

Stock Code : 4545



銘鈺精密工業股份有限公司

Min Aik Precision Industrial Co., Ltd.

2022

Annual General Meeting

Meeting Handbook

【English translation】

Time : 9:00 a.m., Friday, May 27, 2022

Venue : No. 2, Guorui Rd., Guanyin Dist., Taoyuan City, Taiwan

Meeting form : Physical shareholders meeting

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Min Aik Precision Industrial Co., Ltd.

Agenda of the 2022 Annual General Meeting

Time: 9:00 a.m., Friday, May 27, 2022

Venue: No. 2, Guorui Rd., Guanyin Dist., Taoyuan City, Taiwan

Meeting form : Physical shareholders meeting

Number of Shares Present:

Call to Order:

Chairperson Remarks:

I. Reported matters

1. 2021 business report
2. 2021 financial statements as reviewed by the audit committee
3. The distribution of employees' and directors' compensation in 2021

II. Acknowledged matters

1. 2021 business report and financial statements
2. 2021 earnings distribution plan

III. Matters for discussion

1. Proposal for cash dividend by capital surplus
2. Amendment to the procedures for acquisition or disposal of assets

IV. Questions and Motions

V. Adjournment

I. Reported matters:

Proposal 1

Subject: The 2021 Business Report.

Explanation: The 2021 Business Report please refer to Attachment 1(Page 6-8).

Proposal 2

Subject: The 2021 Audit Committee Report.

Explanation: The 2021 Audit Committee Report please refer to Attachment 2 (Page 9).

Proposal 3

Subject: The distribution of employees' and directors' compensation in 2021.

Explanation: The employees' compensation and directors' compensation in 2021 was approved by the Board of Directors on March 11, 2022 and they are to be distributed in cash. The amounts are as follows:

1. Employees' compensation: NT\$9,991,095.
2. Directors' compensation: NT\$1,110,121.

II. Acknowledged matters:

Proposal 1 (Proposed by Board of Directors)

Subject: Adoption of the 2021 business report and financial statements.

Explanation:

1. The individual financial report and consolidated financial report of 2021 of the Company have been certified by Chen, Cheng-Chien and Huang, Yung-Hua, CPAs of KPMG. The reports and the business report have also been reviewed by audit committee found true and correct. Please refer to Attachments 1 (page 6-8) and Attachments 3 (page 10-25).
2. This proposal is hereby put forth for adoption.

Resolution:

Proposal 2 (Proposed by Board of Directors)

Subject: Adoption of the proposal for distribution of 2021 profits.

Explanation:

1. The Company's 2021 net income after tax was NT\$89,216,586, and the proposal for distribution of the 2021 profits in accordance with the Articles of Incorporation is hereby prepared. Please refer to Attachment 4 (Page 26) for details.
2. The proposed dividend to shareholders is NT\$0.55 per share. Upon approval by the Annual General Meeting, the Chairman is authorized to resolve the ex-rights date, distribution date, and other relevant issues.
3. The aforementioned cash dividend shall be rounded down to the nearest dollar, and the total of any fractional amount less than one dollar will be recognized as "other" income of the Company.
4. If the dividend ratio is afterward affected by a change in the outstanding shares, it is proposed that the Chairman be authorized to adjust the dividend to be distributed to each share based on the number of actual outstanding shares on the record date for distribution.
5. This proposal is hereby put forth for adoption.

Resolution:

III. Matters for Discussion:

Proposal 1 (Proposed by Board of Directors)

Subject: Proposal for cash dividend by capital surplus.

Explanation:

1. The Company plans to distribute capital surplus from the issue of stock in excess of the par value of NT\$11,550,000 in cash in accordance with Article 241 of the Company Act. The proposed dividend to shareholders is NT\$0.15 per share. Upon approval by the Annual General Meeting, the Chairman is authorized to resolve the ex-rights date, distribution date, and other relevant issues.
2. The aforementioned cash dividend shall be rounded down to the nearest dollar, and the total of any fractional amount less than one dollar will be recognized as “other” income of the Company.
3. If the dividend ratio is afterward affected by a change in the outstanding shares, it is proposed that the Chairman be authorized to adjust the dividend to be distributed to each share based on the number of actual outstanding shares on the record date for distribution.
4. This proposal is hereby put forth for resolution.

Resolution:

Proposal 2 (Proposed by Board of Directors)

subject: Amendment to the procedures for acquisition or disposal of assets.

Explanation:

1. The amendment to the procedures for acquisition or disposal of assets is made to meet the legal requirements and based on actual needs. for the comparison table of amended and original articles, please refer to Attachment 5 (page 27-31).
2. This proposal is hereby put forth for resolution.

Resolution:

IV. Questions and Motions

V. Adjournment

Min Aik Precision Industrial Co., Ltd.

2021 Business Report

With the effects of COVID-19 and its continuous mutations since 2020, the increasing number of confirmed cases has resulted in sluggish global economics, as well as rising material costs and freights eroding the Company's profits. Despite these many challenges, the management team has made progress with the turnover and profit performance in 2021, when compared to the previous year, through new businesses promotion, cost control, and improvement of production efficiency. In addition to continuously seeking new clients and orders for new products, the management team is also aggressively engaging in transformation to the advantageous field of exited production and bringing new operational force by integrating group products for continuous profit growth and to meet the expectations of shareholders.

I. Operating policies and implementation overview

The results of new product arrangement in terms of metal stamping were gradually developed in 2021. With of the advancement of automobile electronic and heat spreader businesses, the non-hard drive businesses have grown significantly and also reduced the operational risks from concentration to single product. Although the production costs have increased due to the rising price of materials, the impact to profit has decreased thanks to process improvement and efficiency enhancement. With the efforts of the management team, the precision metal stamping businesses have shown a turn from loss to profit and is expected to subsequently provide stable profits. The turnover of automatic equipment businesses was better than past years, following the gradually relieved pandemic situation in China and the growing demand of automatic equipment, as well as entering the automatic medical equipment market. As for the medical plastic business, the demand of end customers has slowed down due to the effects of COVID-19 and the turnover thus recessed a little bit compared to performance in past years.

Overall, following the lead of precision metal stamping businesses, the operating income grew from NT\$114,070 thousands in 2021 to NT\$130,000 thousands in 2021, and the profitability was also increased compared to the previous year.

II. Implementation achievements of the operating plan

Item	2021	2020
Operating Revenue	2,167,903	1,921,700
Operating Gross Profit	459,964	435,427
Operating profit/loss	130,000	114,066
Non-Operating Income and Expenses	-15,046	-60,602
Net income	89,217	29,987

III. Analysis of profitability

Item	2021	2020
Return on asset (%)	3.13%	1.42%
Return on equity (%)	5.23%	1.76%
Paid-in capital (%)	Operating Income	16.88%
	Pre-tax Profit	14.93%
Profit ratio (%)	4.12%	1.56%
Earnings per share (NT\$)	1.16	0.39

IV. Research and Development situations

The new plant and equipment for precision metal stamping businesses have been completed successively and contributed to the production and development of 2021. In addition to improving the ability to process different metal materials and thick products, the cutting quality and precision technology were also improved. Meanwhile, an additional lab line was created for surface processing technology to carry out simulated manufacturing aimed at customers' different surface processing demands. Accordingly, the development schedule was shortened, while the products were diversified. The medical plastic businesses had successively acquired product patents, and the clinical trial was launched in 2021. It is expected to apply for patents with different countries to establish technological threshold and ability and seize early opportunities for products. Furthermore, the automation businesses also successfully branched out into the research and sales of automatic medical equipment, which represents one big step in the application of automation businesses.

For our three major businesses, we will assess the market direction and customer needs based on our core technology and cooperate with domestic academic units and associate suppliers for mutual development to find niche markets, continuously creating leading positions and more benefits for shareholders.

Although the economy is gradually recovering, 2022 will still be a challenging year. The management team will continuously invest in resources and new product development by integrating the resources of its three major businesses and technology enhancement to increase industrial competitiveness and create new sales opportunities. It is expected to develop the best interest and create value of shareholders, as expected. Finally, I hereby speak for the Board of Directors, the management team, and all employees to thank you for your trust and support and wish you all health and happiness.

Min Aik Precision Industrial Co., Ltd.

Audit report issued by Audit Committee for 2021

The individual financial report and consolidated financial report of 2021 of the company, which were prepared by its Board of Directors, have been certified by Chen, Cheng-Chien and Huang, Yung-Hua, CPAs of KPMG. The aforementioned reports, the business report and the proposal of earnings distribution proposal are reviewed by the Committee and found true and correct. The Committee hereby submits the aforementioned reports and proposal for approval in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Submitted to:

2022 Annual General Meeting of Min Aik Precision Industrial Co., Ltd.

Convener of Audit Committee: Sun, Chu-Wei

March 11, 2022



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KPMG

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【Attachment 3】

Independent Auditors' Report

To the Board of Directors of Min Aik Precision Industrial Co., Ltd. :

Opinion

We have audited the financial statements of Min Aik Precision Industrial Co., Ltd. (“the Company”), which comprise the parent company only balance sheets as of December 31, 2021 and 2020, the parent company only statement of comprehensive income, changes in equity and cash flows for the year ended December 31, 2021 and 2020, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2021 and 2020, and its parent company only financial performance and its parent company only cash flows for the year ended December 31, 2021 and 2020 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 auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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 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 parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters that, in our professional judgement, should be communicated are as follow:

1. Inventory valuation

Please refer to Note 4(g) “Inventory” of the notes to financial statement for the accounting policies on inventory measurement.

Description of key audit matter:

The Company's inventory are measured at lower of cost and net realized value. The Company's products may be obsolescent or do not meet the market requirement due to new product release or market change. Thus, the cost of inventory may exceed its net realizable value. Moreover, the sales ability of products may affect the inventory valuation, which also need to be taken into serious consideration. Therefore, the inventory valuation is one of the key audit matters.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures included understanding the Company's policies of inventory valuation to assess the appropriateness of its inventory valuation; on a sampling basis, testing the Company's inventory aging report to verify its correctness; understanding and testing, on a sampling basis, the selling price that the management used, or reviewing the subsequent sales of the inventories to assess the appropriateness of the net realizable value.

2. Investments accounted for using equity method

Please refer to Notes 4(h) "Investment in subsidiaries" of the notes to financial statement for the accounting policies on investment in associates.

Description of key audit matter:

The subsidiaries that accounted for using equity method, revenue recognition and inventory valuation are material to the parent company only financial statements. The abovementioned valuation may have significant impact to the Company's operating results. Therefore, the revenue recognition and inventory valuation are considered to be the key audit matters.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures on revenue recognition included the testing of internal control system over automatic equipment revenue; inspecting the contracts entered into with the customers; sending confirmation requests to debtors selected from the sales customers. We also assessed the adequacy of the Group's disclosures of its revenue recognition policy and other related disclosures.

Our principal audit procedures of inventory valuation included understanding the subsidiaries's policies of inventory valuation to assess the appropriateness of its inventory valuation; testing, on a sampling basis, the subsidiary's inventory aging report to verify its correctness; understanding and testing, on a sampling basis, the selling price that the management used, or reviewing the subsequent sales of the inventories to assess the appropriateness of the net realizable value.

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

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only 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 parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 parent company only 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 this parent company only 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 parent company only 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 Cheng-Chien Chen and Yung-Hua Huang.

KPMG

Taipei, Taiwan (Republic of China)
March 11, 2022

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' audit 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' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD.

Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2021		December 31, 2020		Liabilities and Equity		December 31, 2021		December 31, 2020			
		Amount	%	Amount	%			Amount	%	Amount	%		
Current assets:													
1100	Cash and cash equivalents (note 6(a))	\$	227,012	8	328,244	12	2100	Short-term borrowings (note 6(h))	\$	215,360	8	190,000	7
1170	Notes and accounts receivable, net (note 6(c))		192,587	7	135,665	5	2170	Accounts payable		197,970	7	131,816	5
1181	Accounts receivable from related parties (notes 6(c) and 7)		159,777	6	130,784	5	2201	Salaries and wages payable		77,021	3	59,829	2
1310	Inventories (note 6(d))		234,384	9	110,430	4	2280	Current lease liabilities (note 6(j))		114	-	283	-
1479	Other current assets (notes 7 and 8)		31,032	1	15,108	1	2300	Other current liabilities (note 7)		91,795	3	100,921	4
			844,792	31	720,231	27	2322	Long-term borrowings, current portion (note 6(i))		164,000	6	64,000	2
										746,260	27	546,849	20
Non-current assets:													
1536	Non-current financial assets at amortized cost (notes 6(b) and note 8)		-	-	4,852	-		Non-Current liabilities:					
1551	Investments accounted for using equity method (note 6(e))		902,845	33	956,989	35	2541	Long-term borrowings (notes 6(i) and 8)		254,000	9	418,000	15
1600	Property, plant and equipment (notes 6(f), 7 and 8)		949,148	34	943,795	35	2570	Deferred tax liabilities (note 6(l))		38,832	2	42,554	2
1755	Right-of-use assets (note 6(g))		194	-	475	-	2580	Non-current lease liabilities (note 6(j))		83	-	197	-
1995	Other non-current assets (notes 6(k) and (l))		55,495	2	82,445	3				292,915	11	460,751	17
			1,907,682	69	1,988,556	73		Total liabilities		1,039,175	38	1,007,600	37
								Equity attributable to owners of parent (note 6(m)):					
							3110	Ordinary share		770,000	28	770,000	28
							3200	Capital surplus		654,335	24	685,135	25
							3310	Legal reserve		235,414	8	232,320	9
							3320	Special reserve		83,335	3	67,046	3
							3350	Unappropriated retained earnings		91,079	3	32,018	1
							3412	Exchange differences on translation of foreign financial statements		(120,864)	(4)	(85,332)	(3)
								Total equity		1,713,299	62	1,701,187	63
								Total liabilities and equity		\$ 2,752,474	100	2,708,787	100
	Total assets	\$	2,752,474	100	2,708,787	100							

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

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

		2021		2020	
		Amount	%	Amount	%
4111	Operating revenue (notes 6(o) and 7)	\$ 1,156,327	101	982,193	103
4170	Less: Sales returns and allowances	<u>11,568</u>	<u>1</u>	<u>24,311</u>	<u>3</u>
	Net operating revenue	1,144,759	100	957,882	100
5111	Operating costs (notes 6(d), (j), (k), 7 and 12)	<u>984,364</u>	<u>86</u>	<u>833,634</u>	<u>87</u>
	Gross profit from operations	<u>160,395</u>	<u>14</u>	<u>124,248</u>	<u>13</u>
	Operating expenses (notes 6(c), (j), (k), (p), 7 and 12):				
6100	Selling expenses	35,398	3	35,989	4
6200	Administrative expenses	94,613	8	100,519	10
6300	Research and development expenses	26,048	2	40,254	4
6450	Impairment loss determined in accordance with IFRS 9	<u>514</u>	<u>-</u>	<u>583</u>	<u>-</u>
	Total operating expenses	<u>156,573</u>	<u>13</u>	<u>177,345</u>	<u>18</u>
	Net operating income (losses)	<u>3,822</u>	<u>1</u>	<u>(53,097)</u>	<u>(5)</u>
	Non-operating income and expenses (notes 6(e), (f), (j), (q) and 7):				
7010	Other income	10,442	1	7,215	1
7020	Other gains and losses, net	(14,344)	(1)	(33,286)	(4)
7375	Share of profit of associates and joint ventures accounted for using equity method	106,368	9	121,346	13
7050	Finance costs	<u>(6,377)</u>	<u>(1)</u>	<u>(9,148)</u>	<u>(1)</u>
		<u>96,089</u>	<u>8</u>	<u>86,127</u>	<u>9</u>
7900	Profit before tax income	99,911	9	33,030	4
7950	Less: Income tax expenses (note 6(l))	<u>10,694</u>	<u>1</u>	<u>3,043</u>	<u>-</u>
	Net profit	<u>89,217</u>	<u>8</u>	<u>29,987</u>	<u>4</u>
8300	Other comprehensive income (loss):				
8310	Item that may not be reclassified subsequently to profit or loss				
8311	Gains on remeasurements of defined benefit plans	<u>777</u>	<u>-</u>	<u>948</u>	<u>-</u>
8360	Item that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	<u>(35,532)</u>	<u>(3)</u>	<u>(15,206)</u>	<u>(2)</u>
8300	Other comprehensive income (loss), net of income tax	<u>(34,755)</u>	<u>(3)</u>	<u>(14,258)</u>	<u>(2)</u>
	Total comprehensive income (loss)	<u>\$ 54,462</u>	<u>5</u>	<u>15,729</u>	<u>2</u>
9750	Basic earnings per share (NT dollars) (note 6(n))	<u>\$ 1.16</u>		<u>0.39</u>	
9850	Diluted earnings per share (NT dollars) (note 6(n))	<u>\$ 1.15</u>		<u>0.39</u>	

See accompanying notes to parent company only financial statements.

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

MIN AIK PRECISION INDUSTRIAL CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	<u>Share capital</u>		<u>Retained earnings</u>			<u>Other equity interest</u>	
	<u>Ordinary shares</u>	<u>Capital surplus</u>	<u>Legal reserve</u>	<u>Special reserve</u>	<u>Unappropriated retained earnings</u>	<u>Exchange differences on translation of foreign financial statements</u>	<u>Total equity</u>
Balance on January 1, 2020	\$ 770,000	704,385	230,904	61,868	15,377	(70,126)	1,712,408
Profit	-	-	-	-	29,987	-	29,987
Other comprehensive income (loss)	-	-	-	-	948	(15,206)	(14,258)
Total comprehensive income (loss)	-	-	-	-	30,935	(15,206)	15,729
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	1,416	-	(1,416)	-	-
Special reserve appropriated	-	-	-	5,178	(5,178)	-	-
Cash dividends on ordinary share	-	-	-	-	(7,700)	-	(7,700)
Cash dividends from capital surplus	-	(19,250)	-	-	-	-	(19,250)
Balance on December 31, 2020	770,000	685,135	232,320	67,046	32,018	(85,332)	1,701,187
Profit	-	-	-	-	89,217	-	89,217
Other comprehensive income (loss)	-	-	-	-	777	(35,532)	(34,755)
Total comprehensive income (loss)	-	-	-	-	89,994	(35,532)	54,462
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	3,094	-	(3,094)	-	-
Special reserve appropriated	-	-	-	16,289	(16,289)	-	-
Cash dividends on ordinary share	-	(30,800)	-	-	(11,550)	-	(42,350)
Balance on December 31, 2021	\$ 770,000	654,335	235,414	83,335	91,079	(120,864)	1,713,299

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 99,911	33,030
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation and amortization expense	69,666	60,794
Expected credit loss	514	583
Interest expense	6,377	9,148
Interest income	(57)	(455)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(106,368)	(121,346)
Loss on disposal or retirement of property, plant and equipment	324	361
Property, plant and equipment transferred to expenses	-	303
Impairment loss on non-financial assets	3,360	961
Total adjustments to reconcile profit (loss)	<u>(26,184)</u>	<u>(49,651)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Accounts receivable	(86,429)	(29,730)
Inventories	(130,853)	(29,156)
Other current assets	(15,132)	3,294
Other operating assets	(588)	(737)
Total changes in operating assets	<u>(233,002)</u>	<u>(56,329)</u>
Changes in operating liabilities:		
Accounts payable	66,154	18,711
Other current liabilities	20,513	10,694
Total changes in operating liabilities	<u>86,667</u>	<u>29,405</u>
Total changes in operating assets and liabilities	<u>(146,335)</u>	<u>(26,924)</u>
Total adjustments	<u>(172,519)</u>	<u>(76,575)</u>
Cash inflow used in operations	(72,608)	(43,545)
Interest received	57	455
Interest paid	(6,642)	(9,474)
Income taxes received	3,862	25,712
Net cash flows used in operating activities	<u>(75,331)</u>	<u>(26,852)</u>
Cash flows from (used in) investing activities:		
Decrease in financial assets at amortized cost	4,852	86,167
Cash dividends from investment accounted for using equity method	124,980	-
Acquisition of property, plant and equipment	(74,242)	(98,364)
Proceeds from disposal of property, plant and equipment	-	12
Decrease in refundable deposits and others	782	1,101
Increase in other financial assets	(1,000)	-
Net cash flows from (used in) investing activities	<u>55,372</u>	<u>(11,084)</u>
Cash flows from (used in) financing activities:		
Decrease in short-term borrowing	(423,870)	(291,000)
Increase in short-term borrowing	449,230	381,000
Increase in long-term borrowing	-	50,000
Repayments of long-term borrowing	(64,000)	(64,000)
Payment of lease liabilities	(283)	(724)
Cash dividends paid	(42,350)	(26,950)
Net cash flows (used in) from financing activities	<u>(81,273)</u>	<u>48,326</u>
Net (decrease) increase in cash and cash equivalents	<u>(101,232)</u>	<u>10,390</u>
Cash and cash equivalents at beginning of period	<u>328,244</u>	<u>317,854</u>
Cash and cash equivalents at end of period	<u><u>\$ 227,012</u></u>	<u><u>328,244</u></u>

See accompanying notes to parent company only financial statements.



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Independent Auditors' Report

To the Board of Directors of Min Aik Precision Industrial Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Min Aik Precision Industrial Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statement of comprehensive income, changes in equity and cash flows for the year ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2021 and 2020 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"), interpretation as well as related guidance endorsed 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 auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the 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. The key audit matters that, in our professional judgement, should be communicated are as follow:

1. Revenue recognition

Please refer to Note 4(n) "Revenue recognized" of the notes to the consolidated financial statements for the accounting policies on revenue recognition.

Description of key audit matter:

The Group's automatic equipment would first need to be assembled, tested, and installed by clients; thereafter, revenue then is recognized. Therefore, the revenue recognition is considered to be one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures on revenue recognition included the testing of internal control system over automatic equipment revenue; inspecting the contracts entered into with the customers; sending confirmation requests to debtors selected from the sales customers. We also assessed the adequacy of the Group's disclosures of its revenue recognition policy and other related disclosures.

2. Inventory Valuation

Please refer to Note 4(h) "Inventory" of the notes to consolidated financial statement for the accounting policies on inventory measurement.

Description of key audit matter:

The Group's inventory are measured at lower of cost and net realized value. The Group's products may be obsolescent or do not meet the market requirement due to new product release or market change. Besides, the automatic products are customized based on specific client's need. Thus, the cost of inventory may exceed its net realizable value. Moreover, the sales ability of products may affect the inventory valuation, which also need to be taken into serious consideration. Therefore, the inventory valuation is considered to be the key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the Group's policies of inventory valuation to assess the appropriateness of its inventory valuation; on a sampling basis, testing the Group's inventory aging report to verify its correctness; understanding and testing, on a sampling basis, the selling price that the management used, or reviewing the subsequent sales of the inventories to assess the appropriateness of the net realizable value.

Other Matter

Min Aik Precision Industrial Co., Ltd. has additionally prepared its parent company only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unqualified 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 IFRSs, IASs, interpretation as well as related guidance endorsed 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.

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

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

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

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

We 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 Cheng-Chien Chen and Yung-Hua Huang.

KPMG

Taipei, Taiwan (Republic of China)

March 11, 2022

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' audit 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' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2021		December 31, 2020		Liabilities and Equity		December 31, 2021		December 31, 2020			
		Amount	%	Amount	%			Amount	%	Amount	%		
Current assets:						Current liabilities:							
1100	Cash and cash equivalents (note 6 (a))	\$	790,507	26	888,532	28	2100	Short-term borrowings (note 6(h))	\$	215,360	7	211,819	7
1170	Notes and accounts receivable, net (notes 6(c) and (o))		347,222	11	411,812	13	2170	Accounts payable (include related parties) (note 7)		304,336	10	267,054	9
1181	Accounts receivable from related parties (notes 6(c), (o) and 7)		159,777	5	130,784	4	2201	Salary and wages payable		139,897	4	128,164	4
1310	Inventories (note 6(d))		464,432	15	358,492	12	2230	Current income tax liabilities		17,795	1	32,800	1
1479	Other current assets (notes 7 and 8)		49,356	2	29,176	1	2280	Current lease liabilities (note 6(j))		1,110	-	9,188	-
			1,811,294	59	1,818,796	58	2300	Other current liabilities (note 7)		156,194	5	181,269	6
Non-current assets:							2322	Long-term borrowings, current portion (note 6(i))		164,000	5	64,000	2
1536	Non-current financial assets at amortized cost (notes 6(b) and 8)		-	-	4,852	-				998,692	32	894,294	29
1551	Investments accounted for using equity method (note 6(e))		29,323	1	37,016	1	Non-Current liabilities:						
1600	Property, plant and equipment (notes 6(f) and 8)		1,117,731	36	1,113,511	36	2541	Long-term borrowings (notes 6(i) and 8)		254,000	8	418,000	13
1755	Right-of-use assets (note 6(g))		57,498	2	69,398	2	2570	Deferred tax liabilities (note 6(l))		55,507	2	58,970	2
1995	Other non-current assets (notes 6(l) and (m))		61,249	2	87,376	3	2580	Non-current lease liabilities (note 6(j))		55,597	2	58,498	2
			1,265,801	41	1,312,153	42				365,104	12	535,468	17
								Total liabilities		1,363,796	44	1,429,762	46
								Equity attributable to owners of parent (note 6(m)):					
							3110	Ordinary share		770,000	25	770,000	25
							3200	Capital surplus		654,335	21	685,135	22
							3310	Legal reserve		235,414	8	232,320	7
							3320	Special reserve		83,335	3	67,046	2
							3350	Unappropriated retained earnings		91,079	3	32,018	1
							3410	Exchange differences on translation of foreign financial statements		(120,864)	(4)	(85,332)	(3)
								Total equity		1,713,299	56	1,701,187	54
Total assets								Total liabilities and equity		\$ 3,077,095	100	3,130,949	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

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

		2021		2020	
		Amount	%	Amount	%
4111	Operating revenue (notes 6(o) and 7)	\$ 2,182,028	101	1,952,400	102
4170	Less: Sales returns and allowances	14,125	1	30,700	2
	Net operating revenue	<u>2,167,903</u>	<u>100</u>	<u>1,921,700</u>	<u>100</u>
5111	Operating costs (notes 6(d), (j), (k), (p), 7 and 12)	1,707,939	79	1,486,273	77
	Gross profit from operations	<u>459,964</u>	<u>21</u>	<u>435,427</u>	<u>23</u>
	Operating expenses (note 6(c), (j), (k), (p), 7 and 12):				
6100	Selling expenses	89,205	4	77,526	4
6200	Administrative expenses	160,948	7	169,848	9
6300	Research and development expenses	63,188	3	72,223	4
6450	Impairment loss determined in accordance with IFRS 9	16,623	1	1,764	-
	Total operating expenses	<u>329,964</u>	<u>15</u>	<u>321,361</u>	<u>17</u>
	Net operating income	<u>130,000</u>	<u>6</u>	<u>114,066</u>	<u>6</u>
	Non-operating income and expenses (notes 6(e), (f), (j), (q) and 7):				
7010	Other income	28,611	1	36,868	2
7020	Other gains and losses, net	(27,911)	(1)	(55,218)	(3)
7050	Finance costs	(10,366)	(1)	(13,231)	(1)
7060	Share of loss of associates and joint ventures accounted for using equity method	(5,379)	-	(29,021)	(1)
		<u>(15,045)</u>	<u>(1)</u>	<u>(60,602)</u>	<u>(3)</u>
7900	Profit before income tax	<u>114,955</u>	<u>5</u>	<u>53,464</u>	<u>3</u>
7950	Less: Income tax expenses (note 6(l))	25,738	1	23,477	1
	Net profit	<u>89,217</u>	<u>4</u>	<u>29,987</u>	<u>2</u>
8300	Other comprehensive income (loss):				
8310	Item that may not be reclassified subsequently to profit or loss				
8311	Gains on remeasurements of defined benefit plans	777	-	948	-
8360	Item that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(35,532)	(1)	(15,206)	(1)
8300	Other comprehensive income (loss), net of income tax	<u>(34,755)</u>	<u>(1)</u>	<u>(14,258)</u>	<u>(1)</u>
	Total comprehensive income (loss)	<u>\$ 54,462</u>	<u>3</u>	<u>15,729</u>	<u>1</u>
	Net profit, attributable to:				
	Owners of parent	<u>\$ 89,217</u>	<u>4</u>	<u>29,987</u>	<u>2</u>
	Total comprehensive income (loss) attributable to:				
	Owners of parent	<u>\$ 54,462</u>	<u>3</u>	<u>15,729</u>	<u>1</u>
9750	Basic earnings per share (NT dollars) (note 6(n))	<u>\$ 1.16</u>		<u>0.39</u>	
9850	Diluted earnings per share (NT dollars) (note 6(n))	<u>\$ 1.15</u>		<u>0.39</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent					Other equity interest		
	Share capital		Retained earnings			Exchange differences on translation of foreign financial statements	Total equity attributable to owners of parent	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings			
Balance at January 1, 2020	\$ 770,000	704,385	230,904	61,868	15,377	(70,126)	1,712,408	1,712,408
Profit	-	-	-	-	29,987	-	29,987	29,987
Other comprehensive income (loss)	-	-	-	-	948	(15,206)	(14,258)	(14,258)
Total comprehensive income (loss)	-	-	-	-	30,935	(15,206)	15,729	15,729
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	1,416	-	(1,416)	-	-	-
Special reserve appropriated	-	-	-	5,178	(5,178)	-	-	-
Cash dividends of ordinary share	-	-	-	-	(7,700)	-	(7,700)	(7,700)
Cash dividends from capital surplus	-	(19,250)	-	-	-	-	(19,250)	(19,250)
Balance at December 31, 2020	<u>770,000</u>	<u>685,135</u>	<u>232,320</u>	<u>67,046</u>	<u>32,018</u>	<u>(85,332)</u>	<u>1,701,187</u>	<u>1,701,187</u>
Profit	-	-	-	-	89,217	-	89,217	89,217
Other comprehensive income (loss)	-	-	-	-	777	(35,532)	(34,755)	(34,755)
Total comprehensive income (loss)	-	-	-	-	89,994	(35,532)	54,462	54,462
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	3,094	-	(3,094)	-	-	-
Special reserve appropriated	-	-	-	16,289	(16,289)	-	-	-
Cash dividends of ordinary share	-	(30,800)	-	-	(11,550)	-	(42,350)	(42,350)
Balance at December 31, 2021	<u>\$ 770,000</u>	<u>654,335</u>	<u>235,414</u>	<u>83,335</u>	<u>91,079</u>	<u>(120,864)</u>	<u>1,713,299</u>	<u>1,713,299</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MIN AIK PRECISION INDUSTRIAL CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 114,955	53,464
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation and amortization expense	108,631	107,261
Expected credit loss	16,623	1,764
Interest expense	10,366	13,231
Interest income	(1,495)	(4,489)
Share of loss of associates and joint ventures accounted for using equity method	5,379	29,021
Loss on disposal of property, plant and equipment	337	327
Property, plant and equipment transferred to expenses	-	303
Impairment loss on non-financial assets	3,360	961
Total adjustments to reconcile profit	<u>143,201</u>	<u>148,379</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Accounts receivable	18,974	(145,891)
Inventories	(112,839)	(110,917)
Other current assets	(19,408)	4,829
Other operating assets	(587)	(737)
Total changes in operating assets	<u>(113,860)</u>	<u>(252,716)</u>
Changes in operating liabilities:		
Accounts payable	37,282	56,958
Other current liabilities	(2,161)	10,347
Total changes in operating liabilities	<u>35,121</u>	<u>67,305</u>
Total changes in operating assets and liabilities	<u>(78,739)</u>	<u>(185,411)</u>
Total adjustments	<u>64,462</u>	<u>(37,032)</u>
Cash inflow generated from operations	179,417	16,432
Interest received	1,515	4,469
Interest paid	(10,699)	(13,485)
Income taxes (paid) received	(25,927)	8,423
Net cash flows from operating activities	<u>144,306</u>	<u>15,839</u>
Cash flows from (used in) investing activities:		
Decrease in financial assets at amortized cost	4,852	86,167
Acquisition of property, plant and equipment	(114,697)	(122,402)
Proceeds from disposal of property, plant and equipment	44	48
Proceeds of government grants - property, plant and equipment	6,241	-
(Increase) decrease in refundable deposits and others	(42)	5,158
Increase in other financial assets	(1,000)	-
Net cash flows used in investing activities	<u>(104,602)</u>	<u>(31,029)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowing	449,230	402,819
Decrease in short-term borrowing	(445,606)	(291,000)
Increase in long-term borrowing	-	50,000
Repayments of long-term borrowing	(64,000)	(64,000)
Payment of lease liabilities	(9,223)	(9,652)
Cash dividends paid	(42,350)	(26,950)
Net cash flows (used in) from financing activities	<u>(111,949)</u>	<u>61,217</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(25,780)</u>	<u>(8,200)</u>
Net (decrease) increase in cash and cash equivalents	<u>(98,025)</u>	<u>37,827</u>
Cash and cash equivalents at beginning of period	<u>888,532</u>	<u>850,705</u>
Cash and cash equivalents at end of period	<u><u>\$ 790,507</u></u>	<u><u>888,532</u></u>

See accompanying notes to consolidated financial statements.

Min Aik Precision Industrial Co., Ltd.

2021 Earnings distribution statement

Unit: NT\$

Item	Amount
Undistributed profit at start of period	1,085,240
Plus: Variation following re-evaluation of confirmed welfare plan	776,759
Plus: Net profit after tax for the current period	89,216,586
Less: Legal reserve	(8,999,335)
Less: Special reserve provided for equity deductions Distributable surplus	(36,616,761)
Accumulated distributable earnings	45,462,489
Allocation items in this period	
Less: Cash dividends (NT\$ 0.55 per share)	(42,350,000)
Undistributed earnings at the end of the period	3,112,489

Comparison Table of Articles Before and After the Amendment on Procedures for Acquisition and Disposal of Assets

Article After Amendment	Article Before Amendment	Remark
8 th version approved by shareholders meeting on <u>May 27, 2022</u>	7 th version approved by shareholders meeting on <u>July 30, 2021</u>	Version update
Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall be compliant with <u>Regulations Governing the Acquisition and Disposal of Assets by Public Companies</u>	Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall be compliant with the below provisions: (omitted)	Amendment pursuant to laws
Article 9 Procedure for Acquisition or Disposal of Real Property or Equipment: 1~3(omitted) 4.Expert evaluation comment report: Other than transactions with domestic government authorities, mandated construction on self-owned land, mandated construction on leased land or acquisition or disposal of equipment or the right-of-use assets thereof for business use, if the transaction amount of any real property, equipment or the right-of-use assets thereof or disposal acquired or disposed of reaches 20% of the Company's paid-in capital or over NT\$300 Million, an appraisal report issued by a professional appraiser shall be acquired before the date of occurrence and the following provisions shall be complied with: i.Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same shall be followed for any subsequent changes to the terms and conditions of the transaction.	Article 9 Procedure for Acquisition or Disposal of Real Property or Equipment: 1~3(omitted) 4.Expert evaluation comment report: Other than transactions with domestic government authorities, mandated construction on self-owned land, mandated construction on leased land or acquisition or disposal of equipment or the right-of-use assets thereof for business use, if the transaction amount of any real property, equipment or the right-of-use assets thereof or disposal acquired or disposed of reaches 20% of the Company's paid-in capital or over NT\$300 Million, an appraisal report issued by a professional appraiser shall be acquired before the date of occurrence and the following provisions shall be complied with: i. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same shall be followed for any subsequent changes to the terms and conditions of the transaction.	Amendment pursuant to laws

Article After Amendment	Article Before Amendment	Remark
<p>ii. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>iii. If the appraisal result by the professional appraiser has any of the below situations, unless the appraisal results of the asset to be acquired are all higher than the transaction amount, or appraisal results of the asset to be disposed of are all lower than the transaction amount, an accountant shall be asked to give a specific opinion about the cause of the differences and the reasonableness of the transaction price:</p> <p>a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>iv. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>ii. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>iii. If the appraisal result by the professional appraiser has any of the below situations, unless the appraisal results of the asset to be acquired are all higher than the transaction amount, or appraisal results of the asset to be disposed of are all lower than the transaction amount, an accountant shall be asked to provide documents that meet legislative requirements and give a specific opinion about the cause of the differences:</p> <p>a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>iv. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	
<p>Article 10 Procedure for Acquisition or Disposal of Securities: 1~3 (omitted)</p> <p>4. Expert evaluation comment report: To acquire or dispose of securities, the latest financial statements of the Company audited or certified by an accountant before the date of occurrence shall be acquired as reference for evaluation of the transaction price. If the transaction amount reaches 20% of the Company's paid-in capital or over NT\$300 million, an accountant shall be asked to provide comments about the reasonableness of the transaction price before the date of occurrence, except if there is a public quotation for the securities in an active market or otherwise</p>	<p>Article 10 Procedure for Acquisition or Disposal of Securities: 1~3 (omitted)</p> <p>4. Expert evaluation comment report: To acquire or dispose of securities, the latest financial statements of the Company audited or certified by an accountant before the date of occurrence shall be acquired as reference for evaluation of the transaction price. If the transaction amount reaches 20% of the Company's paid-in capital or over NT\$300 million, an accountant shall be asked to provide comments about the reasonableness of the transaction price before the date of occurrence and documents about compliance with applicable Procedures shall also be acquired</p>	<p>Amendment pursuant to laws</p>

Article After Amendment	Article Before Amendment	Remark
provided by the competent authority.	from the accountant , except if there is a public quotation for the securities in an active market or otherwise provided by the competent authority.	
<p>Article 11 Procedure for Acquisition or Disposal of Intangible Assets or the Right-of-Use Assets thereof or Membership: 1~3(omitted) 4. Expert assessment opinions If the transaction amount for the acquisition or disposal of membership or intangible assets reaches 20% of the Company's paid-in capital or over NT\$300 million, other than transactions with government authorities, an accountant shall be asked to provide comments on the reasonableness of the transaction price.</p>	<p>Article 11 Procedure for Acquisition or Disposal of Intangible Assets or the Right-of-Use Assets thereof or Membership: 1~3(omitted) 4. Expert assessment opinions If the transaction amount for the acquisition or disposal of membership or intangible assets reaches 20% of the Company's paid-in capital or over NT\$300 million, other than transactions with government authorities, an accountant shall be asked to provide comments on the reasonableness of the transaction price and documents about compliance with applicable Procedures shall also be acquired from the accountant</p>	Amendment pursuant to laws
<p>Article 14 In case of acquisition or disposal of real property or the right-of-use assets thereof to or from a related party, or acquisition or disposal of assets other than real property or the right-of-use assets thereof to or from a related party with the transaction amount reaching 20% of the Company's paid-in capital, 10% of total asset or over NT\$300 Million, other than the sale and purchase of corporate bonds, bonds with buy-back or sell-back conditions, subscription to or buy-back of money market funds issued by domestic securities investment and trust enterprises, the following information shall be submitted to the board of directors and the audit committee for approval before the transaction contract can be signed and payment can be made: (omitted) For the below transactions between a parent Company or subsidiary: i. acquisition or disposal of any equipment or right-of-use assets thereof for business use, ii. acquisition or disposal of any right-of-use asset of real property</p>	<p>Article 14 In case of acquisition or disposal of real property or the right-of-use assets thereof to or from a related party, or acquisition or disposal of assets other than real property or the right-of-use assets thereof to or from a related party with the transaction amount reaching 20% of the Company's paid-in capital, 10% of total asset or over NT\$300 Million, other than the sale and purchase of corporate bonds, bonds with buy-back or sell-back conditions, subscription to or buy-back of money market funds issued by domestic securities investment and trust enterprises, the following information shall be submitted to the board of directors and the audit committee for approval before the transaction contract can be signed and payment can be made: (omitted) The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current</p>	Amendment pursuant to laws

Article After Amendment	Article Before Amendment	Remark
<p>for business use, the Chairman is authorized by the board of directors to make decisions in accordance with Article 9 within the limit of 20% of paid-in capital, 10% of total asset or NT\$300 million, followed by submission to the next board meeting for ratification afterwards. When the acquisition or disposal is submitted to the board of directors for discussion in accordance with the previous paragraph, the opinions of each independent director shall be fully considered. If any independent director has any objection or reservation, it shall be recorded in the minutes of the board meeting. For matters subject to approval by the audit committee and the board of directors under the first paragraph, the third and fourth paragraphs of Article 6 apply mutatis mutandis.</p> <p><u>If the transaction amount of the Company or subsidiary set forth in paragraph 1 reaches 10 percent or more of the Company's total assets, all data specified in paragraph 1 shall be submitted to shareholders' meeting for approval before the execution of transaction agreement and payment, except for the transactions with subsidiaries or transactions among subsidiaries.</u></p> <p><u>The calculation of transaction amount set forth in paragraph 1 and preceding paragraph shall be managed in accordance with paragraph 2 of article 20. "Within one year" means the one-year period preceding the date of occurrence of the transaction. The part which has been submitted to shareholders' meeting, audit committee and board meeting shall be excluded from the calculation.</u></p>	<p>transaction. Items that have been approved by the audit committee and the board of directors need not be counted toward the transaction amount.</p> <p>For the below transactions between a parent Company or subsidiary:</p> <ul style="list-style-type: none"> i. acquisition or disposal of any equipment or right-of-use assets thereof for business use, ii. acquisition or disposal of any right-of-use asset of real property for business use, <p>the Chairman is authorized by the board of directors to make decisions in accordance with Article 9 within the limit of 20% of paid-in capital, 10% of total asset or NT\$300 million, followed by submission to the next board meeting for ratification afterwards. When the acquisition or disposal is submitted to the board of directors for discussion in accordance with the previous paragraph, the opinions of each independent director shall be fully considered. If any independent director has any objection or reservation, it shall be recorded in the minutes of the board meeting. For matters subject to approval by the audit committee and the board of directors under the first paragraph, the third and fourth paragraphs of Article 6 apply mutatis mutandis.</p>	
<p>Article 20 Information Disclosure: In case of any of the following events in the acquisition or disposal of asset, a public filing of the relevant information shall be made on the website designated by the competent authority in the prescribed format by nature within 2 days from the date of occurrence: 1~6(omitted) 7. Where an asset transaction other than any of those referred to in</p>	<p>Article 20 Information Disclosure: In case of any of the following events in the acquisition or disposal of asset, a public filing of the relevant information shall be made on the website designated by the competent authority in the prescribed format by nature within 2 days from the date of occurrence: 1~6(omitted) 7. Where an asset transaction other than any of those referred to in</p>	<p>Amendment pursuant to laws</p>

Article After Amendment	Article Before Amendment	Remark
<p>the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ul style="list-style-type: none"> i. Trading of domestic government bonds or <u>foreign bond with credit rating not lower than the sovereign rating of our country.</u> ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of <u>foreign bond or</u> ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds, <u>or subscription or redemption of index investment securities,</u> or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange. iii. Trading of bonds under repurchase/resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>(omitted below)</p>	<p>the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ul style="list-style-type: none"> i. Trading of domestic government bonds. ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange. iii. Trading of bonds under repurchase/resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>(omitted below)</p>	

Procedures for acquisition or disposal of assets (Original articles)

7th version approved by the shareholders' meeting on July 30, 2021

Article 1 These Procedures are established in accordance with the Regulations Governing Acquisition or Disposal of Assets by Public Companies.

Article 2 The Company's acquisition or disposal of assets shall be in accordance with the provisions of these Procedures. Anything that is not provided in these Procedures shall be governed by legislations and considerations shall also be given to other Procedures of the Company.

Article 3 The result of acquisition or disposal of asset referred to in these Regulations shall be submitted to the following board meeting. The scope of application is as follows:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 4 Definitions:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and combinations of the above contracts, or composite contracts integrating derivative products or structured products, whose value is derived from specific interest rate, prices of financing tools, merchandize prices, foreign exchange rates, price or fee rate indexes, credit ratings or credit indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3, of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall be compliant with the below provisions:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:

- i. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- ii. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
- iii. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- iv. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Article 6 Establishment of Disposition Procedures

The establishment or amendment of or amendment to the procedure for acquisition or disposal of assets shall be approved by the audit committee and the board of directors and submitted to the shareholders meeting for approval. If any director voices any objection with records or written statement, the Company shall send the information of the director's objection to the audit committee.

When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

If approval of more than half of all audit committee members as required is not obtained for the establishment or amendment of the procedure for acquisition or disposal of assets, the procedure may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 7 Prohibited Matters:

The Company shall not engage in any transaction to acquire or dispose of any claim of a financial institution. If the Company wishes to engage in any transaction to acquire or dispose of any claim of a financial institution in the future, the relevant procedure shall be amended in accordance with Article 6.

Article 8 Director's Objections:

If the Company's acquisition or disposal of any asset is subject to approval by the board of directors in accordance with these Procedures or other laws and if any director voices any objection with records or written statements, the Company shall send information about the director's objection to the audit committee.

When the procedures for the acquisition and disposal of assets are submitted for discussion

by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 4 and 5.

Article 9 Procedure for Acquisition or Disposal of Real Property or Equipment:

1. Appraisal procedures: When the handling department files an application, it shall first perform an evaluation and complete an evaluation report about the feasibility of acquiring or disposing of real property or equipment. The evaluation report shall include explanations about the reasonableness of the acquisition price and conditions.
2. Operating procedures: After the handling department completes each evaluation report, a submission shall be made to the authorized executive for approval in accordance with the rules of approval authority. The subsequent procedures shall be completed by the relevant departments in accordance with the Company's internal control system and process flow.
3. Approval Authority:
 - i. If the amount per single transaction is below NT\$10 Million (inclusive), it shall be approved by the President.
 - ii. If the amount per single transaction is over NT\$10 Million and below NT\$30 Million (inclusive), it shall be approved by the Chairman.
 - iii. If the amount per single transaction is over NT\$30 Million, it shall be approved by the board of directors.
 - iv. After the accumulated amount of real property or equipment acquired or disposed of by the group in the current accounting year has reached NT\$100 Million, if the amount of each single transaction reaches NT\$3 Million, it shall be submitted to the board of directors for prior review.
4. Expert evaluation comment report: Other than transactions with domestic government authorities, mandated construction on self-owned land, mandated construction on leased land or acquisition or disposal of equipment or the right-of-use assets thereof for business use, if the transaction amount of any real property, equipment or the right-of-use assets thereof or disposal acquired or disposed of reaches 20% of the Company's paid-in capital or over NT\$300 Million, an appraisal report issued by a professional appraiser shall be acquired before the date of occurrence and the following provisions shall be complied with:
 - i. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same shall be followed for any subsequent changes to the terms and conditions of the transaction.
 - ii. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
 - iii. If the appraisal result by the professional appraiser has any of the below situations, unless the appraisal results of the asset to be acquired are all higher than the transaction amount, or appraisal results of the asset to be disposed of are all lower than the

transaction amount, an accountant shall be asked to provide documents that meet legislative requirements and give a specific opinion about the cause of the differences and the reasonableness of the transaction price:

- a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- iv. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 10 Procedure for Acquisition or Disposal of Securities:

1. Appraisal procedures: When the handling department files an application, it shall first perform an evaluation and complete an evaluation report about the feasibility of acquiring or disposing of securities. The evaluation report shall include explanations about the reasonableness of the acquisition price and conditions.
2. Operating procedures: After the handling department completes each evaluation report and submits it to the authorized executive for approval in accordance with the approval authority rules, the relevant department that executes the Company's internal control system and procedure shall complete the subsequent procedures.
3. Approval Authority:
 - i. Approval authority for short-term investment:
 - a. If the balance amount of short-term investment is less than NT\$15 Million (inclusive), it shall be subject to prior approval by the Chairman.
 - b. If the balance amount of short-term investment by the group is over NT\$15 Million, it shall be subject to prior authorization by the board of directors.
 - ii. Acquisition or disposal of long-term investment shall be subject to prior approval by the board of directors.
4. Expert evaluation comment report: To acquire or dispose of securities, the latest financial statements of the Company audited or certified by an accountant before the date of occurrence shall be acquired as reference for evaluation of the transaction price. If the transaction amount reaches 20% of the Company's paid-in capital or over NT\$300 Million, an accountant shall be asked to provide comments about the reasonableness of the transaction price before the date of occurrence and documents about compliance with applicable Procedures shall also be acquired from the accountant, except if there is a public quotation for the securities in an active market or otherwise provided by the competent authority.

Article 11 Procedure for Acquisition or Disposal of Intangible Assets or the Right-of-Use Assets thereof or Membership:

1. Appraisal procedures: When the handling department files an application, it shall first perform an evaluation and complete an evaluation report about the feasibility of acquiring or disposing of securities. The evaluation report shall include explanations about the reasonableness of the acquisition price and conditions.
2. Operating procedures: After the handling department completes each evaluation report

and submits it to the authorized executive for approval in accordance with the approval authority rules, the relevant department that executes the Company's internal control system and procedure shall complete the subsequent procedures.

3. Approval Authority:

i. Approval authority for membership:

- a.If the total amount of investment in membership is below NT\$10 Million (inclusive), it shall be subject to prior approval by the Chairman.
- b.If the total amount of investment in membership by the group is over NT\$10 Million, it shall be subject to the prior approval by the board of directors.

ii. Approval authority for intangible assets:

- a.If the transaction amount is below NT\$10 Million (inclusive), it shall be subject to prior approval by the Chairman.
- b.If the accumulated transaction amount by the group per year is over NT\$10 Million, it shall be subject to the prior approval by the board of directors.

4. Expert Evaluation Comment Report

If the transaction amount for the acquisition or disposal of membership or intangible assets reaches 20% of the Company's paid-in capital or over NT\$300 Million, other than transactions with government authorities, an accountant shall be asked to provide comments on the reasonableness of the transaction price and documents about compliance with applicable Procedures shall also be acquired from the accountant

Article 12 The calculation of the transaction amount which requires an expert evaluation comment under the previous three Articles shall be in accordance with the second paragraph, Article 20. "Within one year" means the one-year period preceding the date of occurrence of the transaction. If an appraisal report issued by a professional appraiser or an accountant's opinion has already been acquired in accordance with these Procedures, such portion shall be excluded from the calculation. In case of asset acquisition or disposal through a court auction process, the document of proof issued by the court may be used in lieu of the appraisal report or accountant's opinion.

Article 13 The acquisition or disposal of assets from or to a related party shall be consistent with the procedure for acquisition and disposal for each type of asset and Procedures related to the acquisition or disposal of asset from or to a related party. If the transaction amount reaches 10% or more of the Company's total asset, an appraisal report issued by a professional appraiser or accountant's opinion shall also be acquired in accordance with the procedure for acquisition and disposal for each type of asset.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 12 herein.

When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 14 In case of acquisition or disposal of real property or the right-of-use assets thereof to or from a related party, or acquisition or disposal of assets other than real property or the right-of-use assets thereof to or from a related party with the transaction amount reaching 20% of the Company's paid-in capital, 10% of total asset or over NT\$300 Million, other than the sale and purchase of corporate bonds, bonds with buy-back or sell-back

conditions, subscription to or buy-back of money market funds issued by domestic securities investment and trust enterprises, the following information shall be submitted to the board of directors and the audit committee for approval before the transaction contract can be signed and payment can be made:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a trading counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.
4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the audit committee and the board of directors need not be counted toward the transaction amount.

For the below transactions between a parent company or subsidiary:

i. acquisition or disposal of any equipment or right-of-use assets thereof for business use,

ii. acquisition or disposal of any right-of-use asset of real property for business use, the Chairman is authorized by the board of directors to make decisions in accordance with Article 9 within the limit of 20% of paid-in capital, 10% of total asset or NT\$300 Million, followed by submission to the next board meeting for ratification afterwards.

When the acquisition or disposal is submitted to the board of directors for discussion in accordance with the previous paragraph, the opinions of each independent director shall be fully considered. If any independent director has any objection or reservation, it shall be recorded in the minutes of the board meeting.

For matters subject to approval by the audit committee and the board of directors under the first paragraph, the third and fourth paragraphs of Article 6 apply *mutatis mutandis*.

Article 15

To acquire real property or the right-of-use assets thereof from a related party, the reasonableness of the transaction cost shall be evaluated in the following manner:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent

or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

When the real property cost is evaluated in accordance with the first and second paragraphs in relation to the acquisition of real property or the right-of-use assets thereof from a related party, an accountant shall be asked to perform second review and provide a specific opinion.

If there is any of the below events in the acquisition of real property or the right-of-use assets thereof from a related party, Article 14 shall apply and the previous three paragraphs are not applicable.

- i. The related party acquired the real property or the right-of-use assets thereof through inheritance or as a gift.
- ii. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or the right-of-use assets thereof to the signing date for the current transaction.
- iii. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
- iv. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

Article 16 When the results of a company appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 17. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - i. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - ii. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

2. Where the Company acquiring real property or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 17 Upon acquisition of real property or the right-of-use assets thereof from a related party, if the evaluation results under Articles 15 and 16 are all lower than the transaction price, the below procedure shall be carried out:

1. Special reserve shall be provided in accordance with the first paragraph, Article 41 of the Securities Transaction Act for the amount of difference between the real property or right-of-use assets thereof transaction price and the evaluated cost. Such reserve shall not be used for distribution or capital increase and share allocation. If the target of the Company's investment under equity method is a publicly listed company, special reserve shall also be provided in accordance with the first paragraph, Article 41 of the Securities Transaction Act in proportion to the shareholding percentage.
2. The audit committee shall follow Article 218 of the Company Act.
3. Actions taken pursuant to subparagraph 1 and subparagraph 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

If special reserve is provided in accordance with the previous paragraph, after the loss from price decrease has been recognized for the asset purchased or leased at a high price, or if the asset has been disposed of or the lease has been terminated, or if proper compensation has been provided, or if the original status has been reinstated, or if there is other evidence showing that there is no unreasonableness the special reserve may be used following the approval by the Financial Supervisory Commission.

In the acquisition of real property or the right-of-use assets thereof from a related party, if there is other evidence showing that the transaction is no in arm-length, the previous two paragraphs shall apply.

Article 18 Procedure for Acquisition or Disposal of Derivatives:

1. Transaction principles and guidelines:
 - i. Type of transaction: Derivatives referred to in these Procedures refer to the transaction contract under Article 3. Matter related to bond margin transactions shall be in accordance with applicable provisions of these Procedures. Bond transactions with buy-back conditions may be carried out without application of the provisions of these Procedures.
 - ii. Operating and hedging strategy: When engaging in derivatives transactions, the

Company shall hedge against risks in principle. The currencies of operation shall be limited to payments in foreign currencies generated from the Company's import and export businesses, as well as those required for business hedging purposes.

iii. Division of responsibilities:

a. Finance department: The persons that may engage in derivatives trading of the Company shall be designated by the finance officer. Such persons shall be responsible for the planning of trading strategies to the extent of authorization, implementation of trading orders, disclosure of future trading risks, and provision of real-time information to related departments for reference. The closing and confirmation of transactions shall be done by persons different from those responsible for trading.

b. Accounting department: Responsible for confirming whether the trading is being managed against authorization and valid strategies and whether the accounting entries and financial statements are prepared in compliance with IFRSs.

iv. Performance Evaluation: The trading staff shall submit a report to the finance officer at least once a week regarding the Company's position, execution status, current market situation, and other related matters. However, the gain or loss on the trading of the hedging products required for business activities shall be evaluated at least twice every month and submitted to the finance officer for review.

v. Transaction limit: The total amount of derivatives transaction contracts by the Company shall not exceed the foreign currency requirement of the Company for four months in principle.

vi. Overall and individual contract loss limit: Stop loss points shall be established for both hedging and financing transactions to prevent excessive loss. The stop loss point shall not exceed 10% of the amount of the transaction contract. If the stop loss target is exceeded, a report shall be immediately filed with the board of directors, and necessary corresponding measures shall be undertaken.

2. Risk management measures:

i. Credit Limit and Level:

The daily transaction amount shall be subject to prior approval by the board of directors.

ii. Operating procedures:

a. When the trading staff is required to engage in derivatives trading based on the change of market prices, the "Derivative Trading Application Form" shall be completed and submitted to the authorized executive for approval before execution.

b. After the transaction is closed, the trading staff shall forward the "Derivative Trading Application Form" to the trading confirmation staff and accounting staff for account entry.

c. After the trading confirmation staff confirms the details of the transaction with the dealing banks, the type, amount of the derivative trades, the date of board approval and the matters subject to careful evaluation under Article 18 shall be recorded in the register for reference.

d. When the Company engages in derivatives trading through authorized staff in accordance with the derivatives trading procedure established by the Company, a report shall be filed with the board of directors afterwards.

iii. Risk management:

- a. The trading counterparts shall be chosen among companies with good reputation and having dealings with the Company or internationally renowned financial institutions that are able to provide up-to-date reliable professional information.
 - b. The main purpose of trading shall be to prevent impact of market fluctuations on the normal operation and performance of the Company. The principle is to hedge against risks. No financial operation shall be engaged.
 - c. Regular attention shall be paid to timely information such as the market prices and liquidities of the trading targets. Operation shall be done in a conservative manner in principle.
 - d. The trading staff shall comply with the authorized limits and pay attention to the transaction risk and the Company's cash flow in order to ensure that the Company has sufficient working capital.
 - e. Any document with the transaction counterparty shall not be signed until the internal contract concluding procedures have been completed. The document with the transaction counterparty shall be a common contract on the market in general, and any unique contract shall be reviewed by the attorney to protect the Company's rights.
 - f. Personnel engaged in derivatives trading may not simultaneously serve in other operations, such as confirmation and settlement.
 - g. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the board of directors or President with no responsibility for trading or position decision-making.
 - h. Any derivatives trading positions held shall be evaluated at least once a week; however, positions for the hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to the President.
3. Internal audit system:
- The internal audit staff shall regularly understand proper internal control of derivatives trading and shall perform monthly audit on the compliance with derivatives trading procedure by the trading department and prepare audit reports. If any material breach is discovered, a written notice shall be given to the audit committee.
4. Handling of irregular circumstances:
- Any anomaly in derivatives trading shall be immediately reported to the board of directors and necessary corresponding measures shall be undertaken. Independent directors shall attend the board meeting and voice their opinions.
5. Other Matters:
- i. The board of directors shall duly perform supervision and management in accordance with the below principles:
 - a. Designate the President to pay continuous attention to the monitoring and control of derivatives trading risk.
 - b. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance.
 - ii. Designate the President to manage derivatives trading in accordance with the following principles:
 - a. Periodically evaluate the risk management measures currently employed are

appropriate and are faithfully conducted in accordance with these Procedures and the procedures for engaging in derivatives trading formulated by the Company.

- b. If any anomaly is discovered in the supervision of transaction and loss/profit situation, necessary corresponding measures shall be undertaken and a report shall be filed with the board of directors immediately. Independent directors shall attend the board meeting and voice their opinions.

Article 19 Procedure for Merger, Split, Acquisition and Share Transfer:

1. Evaluation and Procedure:

- i. In case of merger, split, acquisition or share transfer, a project team shall be organized to study the execution plan together. Before a board resolution is organized, an accountant, attorney or securities underwriter shall be asked to provide an opinion about the reasonableness of the share conversion ratio, acquisition price or distribution of cash or other properties to the shareholders, followed by submission to the board meeting for discussion and approval. However, when the Company merges a subsidiary in which the Company directly or indirectly holds 100% outstanding shares or total capital, or in case of merger among subsidiaries in which the company directly or indirectly holds 100% outstanding shares or total capital, the above expert opinion about reasonableness may be waived.
- ii. Key term a and conditions of the merger, split or acquisition and related matters shall be included in a public document to the shareholders before the shareholders meeting is held. Such document shall be submitted to the shareholders, together with the expert opinion under subparagraph 1, first paragraph of this Article and the notice for shareholders meeting, as reference for whether or not to agree to the merger, split or acquisition. However, if a merger, split or acquisition is not subject to shareholder resolution in accordance with other laws, the above shall not apply. Also, if any party that participates in the merger, split or acquisition cannot hold a shareholders meeting or pass a shareholders resolution due to quorum, insufficient voting right or other legal restrictions, or if the proposal is rejected by the shareholders meeting, such party shall immediately provide a public statement about the cause of the event, the subsequent steps and the estimated date for shareholders meeting.

2. Other Matters:

- i. Unless otherwise provided by law or when there is a special reason, with prior report to and approval by the Financial Supervisory Commission, companies participating in the merger, split or acquisition shall hold the board meetings and shareholders meeting on the same day to approve matters related to the merger, split or acquisition by resolution.

Unless otherwise provided by law or when there is a special reason, with prior report to and approval by the Financial Supervisory Commission, companies participating in the share transfer shall hold board meetings on the same day.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

- a. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all

persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.

b. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.

c. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

Any company that participates in the merger, split, acquisition or share transfer whose shares are listed in a stock exchange or over-the-counter market shall make a filing of the information under subparagraphs 1 and 2 of the previous paragraph with the competent authority for records in the prescribed format through the Internet information system within 2 days from the board resolution.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs 2-1.

ii. Confidentiality Undertaking: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

iii. Principles for establishment and change of share conversion ratio or acquisition price: No change shall be made to the share conversion ratio or acquisition price unless there is any of the following events. The conditions for change shall be specified in the merger, split, acquisition or share transfer agreement.

a. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.

b. An action, such as a disposal of major assets, that affects the company's financial operations.

c. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.

d. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.

e. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.

f. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

iv. Contract provisions:

The merger, split, acquisition or share transfer agreement shall include the following matters:

a. Handling of breach of contract.

b. Principles for the handling of equity-type securities previously issued or treasury

- stock previously bought back by any company that is extinguished in a merger or that is demerged.
- c. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - d. The manner of handling changes in the number of participating entities or companies.
 - e. Preliminary progress schedule for plan execution, and anticipated completion date.
 - f. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
 - v. Change of Information: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
 - vi. If any company participating in the merger, split, acquisition or share transfer is not a publicly listed company, the Company shall sign an agreement with such company and follow subparagraphs 1, 2 and 5, second paragraph of this Article.

Article 20 Information Disclosure:

In case of any of the following events in the acquisition or disposal of asset, a public filing of the relevant information shall be made on the website designated by the competent authority in the prescribed format by nature within 2 days from the date of occurrence:

1. Acquisition or disposal of real property or the right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or the right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
4. Where the type of asset acquired or disposed is equipment for business use or the right-of-use assets thereof, the trading counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - i. The Company's paid-in capital is less than NT\$10 Billion and the transaction amount is over NT\$500 Million.
 - ii. The Company's paid-in capital is over NT\$10 Billion and the transaction amount is over NT\$1 Billion.
5. Acquisition or disposal by a public company in the construction business of real property or the right-of-use assets thereof for construction use, where the trading

counterparty is not a related party, and the transaction amount reaches NT\$500 million. Among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.

6. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - i. Trading of domestic government bonds.
 - ii. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
 - iii. Trading of bonds under repurchase/resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

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

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

The Company shall key in the derivatives trading performed by the Company and its subsidiaries that are not domestic publicly listed companies as of the end of the previous month in the prescribed format on the information filing website designated by the Financial Supervisory Commission before the 10th day of each month.

In case of any error or omission in the public filing made by the Company, a correction shall be made within 2 days from the day of knowledge and the full public filing shall be made again.

When the Company acquires or disposes of assets, the relevant contract, minutes of meetings, registers, evaluation reports, accountant's, attorney's or securities underwriter's opinions shall be maintained in the Company for at least 5 years, unless otherwise provided by other laws.

Article 21 Failure to make filings:

If there is any of the below events in relation to any transaction for which the Company has made a public filing in accordance with the previous Article, a public filing shall be made with relevant information on the website designated by the Financial Supervisory Commission within 2 days from the date of occurrence:

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

Article 22 Filing on behalf of Subsidiaries

1. If a subsidiary is not a publicly listed company and if any acquisition or disposal of asset is subject to public filing under Article 20 or 21, the Company shall make the public filing on behalf of the subsidiary.
2. The paid-in capital or total assets of the Company shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 20, paragraph 1 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches paid-in capital or total assets.

Article 23 Total amounts of real property and securities acquired by the company and each subsidiary for business use, and limits on individual securities:

1. The total amount of real property other than for business use and short-term investment purchased shall not exceed 30% of the paid-in capital. The total amount of real property other than for business use purchased shall not exceed 20% of the Company's paid-in capital.
2. The total amount of securities purchased shall not exceed the total net worth of the Company in the latest financial statements. The total amount of securities under short-term investment shall not exceed 20% of the paid-in capital.
3. The total amount of individual securities invested shall not exceed 50% of the net worth of the Company in the latest financial statements. However, if the Company holds 100% of the company's shares, the total amount shall not exceed the net worth of the Company in the latest financial statements.

Article 24 Control procedures for the acquisition and disposal of assets by subsidiaries:

1. The Company shall urge its subsidiaries to establish and execute the "procedure for acquisition or disposal of assets" in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
2. When the subsidiaries establish and execute the procedure for acquisition or disposal of assets, they shall also be urged to act in accordance with and take into consideration the Procedures of the Company and matters related to the procedure.

Article 25 Breach of Procedures:

If any employee breaches these Procedures in the acquisition or disposal of assets, warning, reprimand or dismissal shall be imposed depending on the level of gravity.

Article 26 Other important matters:

The 10% total asset under these Regulations shall be calculated based on the total asset amount in the latest statutory or individual financial report as required under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. If the shares of the Company is without face value or if the face value is not NT\$10 per share, the transaction amount of 20% paid-in capital under these Regulations shall be calculated based on 10% equity of the parent company. For calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.

Articles of Incorporation

Chapter 1: General Provisions

- Article 1 The Company is incorporated pursuant to the regulations of the Company Act and is named "銘鈺精密工業股份有限公司" in Chinese and Min Aik Precision Industrial Co., Ltd. in English.
- Article 2 The Company's business items are as follows:
1. C805050 Industrial Plastic Products Manufacturing
 2. C805010 Plastic Sheets, Pipes and Tubes Manufacturing
 3. C805030 Plastic Made Grocery Manufacturing
 4. CA02010 Metal Architectural Components Manufacturing
 5. CA02020 Aluminum and Copper Manufacturing
 6. CA04010 Metal Surface Treating
 7. CA01050 Iron and Steel Rolling, Drawing, and Extruding
 8. CB01010 Machinery and Equipment Manufacturing
 9. CB01990 Other Machinery Manufacturing Not Elsewhere Classified
 10. CC01080 Electronic Parts and Components Manufacturing
 11. CN01010 Furniture and Fixtures Manufacturing
 12. F401030 Manufacturing Export
 13. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article2-1 The total amount of investment by the Company in other limited liability companies is not limited to the restrictions under Article 13 of the Company Act.
- Article2-2 The Company may provide any entity with a guarantee.
- Article 3 The Company has its headquarters in Taoyuan City and may establish domestic and overseas branches as required through board resolutions.
- Article 4 The Company's public announcements shall be handled in accordance with the Company Act.

Chapter 2: Shares

- Article 5 The Company's total capital is NT\$1 Billion, divided into 100,000,000 shares, at NT\$10 per share, which may be issued through several issuances.
- Article 6 Deleted.
- Article 7 All of the Company's shares are registered shares and shall be affixed with the signatures and seals of three or more directors and issued after legal certification. There is no obligation to print share certificates for the shares of the Company. However, registration shall be made with a securities custodian organization. The same shall be applicable to other securities.
- Article 8 Share transfer shall be suspended during the period of 60 days before any general shareholders meeting, 30 days before any special shareholders meeting or 5 days before the record date for the distribution of dividend, bonus or other benefit by the Company.

Chapter 3: Shareholders' Meeting

- Article 9 Shareholders meetings are divided into regular meetings and special meetings. Regular meetings are held once a year by the board of directors within 6 months from the end of each accounting year. Special meetings are held in accordance with the law as required.
- Article 10 Any shareholder who cannot attend a shareholder meeting for any reason may issue a proxy printed by the Company, specifying the scope of authorization and affixed with its signature and seal, to designate a representative to attend the meeting on its behalf.
- After the Company issues shares to the public, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies shall apply.
- Article 11 Each shareholder of the Company is entitled to one voting right, except restricted shares or shares without voting rights in accordance with the second paragraph, Article 179 of the Company Act.
- Article11-1 After the shares of the Company is listed in a stock exchange (over-the-counter market), the shareholders shall be allowed to exercise their voting rights in an electronic manner.
- Article 12 Unless otherwise provided in the Company Act, shareholder resolutions shall be approved by shareholders representing the majority of voting rights attending a meeting that is attended by shareholders representing the majority of all outstanding shares.
- Shareholder resolutions shall be recorded in minutes, with the signature or seal of the chairman of the meeting affixed thereon and Article 183 of the Company Act shall apply.
- Article12-1 If the Company wishes to issue its shares publicly, it shall make a proposal for shareholders resolution. This clause shall not be amended during the listing period in the over-the-counter market and the stock exchange.

Chapter 4: Directors and Audit Committee

- Article 13 The Company has 7 to 9 directors, to be elected from a list of candidates by the shareholders meeting under the system of candidate nomination system. Directors serve terms of 3 years and may be re-elected upon expiry of the term. The percentage of shares held by all directors shall be determined in accordance with the Company Act and the regulations of the securities competent authority.
- Article13-1 Among the number of directors under the previous Article, there shall be no less than 3 independent directors. The number of independent directors shall be no less than 1/5 of the total number of directors.
- The professional qualifications, shareholding, restriction on serving other jobs, nomination and election manners and other compliance matters related to

independent directors shall be in accordance with applicable regulations of the securities competent authority.

Article13-2 The Company has an audit committee in accordance with Article 14-4 of the Securities Transaction Act, which is composed of all independent directors, to perform the duties of the supervisors in accordance with the Company Act, the Securities Transaction Act and other legislations.

Article 14 The board of directors is organized by directors. A chairman shall be elected by the directors from among themselves to act as the Company's representative through the approval of the majority of directors attending a meeting that is attended by 2/3 of all directors.

Article14-1 To convene a board meeting, a notice shall be given to each director 7 days in advance, with the agenda specified. However, in case of emergencies, board meetings may be held at any time.

The notice under the previous paragraph may be given in writing, by fax or by email.

Article 15 When the chairman is on leave or cannot exercise his duties due to any reason, the representation shall be in accordance with Article 208 of the Company Act.

Article15-1 Any director who cannot attend a board meeting for any reason may issue a proxy, specifying the scope of authorization, to designate another director to attend the meeting on his/her behalf. Each person shall act as the representative of no more than one other person.

Board meetings may be held through video conferences. Any director participating in a meeting through video conference shall be deemed to have attended the meeting in person.

Article 16 The board of directors is authorized to determine the remuneration for the directors of the Company in accordance with level of directors' contribution to the operation of the Company and the common standard in the same industry.

Article16-1 The Company may purchase liability insurance for the directors in order to protect the directors from potential legal liabilities that may occur in the course of performance of the directors' duties.

Chapter 5: Manager

Article 17 The Company shall have managers whose appointment, dismissal, and remuneration shall be handled according to Article 29 of the Company Act.

Chapter 6: Accounting

Article 18 The board of directors shall prepare the following statements upon the completion of each accounting year:

1. Business reports;
2. Financial statements; and
3. Surplus distribution or loss off-setting proposals.

And submit them to the generation shareholders meeting for approval in accordance with the law.

Article 19 If the Company has profit in the year, 3% to 9% shall be provided as employees' compensation and no more than 3% as directors' compensation. However, if the Company has accumulated losses, the amount of compensation shall first be provided.

The employees entitled to shares or cash as remuneration under the previous paragraph shall include employees of the subsidiaries who meet certain conditions.

Article 20 If the Company has a surplus after the annual accounts shall, other than paying the income tax payable by law, first be used to compensate losses from the past years. Then 10% of the balance amount shall be provided as legal reserve (unless the amount of legal reserve has reached the total amount of capital). Special reserve shall also be provided in accordance with the law as required. The rest shall be used to distribute dividend. If there is any profit remaining, it shall be combined with the undistributed profit in the beginning of the period, subject to a dividend distribution proposal to be prepared by the board of directors and submitted to the shareholders meeting for resolution for distribution.

To pursue long-term shareholder interest and achieve the target of stable operating performance, the Company adopts the policy of balanced dividend, provided that cash dividend shall not be less than 30% of total dividend.

Article20-1 Deleted.

Chapter 7: Supplementary Provisions

Article 21 Matters not provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.

Article 22 These Articles of Incorporation were set up on January 9, 2001.

The 1st amendment was made on June 30, 2002.

The 2nd amendment was made on May 9, 2003.

The 3rd amendment was made on July 2, 2003.

The 4th amendment was made on March 19, 2004.

The 5th amendment was made on March 19, 2004.

The 6th amendment was made on June 30, 2005.

The 7th amendment was made on March 22, 2006.

The 8th amendment was made on November 29, 2007.

The 9th amendment was made on June 7, 2011.

The 10st amendment was made on February 17, 2012.

The 11th amendment was made on November 16, 2012.

The 11th amendment was made on April 17, 2014.

The 11th amendment was made on May 20, 2015.

The 14th amendment was made on May 31, 2016.

The 15th amendment was made on May 15, 2020.

Rules of Procedure for Shareholders Meetings

3rd version approved by shareholders meeting on May 31, 2016

- 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/TPEX 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 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
Notice and public announcement of shareholders meetings shall be in accordance with the Company Act, the Securities Transaction Act and applicable regulations.
- 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 5 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 or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 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 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.
- Article 6 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 the Company holds a shareholders meeting, voting rights shall be exercised in an electronic manner and may also be exercised in the written manner. 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 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 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. 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.

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.

Votes shall be calculated in public on the site of the shareholders meeting. Voting results shall be reported on the site and recorded.

Article 7 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.

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

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

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 The Company shall make full audio or video recordings of shareholder meetings and keep such recordings for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 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 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. 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 1 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.

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 1 month.

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 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

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 and call for a vote.

Article 11 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.

Article 12 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 3 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.

Unless otherwise provided in the Company Act or the articles of association of the Company, voted resolutions shall be approved by shareholder representing the majority of voting rights in the meeting. At the time of voting, if the chairman seeks opinions and if there is no objection, it shall have the same effect as voting.

When a proposal is amended or substituted, the chairman shall combine the amended or substituted proposal into the original proposal to determine the order of voting. If one proposal is already approved, the other proposals shall be deemed rejected and there is no need for further voting.

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.

Votes shall be calculated in public on the site of the shareholders meeting. Voting results shall be reported on the site and recorded.

Article 14 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 and the numbers of votes with which they were elected.

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 1 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 in electronic form.

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

The 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 results, and shall be retained for the duration of the existence of this Corporation.

Article 16 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 regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 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 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 5 days in accordance with Article 182 of the Company Act.

Article 19 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Status of Shares Held by Directors

1. Minimum number of shares to be held by all directors, and such number of shares held as recorded in the roster of shareholders

Title	Number of shares supposed to be held	Number of shares held at present
All directors	6,160,000	53,574,673

Note: The Company has issued 77,000,000 shares.

2. List of Number of Shares Held by Each Director

Title	Name	Number of shares held at present
Chairman	Min Aik Technology Co., Ltd. Representative: Chia, Kin-Heng	28,855,910
Director	Min Aik Technology Co., Ltd. Representative: Chang, Lung-Ken	
Director	Beacon Investments Limited Representative: Jin, Bor-Shi	24,718,763
Director	Beacon Investments Limited Representative: Kuo, Yao-Wen	
Independent Director	Chen, John-Sea	0
Independent Director	Sun, Chu-Wei	0
Independent Director	Chung, Kai-Hsun	0

Note: Period of cease of transfer: From March 29, 2022 to May 27, 2022