

Stock Code:4999



鑫禾科技股份有限公司
Sinher Technology Inc.

Handbook for the 2023 Annual Meeting of Shareholders

Meeting date and time: 9 :00 a.m ON June 29, 2023

**Meeting place: No. 128, Section 1, Datong Road, Xizhi District,
New Taipei City(Fuji Grand Hotel)**

Table of Contents

I 、 Meeting Procedure	1
II 、 Meeting Agenda	2
1. Reported Matters	3
2. Matters for ratification	5
3. Matters for Discussion	
4. Extempore motions	5
5. Adjournment	5
III. Attachments	
1.2022 Business Report	6
2.2022 Audit committee’s Review Report	9
3. CPA’s Audit Report and 2022 Financial Statements	10
4. 2022 Earnings Distribution Statement	26
5.Tabel Comparing the Original and the Amended Articles of the” Rules of Procedure for Board of Directors Meeting	27
6. Tabel Comparing the Original and the Amended Articles of the” Rules of Procedures for Shareholders Meetings “	30
III. Appendix	
1. Articles of Incorporation	51
2. Rules of Procedure for Shareholders Meetings	57
3. Rules of Procedure for Board of Directors Meeting	70
4.Shareholdings of Directors	77

Sinher Technology Inc.

Procedure for the 2023 Annual Meeting of Shareholders

1. Call the Meeting to Order

2. Chairperson Remarks

3. Reported Matters

4. Matters for Ratification

5. Matters for Discussion

6. Extempore Motions

7. Adjournment

Sinher Technology Inc.

The agenda of the shareholders committee meeting in 2023

Type of Meeting : Physical Meeting

Time: June 29, 2023, at 9:00 a.m.

Place : No. 128, Section 1, Datong Road, Xizhi District, New Taipei City
(Fuji Grand Hotel)

Call the Meeting to Order

Chairperson Remarks

I. Reported Matters :

1. 2022 Business Report
2. 2022 Audit Committee's Review Report
3. 2022 distribution of remuneration to employees and directors
4. 2022 Cash dividend distribution report
5. Amendment to the "Rules of Procedure for Board of Directors Meeting"
6. The Status of Treasury Stocks Transferring

II. Matters for Ratification:

- 1.To accept 2022 Business Report and Financial Statements

III. Matters for Discussion:

- 1.Amend the "Rules of the Procedures for Shareholders Meetings"

IV. Extemporaneous Motions

V. Adjournment

Reported Matters

1.2022 Business Reports

Explanation Notes: The 2022 Business Report please refer to P.6-8 , Attachments 1.

2.2022 Audit committee's Review Report

Explanation Notes: The 2022 Audit Committee's Review Report please refer to P.9 , Attachments 2.

3.2022 distribution of remuneration to employees and directors

Explanation Notes:

- (1)According to the Company's Articles of Incorporation, directors' remuneration allocation was NTD 2,411,887, and employees' remuneration allocation was NTD 14,739,313.
- (2)2022 Employees' and directors' remuneration allocation proposal was approved by the board of directors.

4. Report on 2022 Earnings Distribution

Explanation Notes:

- (1)Appropriating NTD 128,830,100 of shareholder dividends as cash dividends, allotment per share was NTD1.75, when the Company's number of outstanding common shares varied, the payout ratio was changed hereafter, and authorizing the chairman to discretionarily adjust.
- (2)Cash dividends shall be calculated to dollar, with amounts of less than NTD 1.00 unconditionally rounded down.
- (3)The proposal was approved by a resolution of board of directors, and authorizing the chairman to set the ex-dividend date, the issuance date.

5. Amendment to the "Rules of Procedure for Board of Directors Meeting" Explanation

Note:

Amendments to related commercial laws, the company hereby proposes to amend the “Rules of Procedure for Board of Directors Meeting” please refer to P.27-29 Attachments 5.

6. The Status of Treasury Stocks Transferring

Explanation Note:

The company transferred treasury stocks in last year:

- (1) Date of Board resolution: 2022/8/4
- (2) Purpose of the buyback: Transfer of shares to employees
- (3) Method of buyback: NT\$25-52 per share. However, when the company's stock price is lower than the lower limit of the repurchase range price, the repurchase of shares will continue
- (4) Buyback period: 2022/8/5-2022/10/4
- (5) Number of shares bought back: 800,000 share
- (6) Number of shares bought back as a percentage of total outstanding shares: 1.08%
- (7) Total value of shares bought back: NTD 31,100,236
- (8) The average buyback price per share: 38.88
- (9) Number of shares transferred: 800,000 share

Matters for Ratification

1.To accept 2022 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanatory Notes :

(1) 2022 Annual financial statements and consolidated financial statements were made, and audited by the accountants Szu-Chuan Chien and Yiu-Kwan Au of KPMG, and to issue an auditors' report that includes opinions, together with the business report and earnings distribution statements, were audited by the Company's audit committee, and approved by a resolution of board of directors, for your examination.

(2) 2022 Business report, CPA's audit report and financial statements and earnings distribution statements, please refer attachment 1/attachment3/attachment4

Resolution:

Matters for Discussion:

1.Discussion of Amend the "Rules of the Procedures for the Shareholders' Meeting" (Proposed by the Board of Directors)

Explanatory Notes :

Amendments to related commercial laws, the company hereby proposes to amend the “Rules of the Procedures for Shareholders Meetings ” please refer to P.30-51 , Attachments 6.

Resolution:

Extemporary Motions

Adjournment

Sinher Technology Inc.

Business Report of 2022

First of all, I would like to thank all shareholders for their support and concern for the company in the past year. Looking back on the past three years, we have experienced changes and challenges in the general environment, and the electronic consumer market and lifestyle have gradually returned to their pre-epidemic appearances.

As a result of the slowdown in computer orders due to the epidemic, Sinher adjusted its production capacity and strategy to meet the market demand and strive for stable profitability.

According to *DigiTimes*, global shipments of notebook computers (excluding detachable models) in 2022 will be 182.9 million units, a decline of nearly 24% from 240 million units in 2021. Mainly due to the high notebook computer inventory in the second half of 2022, the ups and downs of the blockade situation, and the accelerated inflation of the war and other factors.

Looking forward to 2023, the first half of the inventory will gradually return to normal, and the notebook computer market tends to be conservatively estimated. The transfer of production sites and capacity allocation will be Sinher's future business challenge. In the face of these changes in the industry, we will continue to specialize in research and development, devote ourselves to vertical integration, improve automation, and meet new challenges.

Hereafter briefly report the business performances of 2022 and our operational plan for year 2023.

1.1 Business Performance of 2022

(1). Operational and Financial Performance

The consolidated revenue in 2022 was NT\$2,255,701 thousand, a decrease of 25.94% compared with NT\$3,045,850 thousand in 2021; the net profit after tax was NT\$205,462 thousand, an increase of 12.93% over NT\$181,942 thousand in 2021. The consolidated gross margin 2022 was 20%, while the net profit margin for the current period was 9%, and the basic earnings per share after tax is NT\$2.77.

(2). Research and Development Progress

Sinher has always been committed to the development of notebook computer hinges. In an environment where the notebook industry is extremely mature, how to break through the competition in the same industry is an important issue. We occupy a place in the industry with innovative technical capabilities, strengthen the development of new processes and new equipment, and improve global competitiveness

We see opportunities for the next few years in folding notebook computers and folding cell phones, which will be the focus of our subsequent technology development, in order to achieve a structure and form that can be applied to more brands and effectively increase product profitability.

In addition to research and development issues, the upgrading of production automation technology and equipment has always been the focus of the company's sustainable development. Remarkable results can be seen in improving quality stability and reducing labor costs.

1.2 Abstract of 2023 Business Plan

(1). Operation Strategy

1. With the evolution of the industry and the progress of consumer products, expand new fields and develop new markets
2. Committed to R&D and innovation to maintain a leading position in technology and ensure competitiveness
3. Strategic planning takes into account both short-term indicators and long-term development goals, and grasps industry development trends
4. The focus of operation and management is to strengthen and improve operational efficiency

(2). Important Production and Marketing Policy

1. Focus on markets with high growth potential, and innovate and develop new fields
2. Increase operating income, optimize operating expenses, and strengthen business sustainability
3. Promote the layout of business cooperation and create a variety of technical cooperation possibilities

(3). Impacts from External Competitive, Legal, and Overall Business Environment

1. Pay attention to the current geopolitical and socio-economic conditions, and flexibly adjust business and operating strategies in response to the impact of supply chain and currency fluctuations
2. Create a sustainable business with green energy and environmental protection strategies, enhance the awareness of employees and partners, and take more actions in the company's operations
3. Continuously observe the change and impact of the epidemic, carefully evaluate the risk issues of supply chain and manufacturing, and flexibly and dynamically adjust policies

1.3 The company's future operating prospects and goals.

After experiencing a changing world and different life forms after the epidemic,

enterprises need to respond with a more open attitude and flexible thinking. Sinher will take a more macro perspective to face the challenges. Looking forward to 2023, the industrial environment is still full of variables and turbulence, but Sinher has made every effort to create more irreplaceable value for customers through careful strategy implementation, technical innovation and operation management, and become the innovative leader of the rotating hinge industry, while also bringing more benefits to shareholders.

We would like to express our deepest gratitude to our shareholders for their support, and all of us at Sinher will work harder to achieve better revenue and profitability and continue to produce better results.

Board Chairman: Ting-Hung Su

Manager: Ting-Hung Su

Accountant: Chen-Jung Chen

Sinher Technology Inc.

Audit Committee's Review Report

Date: Mar 16, 2023

The Board of Directors has prepared the Sinher Technology Inc.'s ("the Company") 2022 Financial Statements, Business Report, and proposal for earning distribution. The CPA Szu-Chuan Chien and Yiu-Kwan Au from KPMG were retained to audit the Company's financial statements and have issued an audit report relating to the financial statements. The above Financial Statements, Business Report, and proposal for earning distribution have been examined and determined to be correct and accurate by the Audit Committee members of Sinher Technology Inc. According to Article 14-4 of Securities and Exchange Act and relevant requirement of the Company Law, we hereby submit this report.

Sinher Technology Inc.

Chairman of the Audit Committee: Ms. Eliza Wang

Representation Letter

The entities that are required to be included in the combined financial statements of SINHER TECHNOLOGY INC. as of and for the year ended December 31, 2022 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 endorsed by the Financial Supervisory Commission, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, SINHER TECHNOLOGY INC. and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: SINHER TECHNOLOGY INC.

Chairman: Ting-Hung Su

Date: March 16, 2023

Independent Auditors' Report

To the Board of Directors of SINHER TECHNOLOGY INC.:

Opinion

We have audited the consolidated financial statements of SINHER TECHNOLOGY INC. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statement of comprehensive income, changes in equity and 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, 2022 and 2021, 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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our judgment, the key audit matters to that should communicate in the audit report are as follows:

1. Valuation of Inventories

Please refer to note (4)(h) "Inventories" for accounting policies with respect to valuating inventories; note (5) "Valuation of inventories" for accounting estimates and uncertainties of affairs for inventory valuation; and to note (6)(c) for the information regarding the estimation of net realizable value of inventories.

Description of key audit matter:

The inventory is measured at the lower of cost or net realizable value. The Group produces the electronic products which are customized with short life cycle; therefore, if the quantities of products manufactured are more than the quantities of customers' order, the book value of inventory may be lower than net realizable value of inventories. Therefore, the valuation of inventories is one of the significant assessment items in our audit procedures.

How the matter was addressed in our audit:

Our main audit procedures for the aforementioned key audit matter included: assessing whether the policies for the inventory valuation of the Group are in accordance with the related accounting standards and consider the possible impact of COVID-19; inspecting the aging inventory reports; analyzing the changes in the aging reports, as well as testing the classification of the range of the aging and the calculation at the lower of cost or net realizable value.

2. Operating Revenue

Please refer to note (4)(o) "revenue recognition" for the accounting policies of operating revenue recognition (including revenue recognition of external warehouse).

Description of key audit matter:

The main activities of the Group include researching-developing, manufacturing and selling the parts of hinge. The operating revenue is a significant item for the consolidated financial statements, and the amounts and the changes of operating revenue may affect the users' understanding of the entire financial statements. Therefore, the test of revenue recognition is one of the significant assessment items in our audit procedures.

How the matter was addressed in our audit:

Our main audit procedures for the aforementioned key audit matter included: testing the related controls surrounding revenue recognition in the sales and collection cycle; performing the detailed test of sales; as well as selectively conducting confirmations on accounts receivables and revenue recognition of external warehouse; evaluating whether the timing of the operating revenue recognition of the Group is in accordance with the related accounting standards and consider the possible impact of COVID-19.

Other Matter

SINHER TECHNOLOGY INC. has additionally prepared its parent company only financial statements as of and for the year's ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC, endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Szu-Chuan Chien and Yiu-Kwan Au.

KPMG

Taipei, Taiwan (Republic of China)

March 16, 2023

Notes to Readers

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
SINHER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

		December 31, 2022		December 31, 2021				December 31, 2022		December 31, 2021			
		Amount	%	Amount	%	Amount	%	Amount	%				
Assets													
Current assets:													
1100	Cash and cash equivalents (note (6)(a))	\$	1,847,969	44	1,359,491	32	2100	Short-term borrowings (note(6)(i))	\$	151,530	4	235,416	6
1170	Notes receivable and Accounts receivable, net (note (6)(b))		758,655	18	1,143,124	27	2170	Accounts payable (note(7))		161,684	4	228,375	5
1310	Inventories (note (6)(c))		309,756	8	419,691	10	2219	Other payable (note(7))		220,696	5	241,873	6
1476	Other current financial assets (note (8))		17,551	-	52,646	1	2230	Current tax liabilities		43,435	1	14,984	-
1479	Other current assets		13,952	-	12,622	-	2280	Current lease liabilities (note (6)(j))		255	-	510	-
			2,947,883	70	2,987,574	70	2300	Other current liabilities		-	-	3,478	-
										577,600	14	724,636	17
Non-current assets:													
1550	Investments accounted for using equity method (note (6)(d))		38,113	1	-	-	2570	Deferred tax liabilities (note (6)(m))		89,559	2	78,878	2
1600	Property, plant and equipment (note(6)(e))		957,624	23	1,067,324	25	2580	Non-current lease liabilities (note (6)(j))		2,010	-	2,265	-
1755	Right-of-use assets (note (6)(f))		64,306	2	65,698	2	2640	Net defined benefit liability, non-current (note(6)(l))		-	-	100	-
1760	Investment property, net (note (6)(g))		88,078	2	91,461	2	2645	Guarantee deposits received		1,243	-	1,225	-
1840	Deferred tax assets (note (6)(m))		51,579	1	62,510	1				92,812	2	82,468	2
1920	Guarantee deposits paid		7,016	-	6,808	-				670,412	16	807,104	19
1990	Other non-current assets (note (6)(h)) and (6)(l))		48,505	1	16,880	-							
			1,255,221	30	1,310,681	30	3110	Ordinary share		744,172	18	744,172	17
							3200	Capital surplus		440,035	10	440,035	10
								Retained earnings:					
							3310	Legal reserve		483,811	12	465,592	11
							3320	Special reserve		42,710	1	35,579	1
							3350	Unappropriated retained earnings		1,880,180	45	1,848,483	43
										2,406,701	58	2,349,654	55
							3410	Exchange differences on translation of foreign financial statements		(27,116)	(1)	(42,710)	(1)
							3500	Treasury shares		(31,100)	(1)	-	-
								Total equity		3,532,692	84	3,491,151	81
Total assets		\$	4,203,104	100	4,298,255	100		Total liabilities and equity	\$	4,203,104	100	4,298,255	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

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

		2022		2021	
		Amount	%	Amount	%
4100	Operating revenues (notes (6)(p))	\$ 2,255,701	100	3,045,850	100
5110	Cost of sales (notes (6)(c), (6)(l), (6)(q), (7) and (12))	1,806,425	80	2,349,892	77
5900	Gross profit	449,276	20	695,958	23
	Operating expenses (notes (6)(l), (6)(q), (7) and (12))				
6100	Selling expenses	118,087	6	120,045	4
6200	Administrative expenses	140,090	6	138,294	4
6300	Research and development expenses	91,581	4	123,304	4
		349,758	16	381,643	12
6900	Net operating income	99,518	4	314,315	11
	Non-operating income and expenses:				
7100	Interest income	14,050	-	2,933	-
7190	Other income	24,332	1	18,095	-
7230	Foreign exchange gain (losses), net (note (6)(r))	151,611	7	(59,701)	(2)
7050	Finance costs	(3,843)	-	(1,755)	-
7060	Shares of loss of associates and joint ventures accounted for using equity method(note (6)(d))	(5,101)	-	-	-
7590	Miscellaneous disbursements	(1,342)	-	(3,533)	-
		179,707	8	(43,961)	(2)
7900	Profit before tax	279,225	12	270,354	9
7950	Less: Tax expenses (note (6)(m))	73,763	3	88,412	3
	Profit	205,462	9	181,942	6
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Gains (losses) on re-measurements of defined benefit plans (notes (6)(l))	524	-	312	-
8349	Income tax related to components of other comprehensive income that will not be reclassified subsequently to profit or loss (notes (6)(m))	105	-	62	-
	Components of other comprehensive income that will not be reclassified to profit or loss	419	-	250	-
8360	Items that will be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation	19,493	1	(8,914)	-
8399	Income tax related to components of other comprehensive income that will be reclassified subsequently to profit or loss (notes (6)(m))	3,899	-	(1,783)	-
	Components of other comprehensive income that will be reclassified to profit or loss	15,594	1	(7,131)	-
8300	Other comprehensive income	16,013	1	(6,881)	-
8500	Comprehensive income	<u>\$ 221,475</u>	<u>10</u>	<u>175,061</u>	<u>6</u>
	Earnings per common share (note (6)(o))				
9750	Basic earnings per share (expressed in dollars)	<u>\$ 2.77</u>		<u>2.44</u>	
9850	Diluted earnings per share (expressed in dollars)	<u>\$ 2.75</u>		<u>2.43</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

		Retained earnings				Exchange differences on translation of foreign financial statements	Treasury shares	Total equity
		Ordinary shares	Capital surplus	Legal reserve	Special reserve	Ordinary shares		
A1	Balance at January 1, 2021	\$ 744,172	440,035	423,519	43,940	1,923,255	(35,579)	3,539,342
Appropriation and distribution of retained earnings:								
B1	Legal reserve appropriated	-	-	42,073	-	(42,073)	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(223,252)	-	(223,252)
B17	Reversal of special reserve	-	-	-	(8,361)	8,361	-	-
		-	-	42,073	(8,361)	(256,964)	-	(223,252)
D1	Profit for the year ended December 31, 2021	-	-	-	-	181,942	-	181,942
D3	Other comprehensive income for the year ended December 31, 2021	-	-	-	-	250	(7,131)	(6,881)
D5	Total comprehensive income for the year ended December 31, 2021	-	-	-	-	182,192	(7,131)	175,061
Z1	Balance at December 31, 2021	744,172	440,035	465,592	35,579	1,848,483	(42,710)	3,491,151
Appropriation and distribution of retained earnings:								
B1	Legal reserve appropriated	-	-	18,219	-	(18,219)	-	-
B3	Special reserve appropriated	-	-	-	7,131	(7,131)	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(148,834)	-	(148,834)
		-	-	18,219	7,131	(174,184)	-	(148,834)
D1	Profit for the year ended December 31, 2022	-	-	-	-	205,462	-	205,462
D3	Other comprehensive income for the year ended December 31, 2022	-	-	-	-	419	15,594	16,013
D5	Total comprehensive income for the year ended December 31, 2022	-	-	-	-	205,881	15,594	221,475
L1	Purchase of treasury shares	-	-	-	-	-	(31,100)	(31,100)
Z1	Balance at December 31, 2022	<u>\$ 744,172</u>	<u>440,035</u>	<u>483,811</u>	<u>42,710</u>	<u>1,880,180</u>	<u>(27,116)</u>	<u>3,532,692</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

		2022	2021
AAAA	Cash flows from (used in) operating activities:		
A10000	Profit before tax	\$ 279,225	270,354
A20000	Adjustments:		
A20010	Adjustments to reconcile profit (loss):		
A20100	Depreciation expense	160,291	164,369
A20200	Amortization expense	5,315	7,887
A20300	Expected credit gain (reversed)	(440)	(61)
A20900	Interest expense	3,843	1,755
A21200	Interest income	(14,050)	(2,933)
A22300	Shares of loss of associates and joint ventures accounted for using equity method	5,101	-
A29900	Others	2,916	2,283
A20010	Total adjustments to reconcile profit (loss)	162,976	173,300
A30000	Changes in operating assets and liabilities:		
A31000	Changes in operating assets:		
A31150	Decrease in notes receivable and accounts receivable	384,879	242,430
A31200	Decrease in inventories	109,935	103,686
A31240	Decrease (increase) in other current assets	(1,330)	4,551
A31250	Decrease in other current financial assets	6,657	9,539
A31990	Others	(157)	-
A31000	Total changes in operating assets	499,984	360,206
A32000	Changes in operating liabilities:		
A32150	Decrease in accounts payable	(66,691)	(179,174)
A32180	Decrease in other payables	(19,184)	(28,046)
A32230	Increase (decrease) in other current liabilities	(3,478)	3,478
A32240	Decrease in net defined benefit liability	-	(152)
A32000	Total changes in operating liabilities	(89,353)	(203,894)
A30000	Total changes in operating assets and liabilities	410,631	156,312
A20000	Total adjustments	573,607	329,612
A33000	Cash inflow generated from operations	852,832	599,966
A33100	Interest received	9,908	3,310
A33300	Interest paid	(3,843)	(1,755)
A33500	Income taxes paid	(27,813)	(100,683)
AAAA	Net cash flows from (used in) operating activities	831,084	500,838
BBBB	Cash flows from (used in) investing activities:		
B01800	Acquisition of investments accounted for using equity method	(43,434)	-
B02700	Acquisition of property, plant and equipment	(44,243)	(196,546)
B02800	Proceeds from disposal of property, plant and equipment	220	42
B03700	Increase in guarantee deposits paid	(208)	(2,578)
B04500	Acquisition of intangible assets	(2,675)	(12,042)
B05400	Acquisition of investment properties	(170)	-
B06500	Decrease (increase) in other financial assets	33,164	(24,370)
B06700	Increase in other non-current assets	(33,625)	-
BBBB	Net cash flows from (used in) investing activities	(90,971)	(235,494)
CCCC	Cash flows from (used in) financing activities:		
C00100	Increase in short-term borrowings	187,391	182,901
C00200	Decrease in short-term borrowings	(294,461)	-
C03100	Increase (decrease) in guarantee deposits received	18	(307)
C04020	Payment of lease liabilities	(510)	(751)
C04500	Cash dividends paid	(148,834)	(223,252)
C04900	Payments to acquire treasury shares	(31,100)	-
CCCC	Net cash flows from (used in) financing activities	(287,496)	(41,409)
DDDD	Effect of exchange rate changes on cash and cash equivalents	35,861	(10,845)
EEEE	Net increase in cash and cash equivalents	488,478	213,090
E00100	Cash and cash equivalents at beginning of period	1,359,491	1,146,401
E00200	Cash and cash equivalents at end of period	\$ 1,847,969	1,359,491

See accompanying notes to consolidated financial statements.

Independent Auditors' Report

To the Board of Directors of SINHER TECHNOLOGY INC.:

Opinion

We have audited the financial statements of SINHER TECHNOLOGY INC. ("the Company"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our judgment, the key audit matters that should be communicated in the audit report are as follows:

1. Valuation of Inventories

Please refer to note (4)(g) "Inventories" for accounting policies with respect to valuating inventories; note (5) "Valuation of inventories" for accounting estimates and uncertainties of affairs for inventory valuation; and to note (6)(c) for the information regarding the estimation of net realizable value of inventories.

Description of key audit matter:

The inventory is measured at the lower of cost or net realizable value. The Company produces the electronic products which are customized with short life cycle; therefore, if the quantities of products manufactured are more than the quantities of customers' order, the book value of inventory may be lower than net realizable value of inventories. Therefore, the valuation of inventories is one of the significant assessment items in our audit procedures.

How the matter was addressed in our audit:

Notes to Readers

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

The independent auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

Our main audit procedures for the aforementioned key audit matter included: assessing whether the policies for the inventory valuation of the Company are in accordance with the related accounting standards and consider the possible impact of COVID-19; inspecting the aging inventory reports; analyzing the changes in the aging reports, as well as testing the classification of the range of the aging and the calculation at the lower of cost or net realizable value.

2. Operating Revenue and investment accounted for using equity method-operation revenue from subsidiaries

Please refer to note (4)(m) "revenue recognition" of the consolidated financial statements for the accounting policies of operating revenue recognition.

Description of key audit matter:

The main activities of the Company include researching-developing, manufacturing and selling the parts of hinge. The operating revenue is a significant item for the financial statements, and the amounts and the changes of operating revenue may affect the users' understanding of the entire financial statements. Therefore, the test of revenue recognition is one of the significant assessment items in our audit procedures.

How the matter was addressed in our audit:

Our main audit procedures for the aforementioned key audit matter included: testing both the Company and subsidiaries related controls surrounding revenue recognition in the sales and collection cycle; performing the detailed test of sales; as well as selectively conducting confirmations on accounts receivables; evaluating whether the timing of the operating revenue recognition of the Company and subsidiaries are in accordance with the related accounting standards and consider the possible impact of COVID-19.

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

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company 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 Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

Notes to Readers

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

1. Identify and assess the risks of material misstatement of the 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on these financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

Notes to Readers

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

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The engagement partners on the audit resulting in this independent auditors' report are Szu-Chuan Chien and Yiu-Kwan Au.

KPMG

Taipei, Taiwan (Republic of China)

March 16, 2023

Notes to Readers

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

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(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC.

Balance Sheets

December 31, 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

Assets		December 31, 2022		December 31, 2021		Liabilities and Equity		December 31, 2022		December 31, 2021				
		Amount	%	Amount	%			Amount	%	Amount	%			
Current assets:						Current liabilities:								
1100	Cash and cash equivalents (note (6)(a))	\$	1,488,493	39	1,055,975	28	2170	Accounts payable	\$	8,959	-	17,291	-	
1170	Notes receivable and Accounts receivable, net (note (6)(b))		41,980	1	40,486	1	2180	Accounts payable to related parties (note (7))		47,435	1	42,069	1	
1180	Accounts receivable due from related parties (notes (6)(b) and (7))		213,330	5	501,808	14	2200	Other payables (note (7))		113,263	3	122,759	4	
1210	Other receivables due from related parties (note (7))		2,000	-	14,852	-	2130	Current contract liabilities (note (7))		31,060	1	-	-	
1310	Inventories (note (6)(c))		188,285	5	218,586	6	2230	Current tax liabilities		32,715	1	6,984	-	
1476	Other current financial assets		5,933	-	4,417	-	2280	Current lease liabilities (note (6)(i))		255	-	510	-	
1479	Other current assets		4,263	-	4,424	-				233,687	6	189,613	5	
			1,944,284	50	1,840,548	49								
Non-current assets:							Non-Current liabilities:							
						2570	Deferred tax liabilities (note (6)(l))			89,559	2	78,878	2	
1550	Investments accounted for using equity method (note (6)(d))		1,127,522	30	1,065,395	28	2580	Non-current lease liabilities (note (6)(i))		2,010	-	2,265	-	
1600	Property, plant and equipment (note(6)(e))		693,322	18	784,438	21	2640	Net defined benefit liability, non-current (note(6)(k))		-	-	100	-	
										91,569	2	81,243	2	
1755	Right-of-use assets (note (6)(f))		2,260	-	2,770	-				325,256	8	270,856	7	
1840	Deferred tax assets (note (6)(l))		44,188	1	53,749	2								
							Total liabilities							
1920	Guarantee deposits paid		5,456	-	5,390	-		Equity: (note (6)(m))						
1900	Other non-current assets (notes (6)(g) and (6)(k))		40,916	1	9,717	-	3110	Ordinary share		744,172	19	744,172	20	
			1,913,664	50	1,921,459	51	3200	Capital surplus		440,035	12	440,035	12	
								Retained earnings:						
							3310	Legal reserve		483,811	13	465,592	12	
							3320	Special reserve		42,710	1	35,579	1	
							3350	Unappropriated retained earnings		1,880,180	49	1,848,483	49	
										2,406,701	63	2,349,654	62	
							3410	Exchange differences on translation of foreign financial statements		(27,116)	(1)	(42,710)	(1)	
							3500	Treasury shares		(31,100)	(1)	-	-	
								Total equity		3,532,692	92	3,491,151	93	
								Total liabilities and equity		\$	3,857,948	100	3,762,007	100

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)
SINHER TECHNOLOGY INC.

Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in thousands of New Taiwan Dollars , Except for Earnings Per Share)

		2022		2021	
		Amount	%	Amount	%
4100	Operating revenues (notes (6)(o) and (7))	\$ 795,301	100	1,056,402	100
5110	Cost of sales (notes (6)(c), (6)(k), (6)(p), (7) and (12))	543,340	68	634,292	60
5900	Gross profit	251,961	32	422,110	40
	Operating expenses (notes (6)(k), (6)(p), (7) and (12))				
6100	Selling expenses	48,241	6	50,059	5
6200	Administrative expenses	75,793	10	75,272	7
6300	Research and development expenses	63,245	8	85,072	8
		187,279	24	210,403	20
6900	Net operating income	64,682	8	211,707	20
	Non-operating income and expenses:				
7100	Interest income	12,210	2	2,157	-
7190	Other income (notes (6)(j))	988	-	6,066	1
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method	42,634	5	58,258	5
7050	Finance costs	(11)	-	(9)	-
7230	Foreign exchange gain (losses), net (note (6)(q))	130,375	17	(46,180)	(4)
7590	Miscellaneous disbursements	(43)	-	(43)	-
		186,153	24	20,249	2
7900	Profit before tax	250,835	32	231,956	22
7950	Less: Tax expenses (note (6)(l))	45,373	6	50,014	5
	Profit	205,462	26	181,942	17
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Gains (losses) on re-measurements of defined benefit plans (notes (6)(k))	524	-	312	-
8349	Income tax related to components of other comprehensive income that will not be reclassified subsequently to profit or loss (notes (6)(l))	105	-	62	-
	Components of other comprehensive income that will not be reclassified to profit or loss	419	-	250	-
8360	Items that will be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation	19,493	2	(8,914)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified subsequently to profit or loss (notes (6)(l))	3,899	-	(1,783)	-
	Components of other comprehensive income that will be reclassified to profit or loss	15,594	2	(7,131)	(1)
8300	Other comprehensive income	16,013	2	(6,881)	(1)
8500	Comprehensive income	\$ 221,475	28	175,061	16
	Earnings per common share (note (6)(n))				
9750	Basic earnings per share (expressed in dollars)	\$ 2.77		2.44	
9850	Diluted earnings per share (expressed in dollars)	\$ 2.75		2.43	

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC.

Statements of Changes in Equity

For the years ended December 31, 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

	Ordinary shares	Capital surplus	Retained earnings		Exchange differences on translation of foreign financial statements	Treasury shares	Total equity
			Legal reserve	Special reserve			
A1 Balance at January 1, 2021	<u>\$ 744,172</u>	<u>440,035</u>	<u>423,519</u>	<u>43,940</u>	<u>1,923,255</u>	<u>(35,579)</u>	<u>3,539,342</u>
Appropriation and distribution of retained earnings:							
B1 Legal reserve appropriated	-	-	42,073	-	(42,073)	-	-
B5 Cash dividends of ordinary share	-	-	-	-	(223,252)	-	(223,252)
B17 Reversal of special reserve	-	-	-	(8,361)	8,361	-	-
	-	-	42,073	(8,361)	(256,964)	-	(223,252)
D1 Profit for the year ended December 31, 2021	-	-	-	-	181,942	-	181,942
D3 Other comprehensive income for the year ended December 31, 2021	-	-	-	-	250	(7,131)	(6,881)
D5 Total comprehensive income for the year ended December 31, 2021	-	-	-	-	182,192	(7,131)	175,061
Z1 Balance at December 31, 2021	<u>744,172</u>	<u>440,035</u>	<u>465,592</u>	<u>35,579</u>	<u>1,848,483</u>	<u>(42,710)</u>	<u>3,491,151</u>
Appropriation and distribution of retained earnings:							
B1 Legal reserve appropriated	-	-	18,219	-	(18,219)	-	-
B3 Special reserve appropriated	-	-	-	7,131	(7,131)	-	-
B5 Cash dividends of ordinary share	-	-	-	-	(148,834)	-	(148,834)
	-	-	18,219	7,131	(174,184)	-	(148,834)
D1 Profit for the year ended December 31, 2022	-	-	-	-	205,462	-	205,462
D3 Other comprehensive income for the year ended December 31, 2022	-	-	-	-	419	15,594	16,013
D5 Total comprehensive income for the year ended December 31, 2022	-	-	-	-	205,881	15,594	221,475
L1 Purchase of treasury shares	-	-	-	-	-	(31,100)	(31,100)
Z1 Balance at December 31, 2022	<u>\$ 744,172</u>	<u>440,035</u>	<u>483,811</u>	<u>42,710</u>	<u>1,880,180</u>	<u>(27,116)</u>	<u>3,532,692</u>

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

SINHER TECHNOLOGY INC.

Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in thousands of New Taiwan Dollars)

		2022	2021
AAAA	Cash flows from (used in) operating activities:		
A10000	Profit before tax	\$ 250,835	231,956
A20000	Adjustments:		
A20010	Adjustments to reconcile profit (loss):		
A20100	Depreciation expense	116,445	130,729
A20200	Amortization expense	4,060	7,185
A20300	Expected credit impairment loss (or reversed)	(7)	18
A20900	Interest expense	11	9
A21200	Interest income	(12,210)	(2,157)
A22400	Share of gain of associates and joint ventures accounted for using equity method	(42,634)	(58,258)
A29900	Others	(48)	-
A20010	Total adjustments to reconcile profit (loss)	65,617	77,526
A30000	Changes in operating assets and liabilities:		
A31000	Changes in operating assets:		
A31150	Decrease in notes and accounts receivable	286,991	341,737
A31190	Decrease (increase) in other receivables from related parties	12,852	(5,030)
A31200	Decrease in inventories	30,301	812
A31240	Decrease in other current assets	161	5,549
A31250	Decrease in other current financial assets	2,626	6,920
A31990	Others	(157)	-
A31000	Total changes in operating assets	332,774	349,988
A32000	Changes in operating liabilities:		
A32125	Increase in contract liabilities	31,060	-
A32150	Decrease in accounts payable	(2,966)	(33,590)
A32180	Decrease in other payables	(9,496)	(23,455)
A32240	Decrease in net defined benefit liabilities	-	(152)
A32000	Total changes in operating liabilities	18,598	(57,197)
A30000	Total changes in operating assets and liabilities	351,372	292,791
A20000	Total adjustments	416,989	370,317
A33000	Cash inflow generated from operations	667,824	602,273
A33100	Interest received	8,068	2,534
A33300	Interest paid	(11)	(9)
A33500	Income taxes paid	(3,404)	(60,769)
AAAA	Net cash flows from (used in) operating activities	672,477	544,029
BBBB	Cash flows from (used in) investing activities:		
B02700	Acquisition of property, plant and equipment	(24,952)	(97,124)
B02800	Proceeds from disposal of property, plant and equipment	181	-
B03700	Increase in guarantee deposits paid	(66)	(5,337)
B04500	Acquisition of intangible assets	(1,053)	(7,862)
B06700	Increase in other non-current assets	(33,625)	-
BBBB	Net cash flows from (used in) investing activities	(59,515)	(110,323)
CCCC	Cash flows from (used in) financing activities:		
C04020	Payment of lease liabilities	(510)	(751)
C04500	Cash dividends paid	(148,834)	(223,252)
C04900	Payments to acquire treasury shares	(31,100)	-
CCCC	Net cash flows from (used in) financing activities	(180,444)	(224,003)
EEEE	Net increase in cash and cash equivalents	432,518	209,703
E00100	Cash and cash equivalents at beginning of period	1,055,975	846,272
E00200	Cash and cash equivalents at end of period	<u>\$ 1,488,493</u>	<u>1,055,975</u>

See accompanying notes to financial statements.

Sinher Technology Inc.**2022 Earnings Distribution Statement**

Item	Amount Unit: NT\$
Undistributed earnings at the beginning of the period	1,674,298,805
Measure on defined benefit plans	418,990
Adjusted opening amount of undistributed earnings	1,674,717,795
Add: After-tax net profit of the current year	205,462,856
Subtract: Provision for statutory reserve (10%)	(20,588,185)
Add: Reversal of provision for special reserve	15,593,461
Distributable earnings of the period	1,875,185,927
Items for distribution:	
Dividends to shareholders -- cash -- earnings@1.75	(128,830,100)
Undistributed earnings at the end of the period	1,746,355,827

Chairman: Ting-Hung Su CEO: Ting-Hung Su

Head of accounting: Chen-Jung Chen

Sinher Technology Inc.**Comparison Table of Amended Rules of Procedure for Board of Directors Meetings**

Article No	Content of Article before Amendment	Content of Article after Amendment	Explanation
Article 3	<p>(Convening and notice of board meetings)</p> <p>The board of directors shall meet at least quarterly.</p> <p>A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.</p> <p>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.</p>	<p>(Convening and notice of board meetings)</p> <p>The board of directors shall meet at least quarterly.</p> <p>A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.</p> <p>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.</p>	Text is amended in accordance with amendments of the law.
Article 12	<p>(Matters requiring discussion at a board meeting)</p> <p>The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Corporation's business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system. 	<p>(Matters requiring discussion at a board meeting)</p> <p>The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Corporation's business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system. 	Text is amended in accordance with amendments of the law.

	<p>4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p>6. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p>8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer</p>	<p>4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p>6. <u>If the board of directors does not have a managing director, the election or dismissal of the chairman.</u></p> <p>7. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p>9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million</p>	
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	<p>whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director of this Corporation shall attend the meeting in person.</p> <p>With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting.</p> <p>Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	<p>or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	
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Sinher Technology Inc.**Comparison Table of Amended Rules of Procedure for Shareholders Meetings**

Article No.	Content of Article before Amendment	Content of Article after Amendment	Explanation
Article 3	<p>(Convening shareholders meetings and shareholders meeting notices)</p> <p>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice</p>	<p>(Convening shareholders meetings and shareholders meeting notices)</p> <p>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</p> <p><u>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to <u>the Financial Supervisory Commission (FSC) designated website (Market Observation Post System, MOPS)</u> before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the <u>FSC designated website (MOPS)</u> before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the</p>	Text is amended in accordance with amendments of the law.

	<p>and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article</p>	<p>last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p> <p><u>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <ol style="list-style-type: none"> 1. <u>For physical shareholders meetings, to be distributed on-site at the meeting.</u> 2. <u>For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> 3. <u>For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> <p>The reasons for convening a shareholders meeting shall be specified in the meeting</p>	
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	<p>172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting</p>	
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		<p>agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals</p>	
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		not included in the agenda.	
Article 4	<p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	
Article 5	<p>(Principles determining the time and place of a shareholders meeting)</p> <p>The venue for a shareholders meeting shall be the premises of this Corporation, or a place</p>	<p>(Principles determining the time and place of a shareholders meeting)</p> <p>The venue for a shareholders meeting shall be the premises of this Corporation, or a</p>	Text is amended in accordance with

	<p>easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<p>place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u></p>	<p>amendments of the law.</p>
Article 6	<p>This Corporation shall furnish the sign-in book for the attending shareholders in person or by proxy (hereinafter referred to as shareholders), or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials.</p> <p>Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.</p> <p>Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.</p> <p>When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p>	<p>(Preparation of documents such as the attendance book)</p> <p><u>This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u></p> <p><u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person. Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add</u></p>	<p>Text is amended in accordance with amendments of the law.</p>

		<p><u>requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</u></p> <p><u>This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</u></p> <p>This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	
<u>Article 6-1</u>		<p><u>(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)</u></p> <p><u>To convene a virtual shareholders meeting,</u></p>	Text is amended in accordance with

		<p><u>this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <ol style="list-style-type: none"> 1. <u>How shareholders attend the virtual meeting and exercise their rights.</u> 2. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <ol style="list-style-type: none"> (1) <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u> (2) <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> (3) <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by</u> 	<p>amendments of the law.</p>
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Article 8	<p>(Documentation of a shareholders meeting by audio or video)</p> <p>This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>(Documentation of a shareholders meeting by audio or video)</p> <p>This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of</u></p>	Text is amended in accordance with amendments of the law.

		<p><u>shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	
Article 9	<p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and</p>	<p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour,</p>	Text is amended in accordance with amendments of the law.

	<p>the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	<p>may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	
Article 11	<p>(Shareholder speech)</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name.</p> <p>The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall</p>	<p>(Shareholder speech)</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not</p>	Text is amended in accordance with amendments of the law.

	<p>be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	<p>actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in</u></p>	
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		<u>violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u>	
Article 13	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the</p>	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting</p>	Text is amended in accordance with amendments of the law.

	<p>shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting</p>	<p>rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal</p>	
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	<p>shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	<p>together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days</u></p>	
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		<p><u>before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>	
Article 15	<p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.</p>	<p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the <u>FSC designated website (MOPS).</u></p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or</p>	Text is amended in accordance with amendments of the law.

		<p>supervisors. The minutes shall be retained for the duration of the existence of this Corporation.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>	
Article 16	<p>(Public disclosure)</p> <p>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within</p>	<p>(Public disclosure)</p> <p>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before</u></p>	Text is amended in accordance with amendments of the law.

	the prescribed time period.	<p><u>the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the <u>FSC designated website (MOPS)</u> within the prescribed time period.</p>	
<u>Article 19</u>		<p><u>(Disclosure of information at virtual meetings)</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>	Text is amended in accordance with amendments of the law.
<u>Article 20</u>		<p><u>(Location of the chair and secretary of virtual-only shareholders meeting)</u></p> <p><u>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>	Text is amended in accordance with amendments of the law.

<p><u>Article 21</u></p>		<p><u>(Handling of disconnection)</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do</u></p>	
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		<p><u>not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory</u></p>	
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		<p><u>work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>	
<u>Article 22</u>		<p>(Handling of digital divide)</p> <p>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</p>	Text is amended in accordance with amendments of the law.

Articles of Incorporation of Sinher Technology Inc.

Chapter 1 General Provisions

- Article 1: The company shall be incorporated under the Company Act, and its name shall be 鑫禾科技股份有限公司 in Chinese and SINHER TECHNOLOGY INC. in English.
- Article 2: The scope of business of the Company shall be as follows:
1. CA02030 Screw, Nut and Rivet Manufacturing
 2. CA02040 Spring Manufacturing
 3. CA02080 Metal Forging
 4. CA02990 Other Fabricated Metal Products Manufacturing
 5. CB01010 Mechanical Equipment Manufacturing
 6. CC01120 Data Storage Media Manufacturing and Duplicating
 7. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 8. CC01060 Wired Communication Mechanical Equipment Manufacturing
 9. CC01070 Telecommunication Equipment and Apparatus Manufacturing
 10. CC01080 Electronic Parts and Components Manufacturing
 11. F113010 Wholesale of Machinery
 12. F113030 Wholesale of Precision Instruments
 13. F113050 Wholesale of Computers and Office Machinery Equipment
 14. F113070 Wholesale of Telecommunication Instruments
 15. F118010 Wholesale of Computer Software
 16. F119010 Wholesale of Electronic Materials
 17. F213030 Retail Sale of Computers and Office Machinery Equipment
 18. F213040 Retail Sale of Precision Instruments
 19. F213060 Retail Sale of Telecommunication Instruments
 20. F213080 Retail Sale of Machinery and Tools
 21. F218010 Retail Sale of Computer Software
 22. F219010 Retail Sale of Electronic Materials
 23. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company may make endorsements due to business demands.
- Article 4: Depending on business demands, the Company can re-invest other businesses with the resolution by the board of directors. The amount of reinvestment can be more 40% of the paid-in capital to the Company without being limited by the regulations of Article 13, Company Act.

Article 5: The Company shall have its head office in New Taipei City and may set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 6: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Shares

Article 7: The total capital stock of the Company shall be in the amount of 1 billion New Taiwan Dollars. It is divided into 100 million shares with each share of 10 New Taiwan Dollars. The unissued shares are authorized to the board of directors to issue them in installments.

25 million New Taiwan Dollars are reserved from the total paid-in capital and divided into 2.5 million shares with each share of 10 New Taiwan Dollars for the issuance of employee stock option security, and the board of directors is authorized for issuance in installments.

Article 8: The corporate stock is in registered form and should be signed and affixed seals by the directors representing the Company and shall be issued after being certified according to law. According to the regulations of the Company Act, the corporate stocks are waived for printing out but shall be registered at Centralized Securities Depository & Clearing Corporation.

Article 8-1: If the Company plans to revoke public offering, it shall be approved by the shareholders' meeting before implementation. The provision must not be changed during period in emerging, over-the-counter, and listed stock markets.

Article 9: The Company shall handle the affairs related to stocks according to relevant legal laws and the regulations from the competent authority.

Chapter 3 Shareholders' Meeting

Article 10: The name change or transfer of the Company's stock shall be handled according to Article 165 of the Company Act.

Article 11: Shareholders' meeting includes general meeting and special meeting. The general meeting is held once every year within six month after the end of each business year by the board of directors according to law. The special meeting shall be held according to law when necessary.

The Company's shareholders' meeting is based on video conference. Shareholders participate in the video conference shall be regarded as attendance in person.

Article 12: When shareholders cannot attend the shareholders' meeting due to any

reason, they shall submit letter of attorney issued by the Company with the scope of authorization as well as being signed and affixed a seal to trust their representative to attend the meeting.

Article 13: Except the situation of no voting right specified in Article 179 of the Company Act, each shareholder shall have one vote for each share held.

Article 14: Unless otherwise agreed herein, the resolution at the shareholders meeting shall only be implemented when it is attended by shareholders who hold more than half of the total shares issued and agreed by over half of the attended shareholders who have voting rights.

Shareholders who exercise their voting rights electronically shall be regarded as attendance in person, and the relevant matters shall be handled according to legal regulations.

Chapter 4 Directors and Functional Committee

Article 15: The Company shall have 7 to 9 directors with a term of office in three years. They shall be elected at the shareholders' meeting among those who have behavioral competence and shall be eligible for re-election.

The election of directors in the Company adopts uninominal cumulative voting system. 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 a director elect. The Company shall obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 15-1: The election of the directors and independent directors in the Company adopts candidates nomination system. At least 3 independent directors shall be elected in the list of directors. Please refer to the regulations specified by the securities competent authority for independent directors' professional qualification, shareholding, concurrent serving restrictions, nomination & election methods, and other matters that should be complied with.

According to Article 14-4 of the Securities and Exchange Act, the Company establishes an audit committee. The committee consists of all the independent directors and the members must not be less than three people; one shall be the chairman and at least one of them is specialized in accounting or finance. The resolution of the audit committee must be approved by more than half of the members.

Article 16: Directors organize the board of directors and elect one director among as the president by more than two-thirds of directors attending the meeting and more than half of them approve the election. The president represents the Company externally.

Article 17: When the president is on leave or unable to exercise the authority due to any reasons, the substitute shall be handled according to Article 208 of the Company Act.

Article 18: Directors can entrust other directors to attend the meeting as the deputy by submitting an authorized letter if they cannot attend the meeting due to any reasons. The scope of authorization related to the matters in the meeting must be specified on the letter.

The above deputy should be limited to the authorization for one director each time.

If the director meeting is done by video conference, the directors who participate in the meeting by video conference call shall be treated as attendant in person.

Article 19: The remuneration to the directors of the Company is authorized to the board of directors to approve according to the participation in the operation, the contribution value, and the general standards among companies in the same profession.

Chapter 5 Managerial Officers

Article 20: The Company may have one General Manager and several Vice General Manager and managers. The appointment, discharge, and remuneration shall be handled according to Article 29 of the Company Act.

Chapter 6 Accounting

Article 21: The Company shall prepare the following reports by the board of directors by the end of each fiscal year. They shall be submitted to the audit committee for verification 30 days before the general shareholders' meeting for the acknowledgement of the meeting.

1. Report on Operations.
2. Financial reports.
3. Proposal Concerning Appropriations of Net Profits or Making up Losses.

Shareholder dividends and bonuses, capital reserves, or all of or part of surplus reserves shall be issued in cash. It is authorized the board of directors to approve by more than two-thirds of directors attending the meeting and agreement by more than half of the attendants. It should be

reported at the shareholders' meeting afterwards.

Article 22: If there are profits at the end of the fiscal year (meaning the income before tax, which has deducted allocated employee compensation and director remuneration), at least 2% of the profits shall be distributed as employee compensation and less than 1% of the profit shall be distributed as director remuneration. However, the Company's accumulated losses (including the adjustment of undistributed surplus) shall have been covered first.

The above employee compensation can be issued in stock or in cash. The subjects of payment shall include employees in the subordinate company that meet the requirements. The special requirements shall be established by the board to directors.

The above two matters shall be approved at the meeting of the board of directors and reported to the shareholders' meeting.

Article 22-1: After closing annual accounts, if there are earnings, the Company shall distribute the earnings in the following orders:

1. Covering the deficit in the past years;
2. Making a provision of 10% as legal surplus reserves until the accumulated achieving the total paid-in capital of the Company;
3. Setting aside or reversing special surplus reserves depending on Company's operating demands and according to legal regulations;
4. Distributing bonuses to shareholders based on the net profits after tax on annual account settlement deducting the balance of paragraph 1 to 3 above. After deducting above items from the earnings of the year, stock dividends and bonuses shall be distributed in not less than 10% of earnings. Besides, depending on the development of the Company, it can be distributed along with the retained earnings in the past. Board of directors is responsible for establishing the distribution plan and submitting it to general shareholders' meeting for approval.

Article 22-2: The Company will consider the environment and the period of growth faced and respond to the demand of capital, financial structure, earnings, and balanced and stable dividend policy in the future to share the earnings appropriately by issuing stock dividends or cash dividends depending on the demand of capital and the level of diluted earnings per share. The cash dividends must not be lower than 10% of the total issued dividends.

Chapter 7 Supplementary Provisions

Article 23: If there is any matter that is not specified in the Articles, it shall be

handled according to the Company Act and other legal regulations.

Article 24: The Articles was on December 31st, 2001.

The 1st revision was on June 30th, 2007.

The 2nd revision was on June 30th, 2009.

The 3rd revision was on March 15th, 2010.

The 4th revision was on June 30th, 2011.

The 5th revision was on June 25th, 2012.

The 6th revision was on June 24th, 2014.

The 7th revision was on June 14th, 2016.

The 8th revision was on June 22nd, 2017.

The 9th revision was on June 24th, 2020.

The 10th revision was on June 23rd, 2022.

Sinher Technology Inc. Rules of Procedure for Shareholders Meetings

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

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

Article 3

(Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

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

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

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

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

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

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with this Corporation by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

The main content of the notice may be placed on MOPS or this Corporation designated, and the website address shall be stated in the notice.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may make a proposal urging this Corporation to promote the public interest or fulfill its social responsibility, and the Board of Directors may still include it in the motion. In addition, if a shareholder proposes a motion under the circumstances listed in Article 172-1 of the Company Act, the proposal will not be included in the agenda of the meeting.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

Article 5

(Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

Article 6

(Preparation of documents such as the attendance book)

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

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

Article 6-1

(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, this Corporation shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 7

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

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

A majority of the Board of Directors shall be present at the shareholders' meeting called by the Board of Directors.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves. This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8

(Documentation of a shareholders meeting by audio or video)

This Corporation, shall make an uninterrupted audio and video recording of the proceedings of the shareholders meeting. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

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

Article 10

(Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11

(Shareholder speech)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

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

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

Article 12

(Calculation of voting shares and recusal system)

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

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

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

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

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

Article 13

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

When this Corporation convenes a shareholders' meeting, this Corporation may exercise its voting rights by written or electronic means (in accordance with the first proviso of Article 175-1 of the Company Act for companies that should adopt electronic voting: when this Corporation convenes a shareholders' meeting, this Corporation shall adopt electronic means and may adopt its voting rights by written means). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

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

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

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

In addition to the motions listed on the agenda, any other motions or amendments or substitutions to original motions proposed by shareholders shall be seconded by other shareholders, and the shareholding of the proposer together with the seconder shall reach 3% of the total voting rights of the issued shares.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

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

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

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

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

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

Article 14

(Election of directors)

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

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

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting

rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

Article 16

(Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

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

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

Article 17

(Maintaining order at the meeting place)

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

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

(Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

(Disclosure of information at virtual meetings)

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

Article 20

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

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

Article 21

(Handling of disconnection)

In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

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

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

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

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

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

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

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

Article 22

(Handling of digital divide)

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

Article 23

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

Appendix III

Sinher Technology Inc. Rules of Procedure for Board of Directors Meetings

Article 1

(Basis for the adoption of these Rules)

To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2

(Scope of these Rules)

With respect to the board of directors meetings ("board meetings") of this Corporation, unless otherwise provided by law or this Corporation's articles of incorporation, shall be handled in accordance with the provisions of these Rules.

Article 3

(Convening and notice of board meetings)

The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. The notice should include meeting time, location and seasons. In emergency circumstances, however, a board meeting may be called on shorter notice. A director shall not object to the convening of a meeting on the grounds that the notice of the meeting is less than 7 days.

The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.

All matters specified in paragraph 1 of Article 12 of these rules shall be stated in the notice of the reason for convening a meeting of the Board of Directors and shall not be raised by special motion.

Article 4

(Meeting notification and meeting materials)

The designated unit responsible for the board meetings of this Corporation shall be Financial Department.

The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5

(Preparation of attendance book and other documents; attendance by proxy)

When a board meeting is held, an attendance book shall be provided for signing-in by attending directors. Attendance by videoconference will be deemed attendance in person and signature should be faxed in lieu of signing-in.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The proxy referred to in paragraph 2 may be the appointed proxy of only one person.

Article 6

(Principles for determining the place and time of a board meeting)

Meetings of the Board of Directors shall be held at the office of this Corporation and during business hours and, for the purposes of business, at such other place and time as may be convenient for the Directors to attend and suitable for the purpose.

Article 7

(Chair and acting chair of a board meeting)

Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.

Article 8

(Reference materials, non-voting participants, and holding board meetings)

When a board meeting is held, each department shall furnish the attending directors with relevant materials for ready reference.

During the board meeting, the manager of the relevant department who is not a director shall attend the meeting to report on the current business of this Corporation and answer questions from the directors, so as to help the directors understand the current situation of the Company and make appropriate resolutions. Certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to provide expert advice for directors' reference, provided that they shall leave the meeting when deliberation or voting takes place.

The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.

If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two

such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3. The number of "all directors," as used in the preceding paragraph, shall be counted as the number of directors then actually in office.

Article 9

(Documentation of a board meeting by audio or video)

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of this Corporation.

Article 10

(Agenda items)

Agenda items for regular board meetings of this Corporation shall include at least the following:

1. Matters to be reported:
 - (1) Minutes of the last meeting and action taken.
 - (2) Important financial and business matters.
 - (3) Internal audit activities.
 - (4) Other important matters to be reported.
2. Matters for discussion:
 - (1) Items for continued discussion from the last meeting.
 - (2) Items for discussion at this meeting.
3. Extraordinary motions.

Article 11

(Discussion of proposals)

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed before the end of the proceedings (including temporary motions) without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 3 shall apply *mutatis mutandis*.

Article 12

(Matters requiring discussion at a board meeting)

The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:

1. The Corporation's business plan.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. If the board of directors does not have a managing director, the election or dismissal of the chairman.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

(In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.) At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or

reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13

(Voting-I)

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at this Corporation's discretion.

"Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 15, paragraph 1.

Article 14

(Voting-II and methods for vote monitoring and counting)

Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors. Voting results shall be made known on-site immediately and recorded in writing.

Article 15

(Recusal system for directors)

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 3 of the same Act.

Article 16

(Meeting minutes and sign-in matters)

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chair.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
9. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
2. If this Corporation has an audit committee, matters that have not been approved by this Corporation's audit committee but have been approved by at least 2/3 of all directors.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and

supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation. The meeting minutes of paragraph 1 may produced and distributed in electronic form.

Article 17

(Principles with respect to the delegation of powers by the board)

With the exception of matters required to be discussed at a board meeting under Article 12, paragraph 1, when the board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or this Corporation's articles of incorporation, the levels of such delegation and the content or matters it covers shall be definite and specific, and carried out in accordance with the principles below:

1. Convene the board of directors and implement the resolution
2. Preparation of operation plan
3. Examination and approval of business related rules and regulations and contracts
4. Approval of purchase and disposal of property related to business
5. Personnel transfer related to business and approval of posts in various departments
6. Editing and reviewing drafts of budget and final accounts and business reports
7. Draft capital increase and decrease, surplus distribution or loss recovery

Article 18

(Supplementary provisions)

These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules.

Sinher Technology Inc.
Shareholdings of Directors

Title	Name	As of April 30, 2023, Number of shares held	Percentage (%)
Chairman	Ting-Hung Su	6,028,359	8.10
Director	King-Tung Huang	3,040,029	4.09
Director	Yung-Chang Chiang	901,007	1.21
Director	San-Lu Su	1,387,398	1.86
Director	Han-Pin Cheng	1,988,456	2.67
Independent Director	Eliza Wang	0	0
Independent Director	Yong-Ren Lin	0	0
Independent Director	Zhi-Feng Lin	0	0
Independent Director	Jie-Shou Su	0	0

1. According to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", the minimum number of shares that all directors should hold is 5,953,376 shares.
2. The number of shares held by all directors complies with the law.