements of the relevant system; provided that such</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)’s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
instructions shall be subject always to these Articles and the laws of the Cayman Islands and the Applicable Public Company Rules.	instructions shall be subject always to these Articles and the laws of the Cayman Islands and the Applicable Public Company Rules.	
25-1. <u>The Company's general meeting may be held by means of physical meeting, Virtual Meeting or other methods promulgated by the competent governmental authority of the ROC, including but not limited to hybrid meeting.</u>	(N/A)	Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange.
25-2. <u>In case where a general meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting or hybrid meeting, any shareholder who participates by means of use of such Communication Facilities shall be deemed as presence in person at such meeting. The prerequisites, procedures, and other compliance matters regarding holding a general meeting via hybrid meeting or Virtual Meeting shall be subject to the Applicable Public Company Rules of the ROC.</u>	(N/A)	Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange.

Proposed Amendments	Current Provisions	Reason of Amendment
<p>27. Unless otherwise provided by the Statute, all <u>physical</u> general meetings shall be held in the ROC. If the Board resolves to hold a <u>physical</u> general meeting outside the ROC, the Company shall seek approval from the <u>TPEX</u> or the TSE therefor within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).</p>	<p>27. Unless otherwise provided by the Statute, all general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall seek approval from the <u>GTSM</u> or the TSE therefor within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).</p>	<p>Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange and in response to the change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX).</p>
<p>28. The Directors may, whenever they think fit, and they shall on the requisition of Members of the Company, holding at the date of the deposit of the requisition not less than three percentage (3%) of the total number of the issued shares at the date of the deposit of requisition and whose Shares shall have been held by such Member(s) for at least one (1) year to the date of the deposit of requisition, proceed to convene an extraordinary general meeting of the Company.</p> <p>(a) The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and</p>	<p>28. The Directors may, whenever they think fit, and they shall on the requisition of Members of the Company, holding at the date of the deposit of the requisition not less than three percentage (3%) of the total number of the issued shares at the date of the deposit of requisition and whose Shares shall have been held by such Member(s) for at least one (1) year to the date of the deposit of requisition, proceed to convene an extraordinary general meeting of the Company.</p> <p>(a) The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(b) If the Board does not within fifteen (15) days from the date of the deposit of the requisition dispatch the notice to convene an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the <u>TPEX</u> or the TSE for its prior approval and provided further that any meeting so convened shall not be held after the expiration of three (3) months after the expiration of the said fifteen (15) days.</p> <p>(c) A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board.</p>	<p>be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(b) If the Board does not within fifteen (15) days from the date of the deposit of the requisition dispatch the notice to convene an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the <u>GTSM</u> or the TSE for its prior approval and provided further that any meeting so convened shall not be held after the expiration of three (3) months after the expiration of the said fifteen (15) days.</p> <p>(c) A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board.</p>	
28-2.[Deleted]	28-2. <u>If the board of Directors does not or is unable or if it is in the interest of the Company to convene a</u>	Amendment made in response to the latest

Proposed Amendments	Current Provisions	Reason of Amendment
	<p><u>general meeting, the Independent Director of the Audit Committee may convene a general meeting when necessary.</u></p>	<p>amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange.</p>
<p>33. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, the Company shall send materials relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 29 and Article 30 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules twenty-one (21) days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting. <u>However, in the case of the Company's</u></p>	<p>33. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, the Company shall send materials relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 29 and Article 30 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules twenty-one (21) days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such</p>	<p>Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange and in response to the change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX).</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>paid-in capital reached NT\$10 billion or more as of the last day of the most recent fiscal year, or the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the Register of Members at the time of holding of the annual general meeting in the most recent fiscal year, the Company shall upload the preceding electronic files thirty (30) days prior to such meeting, in the case of the annual general meeting.</u></p>	<p>meeting.</p>	
<p>53. The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission provided that the Board shall allow the voting power of a Member at a general meeting to be exercised by way of electronic transmission if the size of the Company, number and types of Members or other matters meets the threshold set forth in the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. A Member who exercises his/her/its voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to be present</p>	<p>53. The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission provided that the Board shall allow the voting power of a Member at a general meeting to be exercised by way of electronic transmission if the size of the Company, number and types of Members or other matters meets the threshold set forth in the Applicable Public Company Rules; <u>provided, however, that if a general meeting is to be held outside of the ROC, the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission.</u> The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the</p>	<p>Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting.</p>	<p>voting power may be exercised by way of a written ballot or electronic transmission. A Member who exercises his/her/its voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to be present in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting.</p>	
<p>55. For purposes of determining the Members entitled to notice of any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Board may provide that the Register of Members shall be closed for transfers for a stated period as prescribed by the Applicable Public Company Rules. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, the Register of Members shall be closed at least for a period of sixty</p>	<p>55. For purposes of determining the Members entitled to notice of any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Board may provide that the Register of Members shall be closed for transfers for a stated period as prescribed by the Applicable Public Company Rules. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, the Register of Members shall be closed at least for a period of sixty</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>(60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting (inclusive), the date of each extraordinary general meeting (inclusive) and the record date for a Dividend distribution (inclusive), respectively.</p>	<p>(60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting (inclusive), the date of each extraordinary general meeting (inclusive) and the record date for a Dividend distribution (inclusive), respectively.</p>	<p>Chinese articles</p>
<p>57. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation under the hand of an officer or attorney duly authorized in that behalf. A proxy need not be a Member of the Company. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, the instrument appointing a proxy shall be in any usual form or common form approved by the Board from time to time and may be expressed to be for a particular meeting or any adjournment thereof.</p>	<p>57. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation under the hand of an officer or attorney duly authorized in that behalf. A proxy need not be a Member of the Company. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, the instrument appointing a proxy shall be in any usual form or common form approved by the Board from time to time and may be expressed to be for a particular meeting or any adjournment thereof.</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>
<p>61. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".</p>	<p>61. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding</p>

Proposed Amendments	Current Provisions	Reason of Amendment
		amendment in the Chinese articles
<p>102. Directors shall be elected pursuant to Cumulative Voting pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, as applicable, (a) the Company shall adopt a candidate nomination mechanism for the election of the Directors which is in compliance with the Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Board and by an Ordinary Resolution from time to time, which policies shall be in accordance with the</p>	<p>102. Directors shall be elected pursuant to Cumulative Voting pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, as applicable, (a) the Company shall adopt a candidate nomination mechanism for the election of the Directors which is in compliance with the Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Board and by an Ordinary Resolution from time to time, which policies shall be in accordance with</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)’s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Statute, the Memorandum, the Articles and the Applicable Public Company Rules; (b) subject to the requirement of the competent securities authority in the ROC, such candidate nomination mechanism in compliance with the Applicable Public Company Rules shall also be used for the election of Independent Directors.</p>	<p>the Statute, the Memorandum, the Articles and the Applicable Public Company Rules; (b) subject to the requirement of the competent securities authority in the ROC, such candidate nomination mechanism in compliance with the Applicable Public Company Rules shall also be used for the election of Independent Directors</p>	
<p>107. The office of a Director shall be vacated if the Director:</p> <ul style="list-style-type: none"> (a) is removed from office pursuant to these Articles; (b) gives notice in writing to the Company that he resigns the office of Director; (c) dies, becomes bankrupt or under the liquidation process as adjudicated by a court and having not been reinstated to his rights and privileges, or makes any arrangement or composition with his creditors generally; (d) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his legal capacity is restricted according to the 	<p>107. The office of a Director shall be vacated if the Director:</p> <ul style="list-style-type: none"> (a) is removed from office pursuant to these Articles; (b) gives notice in writing to the Company that he resigns the office of Director; (c) dies, becomes bankrupt or under the liquidation process as adjudicated by a court and having not been reinstated to his rights and privileges, or makes any arrangement or composition with his creditors generally; (d) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his legal capacity is restricted according to the 	<p>Amendment made in response to the latest amendment of Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Applicable Laws;</p> <p>(e) has committed an offence as specified in the ROC <u>Organized Crime Prevention Act</u> and subsequently adjudicated guilty by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than five (5) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p> <p>(f) has committed an offence involving fraud, breach of trust or misappropriation and subsequently sentenced to imprisonment of a term of more than one (1) year by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p>	<p>Applicable Laws;</p> <p>(e) has committed an offence as specified in the ROC <u>statute of prevention of organizational crimes</u> and subsequently adjudicated guilty by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than five (5) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p> <p>(f) has committed an offence involving fraud, breach of trust or misappropriation and subsequently sentenced to imprisonment of a term of more than one (1) year by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>(g) has committed an offense as specified in the Anti-Corruption Act and subsequently adjudicated guilty by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p> <p>(h) has been dishonored for use of negotiable instruments, and the term of such sanction has not yet expired; or</p> <p>(i) has been adjudicated of the commencement of assistantship (as defined in the Civil Code of the ROC) and such assistantship or similar declaration having not been revoked.</p> <p>In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), (h) and (i) has occurred to a candidate for Directorship, such person shall be disqualified from being elected as a Director.</p>	<p>(g) has committed an offense as specified in the Anti-Corruption Act and subsequently adjudicated guilty by a final judgment, and (i) has not commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;</p> <p>(h) has been dishonored for use of negotiable instruments, and the term of such sanction has not yet expired; or</p> <p>(i) has been adjudicated of the commencement of assistantship (as defined in the Civil Code of the ROC) and such assistantship or similar declaration having not been revoked.</p> <p>In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), (h) and (i) has occurred to a candidate for Directorship, such person shall be disqualified from being elected as a Director.</p>	
<p>108-2. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, subject to the Applicable Public</p>	<p>108-2. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, subject to the Applicable Public</p>	<p>Amendment made in response to change of</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Company Rules (and the interpretation thereof), any Director (excluding Independent Director) who, during his/her term and in one or more transactions, accumulatively transfers more than fifty percent (50%) of the total Shares held by such Director at the time he/she is elected at a general meeting (the "Election Time"), shall be discharged or vacated from the office of Director automatically and no shareholders' approval shall be required. For so long as the Shares are listed on the <u>TPEX</u> or the TSE, subject to the Applicable Public Company Rules (and the interpretation thereof), if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him/her at the Election Time either (i) during the period from the Election Time to the commencement date of his/her office as Director, or (ii) during the period when the Register of Member is closed for transfer of Shares prior to the general meeting at which such person is elected as a Director (excluding Independent Director), his/her appointment or election as Director shall be null and void. For the purpose of calculation of the aggregate number of Shares transferred by the Director, any transfer of Shares by the Director prior to the adoption of this Article 108-2 shall be</p>	<p>Company Rules (and the interpretation thereof), any Director (excluding Independent Director) who, during his/her term and in one or more transactions, accumulatively transfers more than fifty percent (50%) of the total Shares held by such Director at the time he/she is elected at a general meeting (the "Election Time"), shall be discharged or vacated from the office of Director automatically and no shareholders' approval shall be required. For so long as the Shares are listed on the <u>GTSM</u> or the TSE, subject to the Applicable Public Company Rules (and the interpretation thereof), if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him/her at the Election Time either (i) during the period from the Election Time to the commencement date of his/her office as Director, or (ii) during the period when the Register of Member is closed for transfer of Shares prior to the general meeting at which such person is elected as a Director (excluding Independent Director), his/her appointment or election as Director shall be null and void. For the purpose of calculation of the aggregate number of Shares transferred by the Director, any transfer of Shares by the Director prior to the adoption of this Article 108-2 shall be counted in.</p>	<p>GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>counted in. Notwithstanding the foregoing, this Article 108-2 shall not apply retroactively and thus the Director who has transferred more than fifty percent (50%) of the total Shares held by such Director at the Election Time prior to the adoption of this Article 108-2 shall not be discharged or vacated from the office upon the adoption of this Article 108-2 and for the avoidance of doubt, any transfer of Shares by such Director after the adoption of this Article 108-2 shall be subject to this Article 108-2 and shall be aggregated with the Shares transferred prior to the adoption of this Article 108-2.</p>	<p>Notwithstanding the foregoing, this Article 108-2 shall not apply retroactively and thus the Director who has transferred more than fifty percent (50%) of the total Shares held by such Director at the Election Time prior to the adoption of this Article 108-2 shall not be discharged or vacated from the office upon the adoption of this Article 108-2 and for the avoidance of doubt, any transfer of Shares by such Director after the adoption of this Article 108-2 shall be subject to this Article 108-2 and shall be aggregated with the Shares transferred prior to the adoption of this Article 108-2.</p>	
<p>111-1. So long as the Shares are listed on the <u>TPEX</u>, the Company shall, by a resolution of the Directors, appoint or remove a litigation and non-litigation agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto.</p>	<p>111-1. So long as the Shares are listed on the <u>GTSM</u>, the Company shall, by a resolution of the Directors, appoint or remove a litigation and non-litigation agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto.</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>120-1. Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own Shares (including any redeemable Shares). In the event that the Company proposes to purchase any Share listed on the <u>TPEX</u> pursuant to this Article, the approval of the Board and the implementation thereof should be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the proposal to purchase its Shares listed on the <u>TPEX</u> for any reason.</p>	<p>120-1. Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own Shares (including any redeemable Shares). In the event that the Company proposes to purchase any Share listed on the <u>GTSM</u> pursuant to this Article, the approval of the Board and the implementation thereof should be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the proposal to purchase its Shares listed on the <u>GTSM</u> for any reason.</p>	<p>Amendment made in response to change of GreTai Securities Market (GTSM)'s English name to Taipei Exchange (TPEX). Its Chinese name remains the same and thus no corresponding amendment in the Chinese articles</p>

Comparison Table of Amendments to Procedures for Acquisition or Disposal of Assets

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>Article 5</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the ROC Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was</p>	<p>Article 5</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the ROC Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was</p>	<p>Amended pursuant to Article 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>received.</p> <p>2. May not be a related party or <i>de facto</i> related party of any party to the transaction.</p> <p>3. If the company is required to obtain appraisal reports from two or more Professional appraisers, the different Professional appraisers or appraisal officers may not be related parties or <i>de facto</i> related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-regulatory rules set forth by their respective association and</u> the following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected,</p>	<p>received.</p> <p>2. May not be a related party or <i>de facto</i> related party of any party to the transaction.</p> <p>3. If the company is required to obtain appraisal reports from two or more Professional appraisers, the different Professional appraisers or appraisal officers may not be related parties or <i>de facto</i> related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected,</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepares the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and</u> reasonable, and that they have complied with applicable laws and regulations.</p>	<p>and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepares the report or opinion, and that they have evaluated and found that the information used is reasonable <u>and accurate,</u> and that they have complied with applicable laws and regulations.</p>	
<p>Article 8 Procedures for acquisition or disposal of real property, equipment, or right-of-use assets thereof</p> <p>1. Appraisal procedures: 1-1 The means of price determination The responsible division shall ask for price quotation, compare and negotiate the</p>	<p>Article 8 Procedures for acquisition or disposal of real property, equipment, or right-of-use assets thereof</p> <p>1. Appraisal procedures: 1-1 The means of price determination The responsible division shall ask for price quotation, compare and negotiate the</p>	<p>Amended pursuant to Article 9 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>price, and prepare the analysis report and present to the chairman to make the decision.</p> <p>1-2 Supporting reference material The Company shall refer to the publicly announced value, evaluated value, the actual trading price of near real property, or right-of-use assets thereof, and the appraisal report issued pursuant to paragraph 3 of Article 8, if applicable.</p> <p>2. Operating procedures:</p> <p>2-1 Degree of authority delegated, the levels to which authority is delegated: The responsible division shall prepare budget and submit to the board of directors for approval. Within the ceiling of the approved budget, the chairman is authorized to make decision and handle all the related affairs. In terms of acquisition or disposal to meet the provisional need and beyond the approved budget, for any acquisition or disposal of the assets involving the amount no more than NT\$30 millions, it shall be approved and authorized by the</p>	<p>price, and prepare the analysis report and present to the chairman to make the decision.</p> <p>1-2 Supporting reference material The Company shall refer to the publicly announced value, evaluated value, the actual trading price of near real property, or right-of-use assets thereof, and the appraisal report issued pursuant to paragraph 3 of Article 8, if applicable.</p> <p>2. Operating procedures:</p> <p>2-1 Degree of authority delegated, the levels to which authority is delegated: The responsible division shall prepare budget and submit to the board of directors for approval. Within the ceiling of the approved budget, the chairman is authorized to make decision and handle all the related affairs. In terms of acquisition or disposal to meet the provisional need and beyond the approved budget, for any acquisition or disposal of the assets involving the amount no more than NT\$30 millions, it shall be approved and authorized by the</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>chairman, and for the amount in excess of NT\$ 30 millions, it should be resolved by the board of directors.</p> <p>2-2 the division responsible for implementation The division responsible for implementation of real property, equipment, or right-of-use assets thereof are the users and related authorized and responsible units.</p> <p>2-3 Transaction procedures</p> <p>2-3-1 The acquisition of assets: the responsible division shall prepare the capital expenditure proposal in advance, and evaluate the feasibility, then forward to the finance division to arrange the capital expenditure budget and execution and control afterward.</p> <p>2-3-2 The disposal of assets: the user shall make application, stating the reason and method of disposition, and implement after getting approval.</p> <p>3. Appraisal report. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20</p>	<p>chairman, and for the amount in excess of NT\$ 30 millions, it should be resolved by the board of directors.</p> <p>2-2 the division responsible for implementation The division responsible for implementation of real property, equipment, or right-of-use assets thereof are the users and related authorized and responsible units.</p> <p>2-3 Transaction procedures</p> <p>2-3-1 The acquisition of assets: the responsible division shall prepare the capital expenditure proposal in advance, and evaluate the feasibility, then forward to the finance division to arrange the capital expenditure budget and execution and control afterward.</p> <p>2-3-2 The disposal of assets: the user shall make application, stating the reason and method of disposition, and implement after getting approval.</p> <p>3. Appraisal report. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency of the Republic of China, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a Professional appraiser and shall further comply with the following provisions:</p> <p>3.1 Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent changes to the terms and conditions of the transaction.</p> <p>3.2 Where the transaction amount is NT\$1 billion or more, appraisals from two or more Professional appraisers shall be obtained.</p>	<p>percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency of the Republic of China, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a Professional appraiser and shall further comply with the following provisions:</p> <p>3.1 Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent changes to the terms and conditions of the transaction.</p> <p>3.2 Where the transaction amount is NT\$1 billion or more, appraisals from two or more Professional appraisers shall be obtained.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>3.3 Where any one of the following circumstances applies with respect to the Professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>3-3-1 The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>3-3-2 The discrepancy between the appraisal results of two or more Professional appraisers is 10 percent or more of the transaction amount.</p>	<p>3.3 Where any one of the following circumstances applies with respect to the Professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <u>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>3-3-1 The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>3-3-2 The discrepancy between the appraisal results of two or more Professional appraisers is 10 percent or more of the transaction amount.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>3.4 No more than three months may pass between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced value for the same period is the same and not more than six months have elapsed, an opinion may still be issued by the original Professional appraiser.</p>	<p>3.4 No more than three months may pass between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced value for the same period is the same and not more than six months have elapsed, an opinion may still be issued by the original Professional appraiser.</p>	
<p>Article 9 Procedures for acquisition or disposal of securities</p> <p>1. Appraisal procedures:</p> <p>1.1 The means of price determination</p> <p>1-1-1 Acquisition or disposal securities which are trading on the stock exchange or over the counter, the price is determined by the market.</p> <p>1-1-2 Acquisition or disposal securities which are not trading on the stock exchange nor over the counter, it shall refer the book value per share, the profitability, the potential, the market rate, the interest rate, and the credibility of the creditors and refer the</p>	<p>Article 9 Procedures for acquisition or disposal of securities</p> <p>1. Appraisal procedures:</p> <p>1.1 The means of price determination</p> <p>1-1-1 Acquisition or disposal securities which are trading on the stock exchange or over the counter, the price is determined by the market.</p> <p>1-1-2 Acquisition or disposal securities which are not trading on the stock exchange nor over the counter, it shall refer the book value per share, the profitability, the potential, the market rate, the interest rate, and the credibility of the creditors and refer the</p>	<p>Amended pursuant to Article 10 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>professional opinion and other trading price at that time.</p> <p>1.2 Reference basis Prior to the date of occurrence of acquiring or disposing of securities, the Company shall obtain financial statements of the issuing company for the most recent period, audited or reviewed by a certified public accountant, for reference in appraising the transaction price. The Company shall also refer the professional opinion provided under Article 9 paragraph 3, if applicable.</p> <p>2. Operating procedures:</p> <p>2.1 Degree of authority delegated, the levels to which authority is delegated: The responsible division shall prepare budget and submit to the board of directors for approval. Within the ceiling of the budget, the chairman is authorized to make decision and handle all the related affairs. If beyond the approved budget, for any acquisition or disposal of the assets involving the amount no more than NT\$30 millions, it shall be approved and authorized by the chairman, and for the</p>	<p>professional opinion and other trading price at that time.</p> <p>1.2 Reference basis Prior to the date of occurrence of acquiring or disposing of securities, the Company shall obtain financial statements of the issuing company for the most recent period, audited or reviewed by a certified public accountant, for reference in appraising the transaction price. The Company shall also refer the professional opinion provided under Article 9 paragraph 3, if applicable.</p> <p>2. Operating procedures:</p> <p>2.1 Degree of authority delegated, the levels to which authority is delegated: The responsible division shall prepare budget and submit to the board of directors for approval. Within the ceiling of the budget, the chairman is authorized to make decision and handle all the related affairs. If beyond the approved budget, for any acquisition or disposal of the assets involving the amount no more than NT\$30 millions, it shall be approved and authorized by the chairman, and for the</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>amount in excess of NT\$ 30 millions, it should be resolved by the board of directors; provided, however, that any acquisition or disposal of the securities with low risk (including but not limited to treasury bonds or securities traded on the money market) shall be approved and authorized by the chairman.</p> <p>2.2 The division responsible for implementation The finance division is the responsible division.</p> <p>2.3 Transaction procedure The responsible division shall form an evaluation team and shall be responsible for execution only after feasibility study.</p> <p>3. Professional opinion In acquiring or disposing securities where the transaction amount reaches 20 percent of paid-in capital of the Company or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of</p>	<p>amount in excess of NT\$ 30 millions, it should be resolved by the board of directors; provided, however, that any acquisition or disposal of the securities with low risk (including but not limited to treasury bonds or securities traded on the money market) shall be approved and authorized by the chairman.</p> <p>2.2 The division responsible for implementation The finance division is the responsible division.</p> <p>2.3 Transaction procedure The responsible division shall form an evaluation team and shall be responsible for execution only after feasibility study.</p> <p>3. Professional opinion In acquiring or disposing securities where the transaction amount reaches 20 percent of paid-in capital of the Company or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA</u></p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (the “FSC”).</p>	<p><u>shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (the “FSC”).</p>	
<p>Article 11 1. The Company that acquires or disposes of assets from or to a related party shall, in addition to ensure that the necessary resolutions are adopted the reasonableness of the transaction terms is appraised, and other relevant matters are carried out, in compliance with the Article 8 to 10 of these Procedures and this Article, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the Article 8 to 10. The calculation of the transaction amount referred to in this paragraph shall be made in accordance with</p>	<p>Article 11 1. The Company that acquires or disposes of assets from or to a related party shall, in addition to ensure that the necessary resolutions are adopted the reasonableness of the transaction terms is appraised, and other relevant matters are carried out, in compliance with the Article 8 to 10 of these Procedures and this Article, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the Article 8 to 10. The calculation of the transaction amount referred to in this paragraph shall be made in accordance with</p>	<p>Amended pursuant to Article 15 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>Article 10-1 herein. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. The Company that intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof (except for trading of domestic government bonds issued by either central or local government agency of the Republic of China, bonds under repurchase/resale agreements, purchase or repurchase of money market fund issued by the Republic of China securities investment trust enterprises) from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and the board of directors.</p>	<p>Article 10-1 herein. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. The Company that intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof (except for trading of domestic government bonds issued by either central or local government agency of the Republic of China, bonds under repurchase/resale agreements, purchase or repurchase of money market fund issued by the Republic of China securities investment trust enterprises) from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and the board of directors.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>2.1 The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>2.2 The reason for choosing the related party as a trading counterparty.</p> <p>2.3 With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of Article12 and 13.</p> <p>2.4 The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party.</p> <p>2.5 Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the use of proceeds.</p> <p>2.6 An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p>	<p>2.1 The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>2.2 The reason for choosing the related party as a trading counterparty.</p> <p>2.3 With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of Article12 and 13.</p> <p>2.4 The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party.</p> <p>2.5 Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the use of proceeds.</p> <p>2.6 An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>2.7 Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. With respect to the types of transactions listed below, when to be conducted between the Company and its Subsidiaries, or between the Subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may, pursuant to the paragraph 2 of Article 8, delegate the chairman to decide such matters when the transaction is within a certain amount and subsequently submit the decisions to the next board of directors</p>	<p>2.7 Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. The calculation of the transaction amounts referred to in the <u>preceding paragraph</u> shall be made in accordance with Article 22, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the audit committee need not be counted toward the transaction amount.</p> <p>4. With respect to the types of transactions listed below, when to be conducted between the Company and its Subsidiaries, or between the Subsidiaries in which the Company directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may, pursuant to the paragraph 2 of Article 8, delegate the chairman to decide such matters when the transaction is within a certain amount and subsequently submit the decisions to the next board of directors</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>meeting for ratification.</p> <p><u>3.1</u> Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p><u>3.2</u> Acquisition or disposal of real property right-of-use assets held for business use.</p> <p><u>4.</u> Where the position of independent director has been established in accordance with the provisions of the Act, when an acquisition of real property from a related party is submitted for discussion by the board of directors pursuant to paragraph 2 of this Article 11, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p><u>5.</u> Where an audit committee has been established in accordance with the provisions of the Act, the matters for which paragraph 2 requires approval by one half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis</p>	<p>meeting for ratification.</p> <p><u>4.1</u> Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p><u>4.2</u> Acquisition or disposal of real property right-of-use assets held for business use.</p> <p><u>5.</u> Where the position of independent director has been established in accordance with the provisions of the Act, when an acquisition of real property from a related party is submitted for discussion by the board of directors pursuant to paragraph 2 of this Article 11, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p><u>6.</u> Where an audit committee has been established in accordance with the provisions of the Act, the matters for which paragraph 2 requires approval by one half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>mutandis application of the provisions of Article 28, paragraphs 3 and 4.</p> <p>6. <u>The Company or any non-public Subsidiary that intends to conduct transactions specified in the paragraph 2 of this Article 11 and the transaction amount reaches 10 percent or more of the Company's total assets, may not proceed to enter into a transaction contract or make a payment until each information listed in the paragraph 2 of this Article 11 have been approved by the shareholders meeting. This restriction shall not apply to the transactions between the Company and its Subsidiaries, or between the Subsidiaries.</u></p> <p>7. The calculation of the transaction amounts referred to in the <u>paragraph 2 and paragraph 6 of this Article 11</u> shall be made in accordance with Article 22, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the <u>shareholders meeting and</u> board of directors and recognized by the audit</p>	<p>mutatis mutandis application of the provisions of Article 28, paragraphs 3 and 4.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>committee need not be counted toward the transaction amount.</p>		
<p>Article 22</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from day of occurrence of the fact:</p> <p>1.1 Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds issued by either central or local government agency of the Republic of China, bonds under repurchase and resale agreements, or</p>	<p>Article 22</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from day of occurrence of the fact:</p> <p>1.1 Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds issued by either central or local government agency of the Republic of China, bonds under repurchase and resale agreements, or</p>	<p>Amended pursuant to Article 31 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p>

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>purchase or repurchase of money market fund issued by Republic of China securities investment trust enterprises.</p> <p>1.2 Merger, spin-off, acquisition, or transfer of shares.</p> <p>1.3 Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in Company's Procedures for Financial Derivatives Transactions.</p> <p>1.4 Where equipment or right-of-use assets thereof for business use are acquired or disposed of, the trading counterparty is not a related party, and the transaction amount is no less than NT\$500 million.</p> <p>1.5 Where land is acquired under an arrangement for commissioned construction on self-owned land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, the transaction counterparty is not a related party, and the amount the Company</p>	<p>purchase or repurchase of money market fund issued by Republic of China securities investment trust enterprises.</p> <p>1.2 Merger, spin-off, acquisition, or transfer of shares.</p> <p>1.3 Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in Company's Procedures for Financial Derivatives Transactions.</p> <p>1.4 Where equipment or right-of-use assets thereof for business use are acquired or disposed of, the trading counterparty is not a related party, and the transaction amount is no less than NT\$500 million.</p> <p>1.5 Where land is acquired under an arrangement for commissioned construction on self-owned land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, the transaction counterparty is not a related party, and the amount the Company</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>expects to invest in the transaction is no less than NT\$500 million.</p> <p>1.6 Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital of the Company or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>1-6-1 Trading of domestic government bonds issued by either central or local government of the Republic of China, <u>or government bonds of other countries with a rating equivalent to or above the sovereign rating of Republic of China.</u></p> <p>1-6-2 Trading of bonds under repurchase/resale agreements or purchase or repurchase of money market fund issued by the Republic of China securities investment trust enterprises.</p> <p>2. The amount of transactions above shall be calculated as follows:</p> <p>2.1 The amount of any individual transaction.</p>	<p>expects to invest in the transaction is no less than NT\$500 million.</p> <p>1.6 Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital of the Company or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>1-6-1 Trading of domestic government bonds issued by either central or local government of the Republic of China.</p> <p>1-6-2 Trading of bonds under repurchase/resale agreements or purchase or repurchase of money market fund issued by the Republic of China securities investment trust enterprises.</p> <p>2. The amount of transactions above shall be calculated as follows:</p> <p>2.1 The amount of any individual transaction.</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>2.2 The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within one year.</p> <p>2.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within one year.</p> <p>2.4 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within one year. Within one year as used in preceding paragraph refers to the year preceding the base date of occurrence of the current transaction. The amounts of the transactions duly announced in accordance with these Procedures may be excluded for the purpose of calculation.</p> <p>3. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the 2</p>	<p>2.2 The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within one year.</p> <p>2.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within one year.</p> <p>2.4 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within one year. Within one year as used in preceding paragraph refers to the year preceding the base date of occurrence of the current transaction. The amounts of the transactions duly announced in accordance with these Procedures may be excluded for the purpose of calculation.</p> <p>3. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the 2</p>	

Proposed Amendments	Current Provisions	Reasons of Amendment
<p>paragraphs above, a public report of relevant information shall be made on the information reporting website designated by the FSC within two days commencing immediately from the day of occurrence of the fact:</p> <p>3.1 Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>3.2 The merger, spin-off, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.3 Change to the originally publicly announced and reported information.</p>	<p>paragraphs above, a public report of relevant information shall be made on the information reporting website designated by the FSC within two days commencing immediately from the day of occurrence of the fact:</p> <p>3.1 Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>3.2 The merger, spin-off, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.3 Change to the originally publicly announced and reported information.</p>	

**Comparison Table of Amendments to
The Amended and Restated Rules and Procedures of General Meeting**

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Article 3</p> <p>The Company shall specify the time and location for the <u>shareholders’, the proxy solicitors’, and the proxy agents’</u> (the “Members”) attendance registration and other guidelines for the Meeting in the Company’s meeting notice.</p> <p>The Company shall start to process the <u>Members’</u> attendance registration at least 30 minutes before the Meeting starts. The registration desk shall be clearly signed and there shall be sufficient capable personnel at the registration desk to process the registration by the <u>Members</u>. <u>In terms of Virtual Meeting or hybrid meeting, the Company shall start to process the Members’ attendance registration on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting at least 30 minutes before the Meeting starts, and the Members who complete the registration process shall be deemed as presence in person at the Meeting.</u></p>	<p>Article 3</p> <p>The Company shall specify the time and location for the shareholders’ attendance registration and other guidelines for the Meeting in the Company’s meeting notice.</p> <p>The Company shall start to process the <u>shareholders’</u> attendance registration at least 30 minutes before the Meeting starts. The registration desk shall be clearly signed and there shall be sufficient capable personnel at the registration desk to process the registration by the <u>shareholders</u>.</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association, and coupled with some necessary editorial revisions.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Members attending the Meeting shall submit attendance card, sign-in card or other certificate of attendance issued by the Company for verification to attend the Meeting. The proxy solicitor shall further provide ID document for verification.</p> <p>The Company shall prepare an attendance book for Members to sign in, or the Member present may hand in an attendance card in lieu of signing on the attendance book. <u>The attendance of the Members in the Meeting shall be calculated based on number of shares held or represented by such Members.</u> The number of shares represented by Members attending the Meeting shall be calculated in accordance with those indicated on the attendance book or the attendance cards submitted by the Members, <u>those registered on the platform of the Communication Facilities for Virtual Meeting or the hybrid meeting, and those being voted by way of written ballots or by way of electronic transmission.</u></p> <p>The Company shall prepare and send agenda handbooks, annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Members in accordance with the applicable laws and the Articles of</p>	<p>Members attending the Meeting shall submit attendance card, sign-in card or other certificate of attendance issued by the Company for verification to attend the Meeting. The proxy solicitor shall further provide ID document for verification.</p> <p>The Company shall prepare an attendance book for Members to sign in, or the Member present may hand in an attendance card in lieu of signing on the attendance book. The number of shares represented by Members attending the Meeting shall be calculated in accordance with those indicated on the attendance book or the attendance cards submitted by the Members.</p> <p>The Company shall prepare and send agenda handbooks, annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Members in accordance with the applicable laws and the Articles of</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Association of the Company. In the event of a Meeting at which the agenda of election of directors is proposed, a printed ballot shall also be sent to the Members as well.</p> <p>Any government or corporation which is a Member of the Company may designate more than one person as its representatives to attend the Meeting; provided, however, that only one person is entitled to vote and exercise the rights of such Member.</p> <p>On the day of the Meeting, the Company shall compile a statistical statement of the number of shares obtained by the proxy solicitor through solicitation, the number of shares represented by the proxy agent, <u>and the number of shares being voted by way of written ballots or by way of electronic transmission</u>, and shall make an express disclosure of the same at the site of the Meeting. <u>When the Meeting is held by means of Virtual meeting or hybrid meeting, the Company shall upload the information stated above to the platform of the Communication Facilities for Virtual Meeting or hybrid meeting at least 30 minutes before the Meeting starts, and continue to disclose until the end of the Meeting. When the Meeting is held by means of Virtual Meeting or hybrid meeting, the Company shall disclose the total</u></p>	<p>Association of the Company. In the event of a Meeting at which the agenda of election of directors is proposed, a printed ballot shall also be sent to the Members as well.</p> <p>Any government or corporation which is a Member of the Company may designate more than one person as its representatives to attend the Meeting; provided, however, that only one person is entitled to vote and exercise the rights of such Member.</p> <p>On the day of the Meeting, the Company shall compile a statistical statement of the number of shares obtained by the proxy solicitor through solicitation <u>and</u> the number of shares represented by the proxy agent, and shall make an express disclosure of the same at the site of the Meeting.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>number of Shares represented by the Members present in the Meeting on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting in the beginning of the Meeting. If any other statistical statements of the total number of shares represented by the Members present in the Meeting or the number of votes carried by such shares is made in the meeting, such statistical statements shall also be disclosed.</u></p> <p>Chairman shall call the Meeting to order at the time scheduled for the Meeting. If, upon the time appointed for the Meeting a quorum is not present, the chairman may postpone the Meeting for two times at most and for up to one hour in total with the same quorum requirements as the Meeting originally convened. If after two postponements the number of shares represented by the attending Members has not yet constituted the quorum required for such Meeting, the chairman of the Meeting shall dissolve the Meeting or adjourn the Meeting to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the chairman of the general meeting shall dissolve the meeting. <u>When the Meeting is held by means of Virtual Meeting or hybrid meeting, the</u></p>	<p>Chairman shall call the Meeting to order at the time scheduled for the Meeting. If, upon the time appointed for the Meeting a quorum is not present, the chairman may postpone the Meeting for two times at most and for up to one hour in total with the same quorum requirements as the Meeting originally convened. If after two postponements the number of shares represented by the attending Members has not yet constituted the quorum required for such Meeting, the chairman of the Meeting shall dissolve the Meeting or adjourn the Meeting to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the chairman of the general meeting shall dissolve the meeting.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>Company shall dissolve the Meeting on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting.</u></p>		
<p>Article 4 The Meeting shall be held in the ROC. The time for commencing the said Meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock local time in the afternoon.</p> <p><u>The Meeting held by means of Virtual Meeting may be exempted from the above location requirement.</u></p>	<p>Article 4 The Meeting shall be held in the ROC. The time for commencing the said Meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock local time in the afternoon.</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association.</p>
<p>Article 6 Unless otherwise specified in applicable laws or in the Articles of Association of the Company, a resolution shall be adopted by an Ordinary Resolution.</p> <p>At any Meeting resolutions put to the vote of the Meeting shall be decided on a poll. The counting of votes shall be conducted in public in the place of the Meeting. The number or proportion of the votes in favor of, or against, that resolution and result of the voting (including the number of vote counted) should be announced after vote counting at the Meeting and shall be recorded in the minutes of the Meeting.</p>	<p>Article 6 Unless otherwise specified in applicable laws or in the Articles of Association of the Company, a resolution shall be adopted by an Ordinary Resolution.</p> <p>At any Meeting resolutions put to the vote of the Meeting shall be decided on a poll. The counting of votes shall be conducted in public in the place of the Meeting. The number or proportion of the votes in favor of, or against, that resolution and result of the voting (including the number of vote counted) should be announced after vote counting at the Meeting and shall be recorded in the minutes of the Meeting.</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association, and coupled with some necessary editorial revisions.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>When the Company holds the Meeting by means of Virtual Meeting or hybrid meeting, after the chairman announces the commencement of the Meeting, the Member who attends or participates by means of Communications Facilities shall vote, including electing, on the platform of the Communication Facilities for the Virtual Meeting or the hybrid meeting by the deadline of voting announced by the chairman; otherwise, the Member shall be deemed to abstain from voting his/her/its shares.</u></p> <p><u>When the Meeting is held by means of Virtual Meeting or hybrid meeting, after the chairman announces the end of the voting, the Company shall count the votes at one time and then announces the result of voting, including the results of the election.</u></p> <p>If there shall be an amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further resolution is necessary.</p>	<p>If there shall be an amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further resolution is necessary.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>Where there is a proposal for election of directors in a Meeting, such election shall be conducted in accordance with the Rules for Election of Directors, and the results of the election, including the list of directors elected and the votes casted on each of the directors elected, should be announced by the chairman at the Meeting. The ballots for the election shall be sealed up and signed by the person(s) supervising the election, and retained for at least one year. If litigation occurs regarding any election resolved by the <u>Members</u> before the above retention period expires, the relevant ballots shall be continuously retained until the litigation is concluded and finalized.</p>	<p>Where there is a proposal for election of directors in a Meeting, such election shall be conducted in accordance with the Rules for Election of Directors, and the results of the election, including the list of directors elected and the votes casted on each of the directors elected, should be announced by the chairman at the Meeting. The ballots for the election shall be sealed up and signed by the person(s) supervising the election, and retained for at least one year. If litigation occurs regarding any election resolved by the <u>shareholders</u> before the above retention period expires, the relevant ballots shall be continuously retained until the litigation is concluded and finalized.</p>	
<p>Article 9</p> <p>When a Member present at the Meeting would like to make a statement about the agenda, a speech note should be filled out with summary of the speech, the Member's number (or the number of attendance card) and the name of the member. In the event of multiple speech notes, the sequence of speeches by Members should be decided by the chairman.</p> <p>If any <u>Member</u> present at the Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such <u>Member</u>. In case the contents of the speech of a <u>Member</u> are inconsistent with the contents of the speech note, the contents of actual speech</p>	<p>Article 9</p> <p>When a Member present at the Meeting would like to make a statement about the agenda, a speech note should be filled out with summary of the speech, the Member's number (or the number of attendance card) and the name of the member. In the event of multiple speech notes, the sequence of speeches by Members should be decided by the chairman.</p> <p>If any <u>shareholder</u> present at the Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such <u>shareholder</u>. In case the contents of the speech of a <u>shareholder</u> are inconsistent with the contents of the speech note, the</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association, and coupled with some necessary editorial revisions.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>shall prevail.</p> <p>Unless otherwise permitted by the chairman, each Member shall, for each agenda, speak at most two times and each time shall not exceed 5 minutes. In case the speech of any <u>Member</u> violates the above provision or exceeds the scope of the agenda, the chairman may restrain such Member from making any further statement.</p> <p>Unless otherwise permitted by the chairman and the Member in speaking, no other Member is permitted to interrupt the speeches of the said Members, otherwise the chairman shall stop such interruption.</p> <p>If a corporate Member designates two or more representatives to attend the Meeting, only one representative is allowed to make a statement for each agenda.</p> <p>After the speech of a Member, the chairman may respond himself/herself personally or appoint an appropriate relevant person to respond.</p> <p><u>When the Meeting is held by means of Virtual Meeting or the hybrid meeting, after the chairman announces the</u></p>	<p>contents of actual speech shall prevail.</p> <p>Unless otherwise permitted by the chairman, each Member shall, for each agenda, speak at most two times and each time shall not exceed 5 minutes. In case the speech of any <u>shareholder</u> violates the above provision or exceeds the scope of the agenda, the chairman may restrain such Member from making any further statement.</p> <p>Unless otherwise permitted by the chairman and the Member in speaking, no other Member is permitted to interrupt the speeches of the said Members, otherwise the chairman shall stop such interruption.</p> <p>If a corporate Member designates two or more representatives to attend the Meeting, only one representative is allowed to make a statement for each agenda.</p> <p>After the speech of a Member, the chairman may respond himself/herself personally or appoint an appropriate relevant person to respond.</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p><u>beginning of the Meeting and before the Meeting is dissolved, the Member who participates by means of Communications Facilities may raise questions in writing on the platform of Communication Facilities for the Virtual Meeting or the hybrid meeting at most two times each agenda. The question shall contain no more than two hundreds (200) words. The foregoing Clauses 1 to 5 shall not apply in the case of Virtual Meeting.</u></p>		
<p>Article 10 The process of <u>Members</u>' attendance registration, the process of the Meeting and the process of votes counting shall be tape recorded and videotaped continuously. These audio and video recording shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the Meeting and procedures, the relevant audio and video recording shall be continuously retained until the litigation id concluded and finalized.</p> <p>The resolutions of general meeting shall be recorded in the meeting minutes. The meeting minutes shall record the place, the date of the meeting (including yy/mm/dd), the name of the chairman, the voting method, summary of the discussion process and the result. Meeting minutes shall be signed or chopped by the chairman of the Meeting and distributed to all Members within</p>	<p>Article 10 The process of <u>shareholders</u>' attendance registration, the process of the Meeting and the process of votes counting shall be tape recorded and videotaped continuously. These audio and video recording shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the Meeting and procedures, the relevant audio and video recording shall be continuously retained until the litigation id concluded and finalized.</p> <p>The resolutions of general meeting shall be recorded in the meeting minutes. The meeting minutes shall record the place, the date of the meeting (including yy/mm/dd), the name of the chairman, the voting method, summary of the discussion process and the result. Meeting minutes shall be signed or chopped by the chairman of the Meeting and distributed to all Members within</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association, and coupled with some necessary editorial revisions.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<p>twenty days after the Meeting, and shall be published on the website pursuant to the Applicable Public Company Rules.</p> <p><u>When the Meeting is held by means of Virtual Meeting or the hybrid meeting, in addition to the matters stated in the foregoing clause, the meeting minutes shall also record when the Meeting starts and dissolves, how the Meeting is being called and held, the respective names of the chairman and the secretary, and the approaches taken to solve the problems if the Members are unable to participate by means of video or similar communications facilities because of natural disasters, unforeseen events, or any other force majeure or because of the non-function or breakdown on the communications facilities for the Virtual Meeting or the hybrid meeting caused by such event.</u></p> <p><u>When the Meeting is held by means of Virtual Meeting, in addition to the matters stated in the foregoing clause, the alternative measures provided to the Members who have difficulties to participate by means of use of Communications Facilities shall be recorded in the meeting minute.</u></p> <p>The meeting minutes shall be kept throughout the life of</p>	<p>twenty days after the Meeting, and shall be published on the website pursuant to the Applicable Public Company Rules.</p> <p>The meeting minutes shall be kept throughout the life of</p>	

Proposed Amendments	Current Provisions	Reason of Amendment
<p>the Company. The meeting minutes may be distributed by means of electronic transmission. The distribution of meeting minutes as required above may be effected by means of public notice on the website pursuant to the Applicable Public Company Rules.</p> <p>Public announcement of any resolution in respect of any material information prescribed by the Applicable Public Company Rules shall be made timely on the information reporting website designated by the competent authority.</p>	<p>the Company. The meeting minutes may be distributed by means of electronic transmission. The distribution of meeting minutes as required above may be effected by means of public notice on the website pursuant to the Applicable Public Company Rules.</p> <p>Public announcement of any resolution in respect of any material information prescribed by the Applicable Public Company Rules shall be made timely on the information reporting website designated by the competent authority.</p>	
<p>Article 13</p> <p><u>When the Meeting is held by means of Virtual Meeting or hybrid meeting, the Company shall timely disclose the results of the voting and elections on the platform of the Communication Facilities for the Virtual Meeting or the hybrid meeting right after the voting or the election ends. Such disclosure shall remain at least 15 minutes after the Meeting is dissolved.</u></p>	<p>Article 13</p> <p><u>These Rules and Procedures shall be effective from the date of listing of shares of the Company on the GTSM or the TSE, as applicable. Any amendment or revision thereto shall be effective upon the approval of the Meeting.</u></p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association, and move the original Article 13 to Article 15.</p>
<p>Article 14</p> <p><u>When the Meeting is held by means of Virtual Meeting or hybrid meeting, before the Meeting is dissolved, if the Members are unable to participate by means of video or similar communications facilities because of natural disasters, unforeseen events, or any other force majeure</u></p>	<p>N/A</p>	<p>Amendment made in response to the new provisions of virtual meeting and hybrid meeting added to the Articles of Association,.</p>

Proposed Amendments	Current Provisions	Reason of Amendment
<u>or because of the non-function or breakdown on the communications facilities caused by such event and such situation remains for 30 minutes or longer, the Meeting shall be adjourned or reconvened within 5 days, and Article 182 of the Company Act does not apply.</u>		
<u>Article 15</u> <u>These Rules and Procedures shall be effective from the date of listing of shares of the Company on the TPEX or the TSE, as applicable. Any amendment or revision thereto shall be effective upon the approval of the Meeting.</u>	(Article 13)	Amendment to move the original Article 13 to Article 15.

LIST OF DIRECTOR (INDEPENDENT DIRECTOR INCLUSIVE) CANDIDATES

	Title	Name	Holding Shares (Note 1)	Education, Professional Qualifications & Recognitions	Major Past Positions	Current Positions	Served as an Independent Director for three consecutive terms
1	Director	Ji Zhao	2,074,430	EE PhD of University of California Irvine	VP of Engineering at Cerdelinx Technologies President of Parade (US)	CEO & Chairman of Parade (US) Chairman of Parade (SH) Chairman of Parade (NJ) Chairman of Parade (KR) Chairman of Parade (CQ) Director of Pinchot Ltd.	N/A
2	Director	Ming Qu	2,023,735	EE PhD of Texas A&M University	CTO at Cerdelinx Technologies	President of Parade President & Executive Vice President of Engineering of Parade (US) Director of Parade (SH) Director of Parade (NJ) Director of Parade (CQ) President of Parade (CQ) Director of Pinchot Ltd.	N/A
3	Director	Huang, Ta-Lun	238,007	MBA of University of Michigan, Ann Arbor Bachelor degree of National Chiao Tung University of Science and Technology	Partner of AsiaVest Partners	Chairman and Head of Strategy Development Office of GCS Holdings, Inc. Representative of Corporate Director of GCS Device Technologies, Co., Ltd. Director of Amulaire Thermal Tech. Director of Tcera Corporation Independent Director of Egis Technology Inc. Independent Director of MIKOBEAUTE Independent Director of ALi Co. Director of Unikorn Semiconductor Corporation Chairman of Shanghai Galasemi Co., Ltd. Director of InnoCare Optoelectronics Corp.	N/A

	Title	Name	Holding Shares (Note 1)	Education, Professional Qualifications & Recognitions	Major Past Positions	Current Positions	Served as an Independent Director for three consecutive terms
4	Director	Yang, Jung Kung	153,155	MBA of University of Missouri-Columbia	Senior Vice President at UMC Capital	<p>Managing Director of Translink Capital</p> <p>Director of Parade (SH)</p> <p>Director of Reed Semiconductor Corporation</p> <p>Director of Point Robotics Medtech Inc.</p> <p>Director of XConn Technologies Holdings, Ltd.</p> <p>Director of X2 Power Technologies Limited</p> <p>Director of Shenzhen Immotor Technology Co. Ltd.</p> <p>Legal Representative Director of GrandTech C.G. Systems Inc.</p> <p>Director of DCard Holdings Ltd.</p> <p>Director of Pakal Technologies, Inc.</p> <p>Director of Axonne, Inc.</p> <p>Director of UBiAi International (Cayman) Limited</p> <p>Legal Representative Director of iWEECARE</p> <p>Independent Director of GCS Holdings, Inc.</p>	N/A
5	Independent Director	Dennis Lynn Segers	54,004	BSEE of Texas A&M University	<p>CEO of Tabula, Inc.</p> <p>Director, CEO and president of Matrix Semiconductor</p> <p>Chairman of the Board, Senior VP of Xilinx, Inc.</p> <p>Director & Chairman-Emerging Company CEO Council at Global Semiconductor Alliance</p>	<p>adjunct lecturer of Santa Clara University</p> <p>Director of Flip Electronics</p>	Yes (Note 2)

	Title	Name	Holding Shares (Note 1)	Education, Professional Qualifications & Recognitions	Major Past Positions	Current Positions	Served as an Independent Director for three consecutive terms
6	Independent Director	Shen, Jen Lin	0	Master of Economics at National Chung Hsin University	CFO of Motech Industries, Inc. CFO & SVP of Systex Corporation Independent Director of Coland Holdings Limited	Independent Director of Parpro Corporation.	Yes (Note 2)
7	Independent Director	Laura Huang	0	MBA of University of Missouri, USA Bachelor of Business Administration of Fu Jen Catholic University	Managing Director, Country Team Head, Ultra High Net Worth Taiwan of UBS AG Managing Director of Investments of Merrill Lynch (Asia Pacific) Ltd., Hong Kong Managing Director, Head of Taiwan Investment Banking of China Development Financial Holding Cor., Taiwan	Independent Director of VisEra Technology Co., Ltd. Taiwan	NO

Note 1: Shares as of April 20, 2019

Note 2: Reason of continuing to nominate candidates who have served consecutively as independent directors for three consecutive terms as independent directors of the Company:

1. Mr. Dennis Lynn Segers is a Director of Flip Electronics and also an adjunct lecturer at Santa Clara University, where he teaches managerial accounting related courses. Before serving such position, Mr. Dennis Lynn Segers was the chairman of Xilinx, Inc. and also served as the Director & Chairman-Emerging Company CEO Council at Global Semiconductor Alliance. Mr. Segers is experienced in semiconductor and international information technology business. Mr. Dennis Lynn Segers has been in Silicon Valley for years, even decades. Given such, Mr. Dennis Lynn Segers has a large circle of friends and acquaintances engaged in semi-conductor industry and is able to experience and observe the development in this industry timely and personally. During his term as the independent director, Mr. Segers has provided various advices and different views, which is of help to the company's growth and critical management decision. The Company needs his observation and insights to advise and guide Parade's future direction. The Board believes he continues to possess the requisite independence and his continuous services will not compromise his ability to exercise impartial judgment or act.
2. Mr. Jen-Lin (Norman) Shen is the chair of the audit committee. Mr. Shen has expertise of finance and accounting. Mr. Shen is familiar with the industries as well as ROC laws and corporate governance rules. During his term as the independent director, Mr. Shen has provided various thoughts and advices, including those about the ROC business and legal environment, which is of help to the company's growth and critical management decision. The Company needs his observation and insights to advise and guide Parade's future direction. The Board believes he continues to possess the requisite independence and his continuous services will not compromise his ability to exercise impartial judgment or act.