

Zeng Hsing Industrial CO., LTD

2023 Annual General Meeting

Meeting Agenda

Date: 20 June 2023

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THIS IS A TRANSLATION OF THE AGENDA FOR THE 2022 ANNUAL GENERAL MEETING ("THE AGENDA") OF ZENG HSING CORPORATION ("THE COMPANY"). THE TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NO OTHER PURPOSE SHALL APPLY. THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE AGENDA SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

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Zeng Hsing Corporation

2023 Annual General Meeting Procedure

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2023 Annual General Meeting Procedure

1. Meeting method: Physical shareholders meetings
2. Time: 20 June 2023 at 9:00 a.m. (Tuesday)
3. Location: 4F., No. 78, Yongcheng Rd., Taiping Dist., Taichung City, Taiwan
(Convening method: on-site shareholders meeting)
4. Attendants: All shareholders and their proxy holders
5. Chairman: Chih-Cheng Lin
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8. Approval Items
 - (1) The company's 2022 business report and financial statements
 - (2) The company's 2022 earnings distribution
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 - (1) Amendment of the Rules of Procedure for Shareholders Meetings
10. Election Items
 - (1) By-election for one independent director
11. Other issues
 - (1) Discussion to approve the lifting of non-competition restrictions for independent directors in by-election.
12. Hoc Motions
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Status Reports



- (1) 2022 business operations
Please refer to the 2022 Annual Business Report (Attachment 1)
- (2) The Audit Committee's examination of the company's 2022 financial statement
Please refer to the Audit Committee Review Report (Attachment 2)
- (3) The Status of Endorsements and Guarantees
Please refer to the Status of Endorsements and Guarantees (Attachment 3)
- (4) Distributable remuneration for directors and employees
 - 1) Per Article 35 of the Company's Articles of Incorporation.
 - 2) The Company's pre-tax net profit in 2022 less the pre-tax remuneration to directors and employee compensation amounted to NT\$ 625,913,698. The Company planned to distribute 2022 remuneration to the directors in the amount of NT\$ 3,791,667 and the employees' compensation in the amount of NT\$ 20,000,000. There is no difference between the estimated amounts of NT\$3,791,667 for the Company's directors and NT\$ 20,000,000 for employees.
- (5) 2022 Directors' remuneration Report
 - 1) The Company's policies, systems, standards and structures for the remuneration of directors and independent directors, and the correlation between the amount of remuneration paid and the directors' responsibilities, risks, and time commitment are described as follows.
 - a. In accordance with the Company's Articles of Incorporation, the remuneration of the Company's directors is based on the value of their contribution and the rate of achievement to the Company's performance. It shall be determined by a meeting of the Board of Directors with reference to the usual standards of the industry.
 - b. The Company's Articles of Incorporation stipulate that the remuneration of directors shall not exceed 4% of the annual profit. The company according "Regulations Governing the Remuneration of Directors and Managers", the "Regulations Governing the Evaluation of the Performance of the Board of Directors" and the "Regulations Governing the Evaluation of the Performance of Directors and Managers" as a basis for evaluation remuneration. In addition to the Company's overall operating performance, future business risks and development trends, the Company also refers to the individual's performance achievement rate and contribution to the Company's performance in order to provide reasonable remuneration to the directors and managers in accordance with the Company's Salary and Remuneration Regulations and the evaluation of their performance. As all independent directors are members of the Audit Committee and the Remuneration Committee who are required to participate in the committee meetings' discussions and resolutions, therefore, in principle, independent directors' remuneration is higher than regular directors.

c. Please refer to the Remuneration of Directors (including Independent Directors) (Attachment 4)

(6) Report on the communication between members of the audit committee and the head of internal auditing

- 1) The head of internal auditing regularly reports to the Audit Committee on 1. The annual internal audit plan; 2. The yearly professional training plan for auditors; 3. The implementation of internal audit operations, and if significant irregularities occur, a meeting could be held from time to time to communicate.
- 2) At least once a year, the independent director and the head of internal auditing meet separately to communicate with each other based on the audit findings of the year.
- 3) The communication between the independent directors and the head of internal auditing for 2022 is as follows (excluded the audit committee meeting):

Date	Attendees	Communication Matters
5 August 2022 (Independent meeting)	Independent Director: Ming-Liang Tarng Independent Director: Jun-Ming Hsu Chief Auditor: Qi- Feng Zhang, Jia- Jun Xie, Yu- Ching Huang	Report on Internal audit project.
Results: Agree to pass.		

- (7) Amendment of Code of Integrity Management
Please refer to the Comparison Table of Amended Code of Integrity Management (Attachment 5)
- (8) Amendment of Integrity Management Operating Procedures and Behavior Guide
The Comparison Table of Amended Integrity Management Operating Procedures and Behavior Guide (Attachment 6)

Approval Items

- (1) The Company's 2022 business report and financial statements
 - 1) The Company's 2022 Annual Business Report and financial statements have been approved by the Board of Directors and reviewed by the Audit Committee. The report was issued accordingly.
 - 2) Please refer to the 2022 Annual Business Report (Attachment 1) and Financial Statements (Attachment 7)
- (2) The Company's 2022 earnings distribution
 - 1) The Company's 2022 Earnings Distribution Chart was approved by the board meeting held on 10 March 2023.
 - 2) The cash dividends proposed to be distributed to the shareholders totaled NT\$365,945,971.
 - 3) After the proposal is approved at the shareholders' meeting this year, this surplus distribution plan is to be submitted to the shareholders' meeting for the directors' authorization.
On the ex-dividend base date, the shares held by the shareholders recorded in the shareholders roster on the base date will be paid cash dividend in the amount of NT\$5,500 per thousand shares. If the Company has to retire shares or issue new shares after the Company buys back shares or the employees exercise stock options, thereby affecting the number of outstanding shares, please authorize the chairman to adjust the distribution ratio according to the distributable common shares profit decided by the shareholders' meeting and the number of shares issued by the Company.
 - 4) Please refer to the 2022 Earnings Distribution Chart (Attachment 8)

Discussion Items



(1) Amendment of Rules of Procedure for Shareholders Meetings.

In accordance with the amendment made by the competent authority, the Rules of Procedure for Shareholders Meetings are amended. Please refer to Attachment 9. for the Comparison Table.

Election Items

(1) By-election for one independent director

- 1) Mr. Chih-Sheng Wu, the independent director of the Company, has resigned on 11 July 2022. The Company proposed a by-election for one independent director at the regular meeting of shareholders.
- 2) The independent director elected in this by-election will serve from 20 June 2023, immediately following the regular meeting of shareholders, to 19 July 2024.
- 3) For this by-election, the candidate nomination system is adopted. The list of independent director candidates is as follows.

Job Title	Name	Education	Work Experiences	Current position	Shares held
Independent Director	YOUNG-YAW PAI	Master of Department of Mechanical Engineering, Stevens Institute of Technology, USA	Chairman of PMI Group	Chairman of PMI Group Member of Remuneration Committee	0

Election results:

Other issues

(1) Discussion to approve the lifting of non-competition restrictions for independent directors in by-election

- 1) Release of the Non-Competition Restrictions of Directors per Article 209 of the Company Act. Due to the practical need, it is proposed to lift the Non-Competition Restrictions of Directors for the Company's by-election directors.
- 2) The acts of directors on behalf of themselves or the Company within the business relation are listed as follows:

Job Title	Name	Position in other company
Independent Director	YOUNG-YAW PAI	Chairman of PMI GROUP

Ad Hoc Motions

Adjournment

【Attachments 1】

Zeng Hsing Corporation 2022 Annual Business Report

1. Management policy and implementation summary

- (1) Develop corporate vision and strategy to implement management by objectives: Taking strategy as the core, integrating organizational resources, setting annual goals for each company in the group, and regularly conducting difference analysis and review to improve operating performance.
- (2) We will continue to research and develop new products to strengthen existing production lines, upgrade the user interface and provide online video and tutorials. Also, we will improve existing product appearances and features by cooperating with academia to provide diversified products combination.
- (3) To provide multiple services and enhance customer relationship: We would like to strengthen our long-term corporation relationship by meeting the demands from customers effectively and provide diversified products and services.
- (4) We would like to enhance our production quality and effectiveness by developing automatic equipment and upgrading our fixtures.
- (5) Through the key talents development and function consolidation plans to strengthen the various career training, to achieve multi-tasking. The Company keeps improving the construction and management of teaching materials so that the employees can take full advantage of it and enhance their professional competencies. Implement performance interviews and establish a complete promotion system.
- (6) Continue to promote green product management: promote green product design and taking advantage of the international environmental conservation trend to pursue continuous improvement; implement ISO14001 environmental management system and green procurement policy to ensure compliance with EU environmental regulations.
- (7) Continuously promote the greenhouse gas checking system ISO 14064-1 and energy management system ISO 50001.
- (8) MES/SPC (MES: Manufacturing Execution System, SPC: Statistic Process Control) system: We improve our production process, enhance the effectiveness and control our online performance by using this system.
- (9) We manage cost and resource management, enhance production efficiency, and quality control by developing machine to machine link and big data collection.

2. The Result of Implementation of Business plan (individual)

The 2022 net income of the Company reached NT\$7,198 million, decreased by 6.76% compared to NT\$7,720 million in 2021. The 2022 net income before tax amounted to NT\$808 million, which rose 19.35% compared to NT\$677 million in 2021.

3. Execution of the Budget of Operating income and expenditure (individual)

The financial forecast was not disclosed publicly by the Company, as a result, there is no related statement available.

4. Profitability analysis (individual)

Unit: NT\$ thousands, %

Project \ Year		2022	2021
Operational performance	Operating revenues	\$7,198,245	\$7,719,932
	Gross profit	1,454,440	1,591,351
	Operating profit and loss	378,559	712,917
	Earning before Tax	808,366	677,357
	Net income attributable to stockholder of the parent	494,472	525,148
	Earnings per share (NTD)	8.08	8.68
Profitability Analysis	Return on Total Assets (%)	6.31	6.72
	Return on Equity (%)	9.47	10.53
	Operating profit / paid-in capital (%)	56.90	117.77
	Pre-tax net profit / paid-in capital (%)	121.49	111.89
	Net Margin (%)	8.69	6.84

Note: The presented information is the data from the consolidated financial statement.

5. Research development status (individual)

(1) Since its establishment, the Company has continuously invested in research and development talents and material resources to maintain competitiveness. The research and development expenditure in 2022 reached NT\$185,152 thousand, accounting for 2.57% of the net revenue, which was 61.97% more than the NT\$114,310 thousand in 2021.

(2) Successfully developed technologies or products

YEAR	Research results
2022	QD80AE (Electronical horizontal full rotation sewing machine) LB42E (Mechanical overlock) K75W (Mechanical sewing machine) CJ01AX (COMBO embroidering sewing machine) BHB (Portable vacuum) LB44C (Mechanical overlock) H710DS (Computer sewing machine)

Chairman: Chih-Cheng Lin Manager: Tung-Liang Liu Chief Accountant: Tzu-Ho Chuang

【Attachment 2】

Zeng Hsing Corporation
Audit Committee Review Report

The Board of Directors has prepared and submitted to us the Company's 2022 Business Report, proposal for earnings distribution and the financial statements audited by the accountant, who issued an audit report accordingly. Pursuant to Article 219 of the Company Act, we hereby submit this report.

Zeng Hsing Corporation

Audit Committee Convenor: Ming-Liang Tarng

10 March 2023

【Attachment 3】

Zeng Hsing Corporation
31 March 2023 Endorsement Breakdown Report

Unit: NT\$ thousand

Endorser/ Guarantor	Relationship	Company name	Limit of guarantee/ endorsement amount for receiving party (Note 3)	Maximum balance for the month	Ending balance	Actual amount provided	Amount of collateral guarantee/ endorsement	Ratio of Accumulated Amount of Guarantee Provided to Net Equity of the Latest Financial Statements	Guaranty Limited Amount (Note 4)
Zeng Hsing Industrial CO., LTD.	Subsidiary	Zeng Hsing Industrial CO., Ltd. (VN)	\$1,654,330	\$837,485	\$654,761	\$44,743	\$0	11.87%	\$2,205,774
Total					\$654,761	\$44,743	\$0		

Note 1: Limit of total guarantee/endorsement amount shall not exceed 40% of the Company's net assets value.

Note 2: The amount of guarantees/endorsements provided to a single overseas associated entity shall not exceed 30% of the Company's net assets value.

Note 3: The total amount of endorsements guaranteed by the Company and its subsidiaries shall not exceed 45% of the Company's current net value.

Note 4: The amount guaranteed by the Company and its subsidiaries for endorsement of a single enterprise shall not exceed 30% of the Company's current net value.

Note 5: The Company's endorsement and guarantees are not subject to the limits described in Notes 1 and 2 above between the foreign subsidiaries that the Company directly and indirectly hold 100% of voting shares.

Unit: NT\$ thousands, 1,000 shares

【Attachment 4】

Title	Name	Remuneration of Directors								Ratio of Remuneration (A+B+C+D) to Net Income (%)		Relevant Remuneration Received by Employee								Ratio of Remuneration (A+B+C+D+E+F+G) to Net Income (%)		Compensation Paid from an Invested Company Other than the Company's Subsidiary or the Parent Company		
		Remunerations Paid (A)		Pension and Superannuation (B)		Director Remuneration (C) (Proposed)		Expenses for Execution of Business (D)				Salary, Bonuses, and Allowances (E)		Pension and Superannuation (F)		Employees remuneration (G) (Proposed)								
		The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company		All Companies in the Financial Statements			The Company	All Companies in the Financial Statements
																		Cash	Stock	Cash	Stock			
Independent Director	Chih-Sheng Wu	380	380	0	0	0	0	3	3	0.08%	0.08%	0	0	0	0	0	0	0	0	0.08%	0.08%	None		
Independent Director	Ming-Liang Trang	720	720	0	0	0	0	21	21	0.15%	0.15%	0	0	0	0	0	0	0	0	0.15%	0.15%	None		
Independent Director	Jun-Ming Hsu	720	720	0	0	0	0	24	24	0.15%	0.15%	0	0	0	0	0	0	0	0	0.15%	0.15%	None		
Director	Chih-Cheng Lin	0	0	0	0	1,000	1,387	24	34	0.21%	0.29%	6,432	6,737	0	0	1,099	0	1,099	0	1.73%	1.87%	None		
Director	Ruei-Yi Hong	0	0	0	0	500	500	24	24	0.11%	0.11%	0	0	0	0	0	0	0	0	0.11%	0.11%	None		
Director	Su-Chen Liao	0	0	0	0	500	500	21	21	0.11%	0.11%	0	0	0	0	0	0	0	0	0.11%	0.11%	None		
Director	Chin-Tan Lee	0	0	0	0	292	292	15	15	0.06%	0.06%	0	0	0	0	0	0	0	0	0.06%	0.06%	None		
Director	Chung-Ting Tsai	0	0	0	0	500	500	24	24	0.11%	0.11%	3,719	3,719	108	108	471	0	471	0	0.98%	0.98%	None		
Director	Pao-Sung Chang	0	0	0	0	500	500	24	24	0.11%	0.11%	0	0	0	0	0	0	0	0	0.11%	0.11%	None		
Director	Meng-Chung Ho	0	0	0	0	500	500	24	24	0.11%	0.11%	0	0	0	0	0	0	0	0	0.11%	0.11%	None		

1. The Company's policies, systems, standards and structures for the remuneration of independent directors, and the correlation between the amount of remuneration paid and the directors' responsibilities, risks, and time commitment are described as follows:

In accordance with the Company's "Regulations Governing the Remuneration of Directors, Supervisors and Managers" and "Regulations Governing the Evaluation of the Performance of Directors, Supervisors and Managers" are used as the basis for evaluation, as well as reference of the Company's overall operating performance, future operating risks and development trends of the industry. In addition, the remuneration system is also based on the individual's performance achievement rate and contribution to the Company's performance. The remuneration system is reviewed by the Compensation Committee and the Board of Directors under the actual operating conditions and relevant laws and regulations in order to strike a balance between sustainable operation and risk control of the Company.

2. Except as disclosed in the preceding table, the remuneration received by the company's directors in the most recent year for providing services to all companies in the financial report (such as serving as a consultant to non-employees of the parent company / all companies in the financial report / reinvestment enterprises, etc.): None

Note 1: Director, Feng-Chih Lee, passed away due to illness and resigned on 17 January 2022. Director, Chin-Tan Lee, was appointed on 15 June 2022. Director, Chih-Sheng Wu, resigned on 11 July 2022.

Zeng Hsing Corporation

Comparison Table of Amended Code of Integrity Management

Article	Original	Amendment	Amendment Reason
Article 1	<p>(Purpose of adoption and scope of application) To foster a corporate culture of ethical management and sound development, the Company establishes good commercial practices. The scope of application includes the Company and subsidiaries of the Company and any foundation to which direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").</p>	<p>(Purpose of adoption and scope of application) To foster a corporate culture of ethical management and sound development, <u>Zeng Hsing Corporation (the Company)</u> establishes <u>Code of Integrity Management</u>. ("the Code"). The scope of application includes the Company and subsidiaries of the Company and any foundation to which direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").</p>	To comply with company practices
Article 2	<p>(Prohibition of unethical conduct) When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.</p>	<p>(Prohibition of unethical conduct) When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits. Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, <u>supervisors, managers, employees</u> or substantial controllers or other stakeholders.</p>	Add descriptions of supervisors, managers, and employees

Article	Original	Amendment	Amendment Reason
Article 3	<p>(Forms of benefits) “Benefits” in these Principles means any valuable things, including money, gratuity, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.</p>	<p>(Forms of benefits) “Benefits” in these Principles means any money, gratuity, <u>gift</u>, commission, position, service, preferential treatment, rebate, <u>facilitating payment</u>, <u>entertainment</u>, <u>dining</u>, <u>or any other item of value in whatever form or name</u>. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.</p>	To comply with company practices
Article 6	<p>(Commitment and implementation) The Company requests directors and senior management shall issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy. The Company and its respective business group shall clearly specify in its rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.</p>	<p>(Commitment and implementation) The Company requests directors and senior management shall issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy. The Company and its respective business group shall clearly specify in its rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities. <u>(Prevention programs)</u> <u>In order to implement the operating idea and policy, the Company shall in its own integrity management operating procedures and behavior guide clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct (“prevention programs”), including operational procedures, guidelines, and training.</u> <u>When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.</u> <u>In the course of developing the prevention programs, the Company is</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.</u>	
Article 7	<p>(Ethical management commercial activity)</p> <p>The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.</p> <p>Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.</p> <p>When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.</p>	<p>(Ethical management commercial activity)</p> <p>The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.</p> <p>Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.</p> <p>When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.</p> <p><u>(Content of preventive measure)</u></p> <p><u>The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.</u></p> <p><u>The Company establishes the prevention programs, which shall at least include preventive measures against the following:</u></p> <ol style="list-style-type: none"> <u>1. Offering and acceptance of bribes.</u> <u>2. Illegal political donations.</u> <u>3. Improper charitable donations or sponsorship.</u> <u>4. Offering or acceptance of</u> 	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>unreasonable presents or hospitality, or other improper benefits.</u> <u>5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.</u> <u>6. Engaging in unfair competitive practices.</u> <u>7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.</u>	
Article 8	<p>(Prohibition of offering and acceptance of bribes) When conducting business, the Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.</p>	<p>(Prohibition of offering and acceptance of bribes) When conducting business, the Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.</p> <p>Article 8 Article 10 (Commitment and implementation) The Company's directors and senior management shall issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy. The Company and its respective business group shall clearly specify in its rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities. The Company shall compile documented information on the ethical management</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.	
Article 9	<p>(Prohibition of providing illegal political donations)</p> <p>When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.</p>	<p>(Prohibition of providing illegal political donations)</p> <p>When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.</p> <p>Article 7 Article 9 (Ethical management commercial activity)</p> <p>The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management. Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.</p> <p>When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 10	<p>(Prohibition of improper charitable donations or sponsorship)</p> <p>When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.</p>	<p>(Prohibition of improper charitable donations or sponsorship)</p> <p>When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.</p> <p>Article 8 Article 10</p> <p>(Prohibition of offering and acceptance of bribes)</p> <p>When conducting business, the Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.</p>	To comply with company practices
Article 11	<p>(Prohibition of Prohibition of unreasonable presents, hospitality or other improper benefits)</p> <p>The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.</p>	<p>(Prohibition of Prohibition of unreasonable presents, hospitality or other improper benefits)</p> <p>The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.</p> <p>Article 9 Article 11</p> <p>(Prohibition of providing illegal political donation)</p> <p>When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 12	<p>(Prohibition of intellectual property infringement)</p> <p>The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</p>	<p>(Prohibition of intellectual property infringement)</p> <p>The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</p> <p>Article 10 Article 12</p> <p>(Prohibition of improper charitable donations or sponsorship)</p> <p>When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.</p>	To comply with company practices
Article 13	<p>(Prohibition against unfair competition)</p> <p>The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.</p>	<p>(Prohibition against unfair competition)</p> <p>The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.</p> <p>Article 11 Article 13</p> <p>(Prohibition of unreasonable presents, hospitality or other improper benefits)</p> <p>The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 14	<p>(Prevention of damage caused by products and services to stakeholders) In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p>	<p>(Prevention of damage caused by products and services to stakeholders) In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p> <p>Article 12 Article 14 (Prohibition of intellectual property infringement) The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 15	<p>(Organization and responsibility)</p> <p>The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its code of integrity management policies.</p> <p>In order to improve the management of integrity management, the company's strategic development department is responsible for the formulation and supervision of the integrity management policy and preventive measures. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Analyzing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. 4. Promoting and coordinating awareness and educational activities 	<p>(Organization and responsibility)</p> <p>The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its code of integrity management policies.</p> <p>In order to improve the management of integrity management, the company's strategic development department is responsible for the formulation and supervision of the integrity management policy and preventive measures. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Analyzing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business. 3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct. 4. Promoting and coordinating awareness and educational activities 	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p> <p>7. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.</p>	<p>with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p> <p>7. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.</p> <p>Article 13 Article 15 (Prohibition against unfair competition) The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.</p>	
Article 16	<p>(Legal compliance regarding conducting business)</p> <p>Law compliance of the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>(Legal compliance regarding conducting business)</p> <p>Law compliance of The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p> <p>Article 14 Article 16 (Prevention of damage caused by products and services to stakeholders) Prevention of damage caused by products and services to stakeholders In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to cause any concern to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.	
Article 17	<p>(Recusal of interest)</p> <p>The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company. When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The</p>	<p>(Recusal of interest)</p> <p>The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company. When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>directors shall practice self-discipline and must not support one another in improper dealings. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.</p> <p>The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for itself, its' spouses, parents, children or any other person.</p>	<p>directors shall practice self-discipline and must not support one another in improper dealings. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.</p> <p>The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for itself, its' spouses, parents, children or any other person.</p> <p>Article 15 Article 17 (Organization and responsibility)</p> <p>The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its code of integrity management policies.</p> <p>In order to improve the management of integrity management, the company <u>set up a dedicated unit with sufficient resources and qualified personnel</u> to be responsible for the formulation and supervision of the integrity management policy and preventive measures. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:</p> <p>1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in</p>	

Article	Original	Amendment	Amendment Reason
		<p>compliance with the requirements of laws and regulations.</p> <p>2. Analyzing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.</p> <p>3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.</p> <p>4. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p>	
Article 18	<p>(Accounting and internal control)</p> <p>The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and</p>	<p>(Accounting and internal control)</p> <p>The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p> <p>The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.</p>	<p>examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p> <p>The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.</p> <p>Article 16 Article 18 (Legal compliance regarding conducting business)</p> <p>Law compliance of the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	
Article 19	<p>(Operating procedures and behavior guide)</p> <p>The Company shall establish operating procedures and behavior guide in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> 1. Standards for determining whether improper benefits have been offered or accepted. 2. Procedures for offering legitimate political donations. 3. Procedures and the standard rates for offering charitable donations or sponsorship. 4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 	<p>(Operating Procedures and Behavior Guide)</p> <p>The Company shall establish operating procedures and behavior guide in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:</p> <ol style="list-style-type: none"> 1. Standards for determining whether improper benefits have been offered or accepted. 2. Procedures for offering legitimate political donations. 3. Procedures and the standard rates for offering charitable donations or sponsorship. 4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.</p> <p>7. Handling procedures for violations of operating procedures and behavior guide.</p> <p>8. Disciplinary measures on offenders.</p>	<p>6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.</p> <p>7. Handling procedures for violations of operating procedures and behavior guide.</p> <p>8. Disciplinary measures on offenders.</p> <p>Article 17 Article 19 (Recusal of interest)</p> <p>The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company. When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for itself, its' spouses, parents, children or any other person.</p>	

Article	Original	Amendment	Amendment Reason
Article 20	<p>(Education, training and appraisal) The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.</p> <p>The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties, so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.</p> <p>The Company shall apply the policies of code of integrity management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	<p>(Education, training and appraisal) The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.</p> <p>The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties, so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.</p> <p>The Company shall apply the policies of code of integrity management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p> <p>Article 18 Article 20 (Accounting and internal control) The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results. The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		to assist if necessary. The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.	
Article 21	<p>(Whistle-blowing system) The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> 1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports. 2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. 3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority. 4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents. 5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting. 6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing. 7. Whistle-blowing incentive measures. 	<p>(Whistle-blowing system) The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> 1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports. 2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. 3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority. 4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents. 5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting. 6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing. 7. Whistle-blowing incentive measures. 	To comply with company practices

Article	Original	Amendment	Amendment Reason
		<p>Article 19 Article 21 (Operating procedures and behavior guide) The Company shall establish operating procedures and behavior guide in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters: 1. Standards for determining whether improper benefits have been offered or accepted. 2. Procedures for offering legitimate political donations. 3. Procedures and the standard rates for offering charitable donations or sponsorship. 4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled. 5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business. 6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct. 7. Handling procedures for violations of operating procedures and behavior guide. 8. Disciplinary measures on offenders.</p>	
Article 22	<p>(Disciplinary and appeal system) The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the Company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.</p>	<p>(Disciplinary and appeal system) The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the Company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response. Article 20 Article 22 (Education, training and appraisal) The chairperson, general manager, or</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		<p>senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.</p> <p>The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.</p> <p>The Company shall apply the policies of code of integrity management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	
Article 23	<p>(Information disclosure)</p> <p>The Company shall disclose the status of implementation of code of integrity management on its company websites, annual reports, and prospectuses.</p>	<p>(Information disclosure)</p> <p>The Company shall disclose the status of implementation of code of integrity management on its company websites, annual reports, and prospectuses.</p> <p>Article 21 Article 23</p> <p>(Whistle-blowing system)</p> <p>The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <p>1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports.</p> <p>2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		<p>and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures. When material misconduct or likelihood of material impairment to the Company comes to its awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.</p>	
Article 24	<p>(Review and revision of code of integrity management)</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	<p>(Review and revision of code of integrity management)</p> <p>The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p> <p>Article 22 Article 24</p> <p>(Disciplinary and appeal system)</p> <p>The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		ethical corporate management rules, and shall make immediate disclosure on the Company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.	
Article 25	<p>(Enforcement)</p> <p>The Company's code of integrity management and any amendments hereto, shall be implemented after adoption by resolution of the Audit Committee, and shall be delivered and reported to the shareholders meeting. When the Company submits the code of integrity management to the board of directors for discussion in accordance with the previous regulation, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.</p>	<p>(Enforcement)</p> <p>The Company's code of integrity management and any amendments hereto, shall be implemented after adoption by resolution of the Audit Committee, and shall be delivered and reported to the shareholders meeting. When the Company submits the code of integrity management to the board of directors for discussion in accordance with the previous regulation, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.</p> <p>Article 23 Article 25 (Information disclosure) The Company discloses the measures taken for implementing ethical corporate management, the status of implementation, and the effectiveness of promotion on its company websites, annual reports, and prospectuses, and disclose code of integrity management on the Market Observation Post System.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 26		<p>Article 24 Article 26 (Review and revision of code of integrity management) The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	To comply with company practices
Article 27		<p>Article 25 Article 27 (Enforcement) The Company's code of integrity management and any amendments hereto, shall be implemented after adoption by resolution of the Audit Committee, and shall be delivered and reported to the shareholders meeting. When the Company submits the code of integrity management to the board of directors for discussion in accordance with the preceding paragraph, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board meeting.</p>	To comply with company practices

Zeng Hsing Corporation

Comparison Table of Amended Integrity Management Operating Procedures and Behavior Guide

Article	Original	Amendment	Amendment Reason
Article 1	<p><u>Basis</u> In accordance with Article 19 of the "Code of Integrity Management" of Zeng Hsing Corporation (hereinafter, the company), the Integrity Management Operating Procedures and Behavior Guide are formulated with a view to providing all personnel of the Company with clear directions for the performance of their duties.</p>	<p><u>Basis</u> In accordance with Article 19 of the "Code of Integrity Management" of Zeng Hsing Corporation (hereinafter, the company), the Integrity Management Operating Procedures and Behavior Guide are formulated with a view to providing all personnel of the Company with clear directions for the performance of their duties. <u>Purpose of adoption and scope of application</u> The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement the policy of ethical management and actively prevent unethical conduct, these Integrity Management Operating Procedures and Behavior Guide (hereinafter, "Procedures and Guidelines") are adopted pursuant to Article 21 of Code of Integrity Management and the applicable laws and regulations of the locations where the Company and its business groups and organizations operate, with a view to providing all personnel of the Company with clear directions for the performance of their duties. <u>The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.</u></p>	To comply with company practices, add purpose of adoption and scope of application of Integrity Management Operating Procedures and Behavior Guide

Article	Original	Amendment	Amendment Reason
Article 2	<p>Applicable subjects</p> <p>For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, or person having substantial control, of the Company or its group enterprises and organizations.</p> <p>Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.</p>	<p>Applicable subjects</p> <p>For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, <u>mandatary</u> or person having substantial control, of the Company or its group enterprises and organizations.</p> <p>Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.</p>	Add descriptions of mandataries
Article 3	<p>The standards and handling procedures of providing or accepting improper benefits</p> <p>Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:</p> <ol style="list-style-type: none"> 1. Comply with laws and regulations of the places where the Company and its business groups and organizations operate. 2. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination. 3. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships. 4. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in 	<p>The standards and handling procedures of providing or accepting improper benefits</p> <p>Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:</p> <ol style="list-style-type: none"> 1. Comply with laws and regulations of the places where the Company and its business groups and organizations operate. 2. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination. 3. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships. 4. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in 	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
	<p>line with accepted social custom, commercial purposes, or developing relationships.</p> <p>5. Attendance at folk festivals that are open to and invite the attendance of the general public.</p> <p>6. Rewards, emergency assistance, condolence payments, or honorariums from the management.</p> <p>7. Property with a market value of NT\$6,000 or less received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.</p> <p>8. Other applications based on specific projects or those that are reasonable and legal.</p> <p>Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits such as money, gratuity, service, preferential treatment, entertainment, and other benefits by a third party, the matter shall be handled in accordance with the following procedures:</p> <p>1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days and human resources from the acceptance of the benefit.</p> <p>2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify human resources. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the human resources for</p>	<p>line with accepted social custom, commercial purposes, or developing relationships.</p> <p>— 5. Attendance at folk festivals that are open to and invite the attendance of the general public.</p> <p>— 6. Rewards, emergency assistance, condolence payments, or honorariums from the management.</p> <p>— 7. Property with a market value of NT\$6,000 or less received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.</p> <p>8. Other applications based on specific projects or those that are reasonable and legal.</p> <p>Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits such as money, gratuity, service, preferential treatment, entertainment, and other benefits by a third party, the matter shall be handled in accordance with the following procedures:</p> <p>1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days and human resources from the acceptance of the benefit.</p> <p>2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify human resources. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the human resources for handling. The human resources of the</p>	

Article	Original	Amendment	Amendment Reason
	<p>handling. The human resources of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to general manager and approved by general manager.</p> <p>"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:</p> <ol style="list-style-type: none"> 1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses. 2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established. 3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact. 	<p>Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to general manager and approved by general manager.</p> <p>"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:</p> <ol style="list-style-type: none"> 1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses. 2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established. 3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact. <p>Unethical conduct</p> <p>For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.</p> <p>The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.</p>	

Article	Original	Amendment	Amendment Reason
Article 4	<p>Procedures for handling political contributions</p> <p>Political contributions by the Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the human resources, and when the amount of a contribution is NT\$500,000 or more, it shall be made only after being reported to and approved by the board of directors:</p> <ol style="list-style-type: none"> 1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made. 2. A written record of the decision-making process shall be kept. 3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment. 4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided. 	<p>Procedures for handling political contributions</p> <p>Political contributions by the Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the human resources, and when the amount of a contribution is NT\$500,000 or more, it shall be made only after being reported to and approved by the board of directors:</p> <ol style="list-style-type: none"> 1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made. 2. A written record of the decision-making process shall be kept. 3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment. 4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided. <p>(Types of benefits)</p> <p>For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 5	<p>Procedures for handling charitable donations or sponsorships</p> <p>Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to human resource. According to Subparagraph 7, Article 12 of Rules of Procedure for Board of Directors Meetings, when the amount is NT\$1,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:</p> <ol style="list-style-type: none"> 1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Corporation is doing business. 2. A written record of the decision making process shall be kept. 3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery. 4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest. 5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution. 	<p>Procedures for handling charitable donations or sponsorships</p> <p>Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to human resource. According to Subparagraph 7, Article 12 of Rules of Procedure for Board of Directors Meetings, when the amount is NT\$1,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:—</p> <ol style="list-style-type: none"> 1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Corporation is doing business. 2. A written record of the decision making process shall be kept. 3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery. 4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest. 5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution. <p><u>(Responsible unit and duties)</u></p> <p><u>The Company shall designate the strategy development department as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and</u></p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		<p><u>advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:</u></p> <p><u>1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</u></p> <p><u>2. Analysing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.</u></p> <p><u>3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.</u></p> <p><u>4. Promoting and coordinating awareness and educational activities with respect to ethics policy.</u></p> <p><u>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</u></p> <p><u>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</u></p> <p><u>7. Preparing and retaining properly documented information such as ethical</u></p>	

Article	Original	Amendment	Amendment Reason
		<u>management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.</u>	
Article 6	<p>Confidentiality requirements for confidential and commercially sensitive information obtained in business</p> <p>1. Prohibition of disclosing commercial secrets: The company's personnel should strictly abide by the company's labor contract, work rules, and internal major information processing procedures and other relevant regulations, and must not disclose the company's commercial secrets to others, and must not inquire or collect Non-job-related company business secrets.</p> <p>2. Prohibition against insider trading: All personnel of the Company shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.</p> <p>3. Non-disclosure agreement: Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of</p>	<p>Confidentiality requirements for confidential and commercially sensitive information obtained in business</p> <p>1. Prohibition of disclosing commercial secrets: The company's personnel should strictly abide by the company's labor contract, work rules, and internal major information processing procedures and other relevant regulations, and must not disclose the company's commercial secrets to others, and must not inquire or collect Non job related company business secrets.</p> <p>2. Prohibition against insider trading: All personnel of the Company shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.</p> <p>3. Non-disclosure agreement: Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
	the Company.	<p><u>Prohibition against providing or accepting improper benefits</u> <u>Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of the Company shall comply with the Code of Integrity Management and Integrity Management Operating Procedures and Behavior Guide, and the relevant procedures shall have been carried out:</u> 1. <u>The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.</u> 2. <u>The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.</u> 3. <u>Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.</u> 4. <u>Attendance at folk festivals that are open to and invite the attendance of the general public.</u> 5. <u>Rewards, emergency assistance, condolence payments, or honorariums from the management.</u> 6. <u>Money, property, or other benefits with a market value of NT\$6,000 or less offered to or accepted from a person other than relatives or friends; or gifts of property with a total market value of NT\$6,000 or less given by another party to the majority of the personnel of the Company, provided that the total market value of the property offered to the same counterparty or coming from the</u></p>	

Article	Original	Amendment	Amendment Reason
		<u>same source within a single fiscal year shall be limited to NT\$6,000.</u> <u>7. Property with a market value of NT\$6,000 or less received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.</u> <u>8. Other conduct that complies with the rules of the Company.</u>	
Article 7	<p>The norm and handling procedures for supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct</p> <p>1. Ethical management evaluation prior to development of commercial relationships: Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.</p> <p>2. Statement of ethical management policy to counterparties in commercial dealings: Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name, including rebate, commission, facilitating payment, or providing or accepting improper benefits by other ways.</p> <p>3. Avoidance of commercial dealings with unethical operators: All personnel of the Company shall avoid business transactions with an agent, supplier,</p>	<p>The norm and handling procedures for supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct</p> <p>1. Ethical management evaluation prior to development of commercial relationships: Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.</p> <p>2. Statement of ethical management policy to counterparties in commercial dealings: Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name, including rebate, commission, facilitating payment, or providing or accepting improper benefits by other ways.</p> <p>3. Avoidance of commercial dealings with unethical operators: All personnel of the Company shall avoid business transactions with an agent, supplier,</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.</p> <p>4. Stipulation of terms of ethical management in contracts: Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, stipulating that where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.</p>	<p>customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.</p> <p>4. Stipulation of terms of ethical management in contracts: Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, stipulating that where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.</p> <p><u>Procedures for handling the acceptance of improper benefits</u></p> <p><u>Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, whether a relationship of interest exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit.</u></p> <p><u>When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.</u></p> <p><u>"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's</u></p>	

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		<p><u>personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:</u></p> <p><u>When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.</u></p> <p><u>When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.</u></p> <p><u>Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.</u></p> <p><u>The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved by general manager.</u></p>	
Article 8	<p>Handling procedures of violations of Code of Integrity Management</p> <p>1. Handling of unethical conduct by personnel of the Company:</p> <p>As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, the Company will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.</p> <p>The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of the Company to submit reports. A whistleblower shall at least furnish the following information:</p> <p>1. the whistleblower's name, and an</p>	<p>Handling procedures of violations of Code of Integrity Management</p> <p>1. Handling of unethical conduct by personnel of the Company:</p> <p>As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, the Company will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.</p> <p>The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of the Company to submit reports. A whistleblower shall at least furnish the following information:</p> <p>1. the whistleblower's name, and an address, telephone number and e-mail</p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
	<p>address, telephone number and e-mail address where it can be reached.</p> <p>2. the informed party's name or other information sufficient to distinguish its identifying features.</p> <p>3. specific facts available for investigation.</p> <p>Personnel of the Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.</p> <p>The strategy management department of the Company shall observe the following procedure in handling whistleblowing matters:</p> <p>1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.</p> <p>2. The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.</p> <p>3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will seek damages through institute legal proceedings to safeguard its reputation and its rights and interests.</p> <p>4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the</p>	<p>address where it can be reached.</p> <p>2. the informed party's name or other information sufficient to distinguish its identifying features.</p> <p>3. specific facts available for investigation.</p> <p>—— Personnel of the Company handling whistle blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.</p> <p>—— The strategy management department of the Company shall observe the following procedure in handling whistleblowing matters:</p> <p>1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.</p> <p>2. The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.</p> <p>3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will seek damages through institute legal proceedings to safeguard its reputation and its rights and interests.</p> <p>4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant</p>	

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	<p>retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.</p> <p>5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.</p> <p>6. The audit office shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.</p> <p>2. Actions upon event of unethical conduct by others towards this Corporation:</p> <p>If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-corruption agency.</p>	<p>information shall continue to be retained until the conclusion of the litigation.</p> <p>5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.</p> <p>6. The audit office shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.</p> <p>2. Actions upon event of unethical conduct by others towards this Corporation:</p> <p>If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-corruption agency.</p> <p><u>Prohibition of and handling procedure for facilitating payments</u></p> <p><u> The Company shall neither provide nor promise any facilitating payment.</u></p> <p><u> If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.</u></p> <p><u> Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report it to the relevant judicial agency.</u></p>	

Article	Original	Amendment	Amendment Reason
Article 9	<p>The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.</p> <p>If any personnel of the Company seriously violates ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.</p> <p>The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.</p>	<p>The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.</p> <p>—— If any personnel of the Company seriously violates ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.</p> <p>—— The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.</p> <p><u>Procedures for handling political contributions</u></p> <p><u>Political contributions by the Company shall be made in accordance with the following provisions, reported to the chairperson in charge for approval, and a notification given to the responsible unit, and when the amount of a contribution is NT\$500,000 or more, it shall be made only after being reported to and approved by the board of directors:</u></p> <p><u>1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.</u></p> <p><u>2. A written record of the decision-making process shall be kept.</u></p> <p><u>3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.</u></p> <p><u>4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of the Company with the related government agencies shall be avoided.</u></p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 10	<p>Enforcement</p> <p>These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors.</p>	<p>Enforcement</p> <p>These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors.</p> <p><u>(Procedures for handling charitable donations or sponsorships amount standard)</u></p> <p><u>Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the chairperson in charge for approval, and a notification shall be given to the CSR Office and the responsible unit. When the amount is NT\$1,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:</u></p> <p><u>1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.</u></p> <p><u>2. A written record of the decision making process shall be kept.</u></p> <p><u>3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.</u></p> <p><u>4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of the Company's commercial dealings or a party with which any personnel of the Company has a relationship of interest.</u></p> <p><u>5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.</u></p>	To comply with company practices

Article	Original	Amendment	Amendment Reason
Article 11		<p><u>Recusal</u> <u>When a director , supervisor, officer or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.</u> <u>Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.</u> <u>If in the course of conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.</u> <u>No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
Article 12		<p><u>Special unit in charge of confidentiality regime and its responsibilities and prohibition of intellectual property infringement</u></p> <p><u>The Company shall set up a special unit charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of the Company's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.</u></p> <p><u>All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of the Company unrelated to their individual duties.</u></p>	To comply with company practices, add description of provisions
Article 13		<p><u>Prohibition against unfair competition</u></p> <p><u>The Company shall follow the Fair Trade Act and applicable competition laws and regulations , and shall not have unfair competition behavior.</u></p>	To comply with company practices, add description of provisions
Article 14		<p><u>Prevention of damage caused by products and services to stakeholders</u></p> <p><u>The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<p><u>development, procurement, manufacture, provision, or sale of products and services.</u></p> <p><u>The Company adopts and publishes on the website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders by setting up the stakeholder area.</u></p> <p><u>Where there are media reports, or sufficient facts to determine, that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, immediate verify the facts and present a review and improvement plan.</u></p> <p><u>The responsible unit of the Company shall report to the board of directors the event as stated in the preceding paragraph, the actions taken, and subsequent reviews and corrective measures taken.</u></p>	
Article 15		<p><u>Prohibition against insider trading and non-disclosure agreement</u></p> <p><u>All personnel of the Company shall adhere to the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.</u></p> <p><u>Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>the Company acquired as a result, and that they may not use such information without the prior consent of the Company.</u>	
Article 16		<u>Compliance and announcement of policy of ethical management</u> <u>The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.</u> <u>The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, or prospectus, and shall make timely announcements of the policy in events held for outside parties such as investor press conferences and supplier conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</u>	To comply with company practices, add description of provisions
Article 17		<u>Ethical management evaluation prior to development of commercial relationships</u> <u>Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.</u> <u>When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have</u>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:</u> <u>1.The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.</u> <u>2.Whether the enterprise has adopted an ethical management policy, and the status of its implementation.</u> <u>3.Whether enterprise's business operations are located in a country with a high risk of corruption.</u> <u>4.Whether the business operated by the enterprise is in an industry with a high risk of bribery.</u> <u>5.The long-term business condition and degree of goodwill of the enterprise.</u> <u>6.Consultation with the enterprise's business partners on their opinion of the enterprise.</u> <u>7.Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.</u>	
Article 18		<u>Statement of ethical management policy to counterparties in commercial dealings</u> <u>Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.</u>	To comply with company practices, add description of provisions
Article 19		<u>Avoidance of commercial dealings with unethical operators</u> <u>All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the</u>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.</u>	
Article 20		<u>Stipulation of terms of ethical management in contracts</u> <u>Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:</u> <u>1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim damage compensation from the other party, and may also deduct the full amount of the damages from the contract price payable.</u> <u>2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.</u> <u>3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.</u>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
Article 21		<p><u>Handling of unethical conduct by personnel of the Company</u></p> <p><u>As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, the Company will grant a reward depending on the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.</u></p> <p><u>The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of the Company to submit reports. A whistleblower shall at least furnish the following information:</u></p> <p><u>1. the whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), and an address, telephone number and e-mail address where it can be reached.</u></p> <p><u>2. the informed party's name or other information sufficient to distinguish its identifying features.</u></p> <p><u>3. specific facts available for investigation.</u></p> <p><u>Personnel of the Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.</u></p> <p><u>The responsible unit of the Company shall observe the following procedure in handling whistleblowing matters:</u></p> <p><u>1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.</u></p> <p><u>2. The responsible unit of the Company</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<p><u>and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.</u></p> <p><u>3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will seek damages through institute legal proceedings to safeguard its reputation and its rights and interests.</u></p> <p><u>4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a legal action in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the legal action.</u></p> <p><u>5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.</u></p> <p><u>6. The responsible unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.</u></p>	
Article 22		<p><u>Actions upon event of unethical conduct by others towards the Company</u></p> <p><u> If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service</u></p>	To comply with company practices, add description of provisions

Article	Original	Amendment	Amendment Reason
		<u>agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.</u>	
Article 23		<u>Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures</u> <u>The responsible unit of the Company shall organize one awareness sessions each year and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.</u> <u>The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.</u> <u>If any personnel of the Company seriously violates ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.</u> <u>The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.</u>	To comply with company practices
Article 24		<u>Enforcement and amendments</u> <u>These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the audit committee and the board of directors, and shall be reported to the shareholders meeting.</u> <u>When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their</u>	To comply with company practices

Article	Original	Amendment	Amendment Reason
		<u>objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.</u>	

【Attachment 7】

Independent Auditors' Report Translated from Chinese

To ZENG HSING INDUSTRIAL CO., LTD

Opinion

We have audited the accompanying consolidated balance sheets of ZENG HSING INDUSTRIAL CO., LTD (the "Company") and its subsidiaries as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together "the consolidated financial statements").

In our opinion, based on our audits and the reports of other auditors (please refer to the Other Matter – Making Reference to the Audits of Component Auditor section of our report), the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2022 and 2021, and their consolidated financial performance and cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of accounts receivable

As of December 31, 2022, the Group's accounts receivable and allowance for doubtful accounts amounted to NTD 2,075,995 thousand and NTD 47,052 thousand, respectively. Net accounts receivable represented 16% of the total consolidated assets that could have significant impacts on the Group. Since the collection of notes and accounts receivable is the key factor in the working capital management of the Group, and the adoption of provision policy requires significant management judgement whose the measurement results affect the net amount of accounts receivable, we therefore determined this a key audit matter.

Our audit procedures included, but not limited to, understanding and testing the effectiveness of internal control over accounts receivable; assessing the reasonableness of loss allowance policy, including understanding related information to evaluate expected credit loss ratio; investigating accounts receivable details at end of the period, recalculating the reasonableness of loss allowance based on the expected credit loss ratio of each group; analyzing the receivable turnover to evaluate recoverability based on individual customers with significant sales amount; evaluating the reasonableness of the allowance for doubtful accounts based on individual customers with significant overdue accounts or longer aging, reviewing the collection in subsequent period.

In addition, we considered the adequacy of the disclosures related to accounts receivable in Notes 5 and 6 to the consolidated financial statements.

Valuation for inventories

As of December 31, 2022, the net inventories amounted to NTD 1,598,106 thousand accounting for 13% of the total consolidated assets that could have significant impacts on the Group. The Group starts manufacturing after receiving orders from customers, so we mainly assessed the allowance for inventory valuation and slow-moving losses for raw materials, supply and parts. Due to diversity of products and uncertainty arising from rapid changes in products, allowance for obsolete and slow-moving inventory valuation requires significant management judgement, we therefore determined the issue as a key audit matter.

Our audit procedures included, but not limited to, understanding and testing the effectiveness of internal control system with respect to obsolete and slow-moving inventory; understanding the allowance for inventory loss and slow-moving inventory policies; sampling important storage locations to observe inventory counts; testing the correctness of the inventory aging intervals to make sure that the inventory aging schedule was appropriate. In addition, we sample tested inventories to check related certificates of purchases and sales and to re-calculate the unit cost of inventories to evaluate the reasonableness of the net realizable value of inventory.

In addition, we also considered the adequacy of the disclosures related to inventory in Notes 5 and 6 to the consolidated financial statements.

Other Matter – Making Reference to the Audit of Component Auditor

Those financial statements were audited by other auditors, whose reports thereon have been furnished to us, and our opinions expressed herein are based solely on the audit reports of the other auditors. We did not audit the financial statements of certain associates and joint ventures accounted for under the equity method whose statements are based solely on the reports of other auditors. These associates and joint ventures under equity method amounted to NTD 30,438 thousand and NTD 30,339 thousand, representing 0.24% and 0.38% of consolidated total assets as of December 31, 2022 and 2021, respectively. The related shares of profits from the associates and joint ventures under the equity method amounted to NTD 2,599 thousand and NTD 2,896 thousand, representing 0.32% and 0.43% of the consolidated net income before tax for the years ended December 31, 2022 and 2021, respectively.

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

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

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

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

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Others

We have audited and expressed an unqualified opinion including an Other Matter Paragraph on the parent company only financial statements of the Company as of and for the years ended December 31 2022 and 2021.

Chen, Ming Hung
Yen, Wen Bi
Ernst & Young, Taiwan
March 10, 2023

Notice to Readers :

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

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

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

Assets	Notes	As at	
		31 December 2022	31 December 2021
Current Assets			
Cash and cash equivalents	4, 6(1), 12	\$3,047,053	\$2,634,448
Financial assets at fair value through profit or loss, current	4, 12	-	108,131
Financial assets measured at amortized cost, current	4, 8, 12	170,950	10,201
Accounts receivable, net	4, 6(2), 6(12), 12	2,028,943	1,003,194
Other receivables	12	110,169	67,479
Inventories, net	4, 6(3)	1,598,106	1,587,574
Prepayment		32,296	18,760
Other current assets		102,002	115,065
Total current assets		<u>7,089,519</u>	<u>5,544,852</u>
Non-current assets			
Investments accounted for under the equity method	4	101,995	98,647
Property, plant and equipment	4, 6(4), 8	3,525,829	1,922,444
Right of use assets	4, 6(13)	319,560	217,305
Intangible assets	4, 6(5)	960,552	37,636
Deferred tax assets	4, 6(17)	38,116	27,264
Other non-current assets	4, 8, 12	519,210	117,926
Total non-current assets		<u>5,465,262</u>	<u>2,421,222</u>
Total assets		<u>\$12,554,781</u>	<u>\$7,966,074</u>

(The accompanying notes are an integral part of the consolidated financial statements)
(continued)

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 December 2022	31 December 2021
Current liabilities			
Short-term loans	4, 6(6), 12	\$1,438,492	\$946,501
Short-term notes and bills payable	4, 12	-	130,000
Contract liabilities, current	6(11)	69,984	73,715
Notes payable	12	113,157	19,918
Accounts payable	12	605,059	872,335
Other payables	12	554,894	320,397
Current tax liabilities	4	307,332	110,217
Long-term borrowings (including current portion with maturity less than 1 year)	4, 6(7), 12	152,454	64,000
Other current liabilities	4, 6(13), 12	98,332	31,453
Total current liabilities		<u>3,339,704</u>	<u>2,568,536</u>
Non-current liabilities			
Long-term loans	4, 6(7), 12	613,905	240,000
Deferred tax liabilities	4, 6(17)	285,187	151,294
Accrued pension liabilities	4, 6(8)	29,340	23,806
Other non-current liabilities	4, 6(13), 12	61,444	6,410
Total non-current liabilities		<u>989,876</u>	<u>421,510</u>
Total liabilities		<u>4,329,580</u>	<u>2,990,046</u>
Equity attributable to the parent company	4, 6(9)		
Capital			
Common stock		665,356	605,356
Additional paid-in capital		1,890,261	1,389,627
Retained earnings			
Legal reserve		730,563	730,563
Special reserve		326,214	295,491
Retained earnings		2,108,562	2,213,284
Total Retained earnings		<u>3,165,339</u>	<u>3,239,338</u>
Other components of equity			
Exchange differences on translation of foreign operations - the parent company		<u>(202,396)</u>	<u>(326,214)</u>
Equity attributable to owners of the parent		<u>5,518,560</u>	<u>4,908,107</u>
Non-controlling interests	6(10)	<u>2,706,641</u>	<u>67,921</u>
Total equity		<u>8,225,201</u>	<u>4,976,028</u>
Total liabilities and equity		<u>\$12,554,781</u>	<u>\$7,966,074</u>

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

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

		For the years ended 31 December	
	Notes	2022	2021
Net Sales	4, 6(11)	\$7,198,245	\$7,719,932
Cost of Sales	6(3), 6(14)	(5,743,805)	(6,128,581)
Gross Profit		1,454,440	1,591,351
Operating Expenses	6(13), 6(14)		
Selling and marketing		(273,102)	(277,341)
Management and administrative		(589,159)	(487,715)
Research and development		(185,152)	(114,310)
Expected credit (loss) gains	4, 6(12)	(28,468)	932
Total Operating Expenses		(1,075,881)	(878,434)
Operating Income		378,559	712,917
Non-operating income and expenses	6(15)		
Other income		89,642	38,055
Other gain and loss		362,838	(66,550)
Financial costs		(27,635)	(8,944)
Share of profit or loss of associates and joint ventures		4,962	1,879
Subtotal		429,807	(35,560)
Income before income tax		808,366	677,357
Income tax expense	4, 6(17)	(183,171)	(149,014)
Income, net of tax		625,195	528,343
Other comprehensive income	6(16), 6(17)		
Items that may not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit plans		(6,442)	11,757
Income tax related to items that may not be reclassified subsequently		1,288	(2,351)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		145,709	(38,404)
Income tax related to items that may be reclassified subsequently		(28,636)	7,681
Total other comprehensive income (loss), net of tax		111,919	(21,317)
Total comprehensive income		<u>\$737,114</u>	<u>\$507,026</u>
Net income attributable to:			
Stockholders of the parent		\$494,472	\$525,148
Non-controlling interests		130,723	3,195
		<u>\$625,195</u>	<u>\$528,343</u>
Comprehensive income attributable to:			
Stockholder of the parent		\$613,136	\$503,831
Non-controlling interests		123,978	3,195
		<u>\$737,114</u>	<u>\$507,026</u>
Earnings per share (NTD)	6(18)		
Earnings per share-basic		\$8.08	\$8.68
Earnings per share-diluted		<u>\$8.06</u>	<u>\$8.65</u>

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

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Notes	Common Stock	Additional Paid-in Capital	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Total	Non- Controlling Interests	Total Equity
Balance as of 1 January 2021	6(9)	\$605,356	\$1,393,097	\$730,563	\$211,385	\$2,337,924	\$(295,491)	\$4,982,834	\$71,644	\$5,054,478
Appropriations of earnings, 2020:										
Special reserve					84,106	(84,106)		-		-
Cash dividends						(575,088)		(575,088)		(575,088)
Net income for the year ended 31 December 2021						525,148		525,148	3,195	528,343
Other comprehensive income, net of tax for the year ended 31 December 2021						9,406	(30,723)	(21,317)		(21,317)
Total comprehensive income		-	-	-	-	534,554	(30,723)	503,831	3,195	507,026
Cash dividends of subsidiary	6(10)								(10,998)	(10,998)
From share of changes in equity of subsidiaries			(3,470)					(3,470)		(3,470)
Increase in non-controlling interests	6(10)								4,080	4,080
Balance as of 31 December 2021	6(9)	<u>\$605,356</u>	<u>\$1,389,627</u>	<u>\$730,563</u>	<u>\$295,491</u>	<u>\$2,213,284</u>	<u>\$(326,214)</u>	<u>\$4,908,107</u>	<u>\$67,921</u>	<u>\$4,976,028</u>
Balance as of 1 January 2022	6(9)	\$605,356	\$1,389,627	\$730,563	\$295,491	\$2,213,284	\$(326,214)	\$4,908,107	\$67,921	\$4,976,028
Appropriations of earnings, 2021:										
Special reserve					30,723	(30,723)		-		-
Cash dividends						(514,553)		(514,553)		(514,553)
Additions through business combination									2,586,348	2,586,348
Cash capital increase		60,000	478,098					538,098		538,098
Share-based payment transactions			22,536					22,536		22,536
Net income for the year ended 31 December 2022						494,472		494,472	130,723	625,195
Other comprehensive income, net of tax for the year ended 31 December 2022						(5,154)	123,818	118,664	(\$6,745)	111,919
Total comprehensive income		-	-	-	-	489,318	123,818	613,136	123,978	737,114
Cash dividends of subsidiary	6(10)								(10,998)	(10,998)
Difference between the actual acquisition or disposal price and carrying amounts of subsidiaries						(48,764)		(48,764)	(60,608)	(109,372)
Balance as of 31 December 2022	6(9)	<u>\$665,356</u>	<u>\$1,890,261</u>	<u>\$730,563</u>	<u>\$326,214</u>	<u>\$2,108,562</u>	<u>\$(202,396)</u>	<u>\$5,518,560</u>	<u>\$2,706,641</u>	<u>\$8,225,201</u>

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

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended 31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

	For the years ended 31 December	
	2022	2021
Cash flows from operating activities:		
Net income before tax	\$808,366	\$677,357
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Share-based payment transactions	22,536	-
Depreciation	409,507	269,979
Amortization	44,907	53,932
Gain on disposal of property, plant and equipment	(3,662)	(843)
Gain on disposal of right of use asset	(745)	(26)
Net (gain) loss of financial assets at fair value through profit or loss	(58,054)	2,140
Loss from market value decline, obsolete and slow-moving of inventories	18,729	7,344
Share of profit or loss of associates and joint ventures	(4,962)	(1,879)
Expected credit loss (profit)	28,468	(932)
Other loss (gain)	663	(741)
Interest income	(21,790)	(10,198)
Interest expense	27,635	8,944
Profit from lease modification	(34)	-
Changes in operating assets and liabilities:		
Decrease in financial assets at fair value through profit or loss	165,955	1,475
(Increase) decrease in accounts receivable	(219,090)	212,907
Decrease (increase) in inventories, net	802,326	(283,605)
Increase in other receivables	(35,741)	(52,339)
(Increase) decrease in prepayments	(1,178)	7,574
Decrease in other current assets	52,005	75,117
Decrease in contract liabilities	(4,613)	(9,098)
Decrease in notes payable	(16,715)	(3,124)
Decrease in accounts payable	(571,252)	(175,095)
Decrease in other payables	(105,376)	(20,383)
Decrease in other current liabilities	(8,303)	(52)
(Decrease) increase in accrued pension liabilities	(908)	41
Cash generated from operations	1,328,674	758,495
Interest received	21,790	10,198
Income tax paid	(155,402)	(200,461)
Net cash provided by operating activities	1,195,062	568,232

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

(continued)

ZENG HSING INDUSTRIAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

	For the years ended 31 December	
	2022	2021
Cash flows from investing activities:		
Acquisition of financial assets at measured at amortized cost	79,442	(1)
Acquisition of investments accounted for under the equity method	-	(43,217)
Acquisition of property, plant and equipment	(250,643)	(363,632)
Acquisition of subsidiaries	(1,619,800)	-
Proceeds from disposal of property, plant and equipment	23,726	1,631
Proceeds from disposal of right-of-use asset	8,976	2,203
(Increase) decrease in refundable deposits	(2,221)	494
Dividends receive	2,500	5,000
Acquisition of intangible assets	(10,182)	(10,234)
Proceeds from disposal of intangible assets	28	-
Increase in other non-current assets	(202,319)	(65,142)
Cash inflow from business combination	1,075,853	0
Net cash used in investing activities	(894,640)	(472,898)
Cash flows from financing activities:		
Increase in short-term loans	8,590,210	3,094,134
Decrease in short-term loans	(8,291,420)	(2,687,802)
Increase in short-term notes and bills payable	1,700,000	200,000
Decrease in short-term notes and bills payable	(1,830,000)	(105,000)
Increase in long-term loans	217,510	-
Decrease in long-term loans	(195,850)	(66,151)
Lease principal repayment	(25,193)	(11,415)
Cash dividends	(514,553)	(575,088)
Interest paid	(27,635)	(8,944)
Cash dividends of subsidiary	(10,998)	(10,998)
Cash capital increase	538,098	-
Acquisition of ownership interests in subsidiaries	(103,097)	610
Net cash provided by (used in) financing activities	47,072	(170,654)
Effect of exchange rate changes on cash and cash equivalents	65,111	(18,567)
Net increase (decrease) in cash and cash equivalents	412,605	(93,887)
Cash and cash equivalents at beginning of period	2,634,448	2,728,335
Cash and cash equivalents at end of period	\$3,047,053	\$2,634,448

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

Independent Auditors' Report Translated from Chinese

To ZENG HSING INDUSTRIAL CO., LTD.

Opinion

We have audited the accompanying parent company only balance sheets of Zeng Hsing Industrial Co., Ltd. (the "Company") as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, the parent company only changes in equity and the parent company only cash flows for the years ended December 31, 2022 and 2021, and notes to the parent company only financial statements, including the summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditor(s) (please refer to the Other Matter – Making Reference to the Audit of Component Auditor section of our report), the accompanying parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2022 and 2021, and the parent company only financial performance and the parent company only cash flows for the years ended December 31, 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2022 the parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of accounts receivable

As of December 31, 2022, the Company's accounts receivable and allowance for doubtful accounts amounted to NTD 1,388,656 thousand and NTD 38,095 thousand, respectively. Net accounts receivable represented 17% of the parent company only total assets and have significant impacts on the Company. The collection of accounts receivable is a key factor in the working capital management of ZENG HSING INDUSTRIAL CO., LTD and the provision for allowance for doubtful accounts would reflect the credit risk of the Company. As the adequacy of provision policy requires significant management judgement, we therefore determined the issue as a key audit mater.

Our audit procedures included, but not limited to, understanding and testing the effectiveness of internal control over assessment of client credit risk and accounts receivable collection management; assessing the reasonableness of loss allowance policy, including understanding related information to evaluate expected credit loss ratio; investigating accounts receivable details at end of the period, recalculating the reasonableness of loss allowance based on the expected credit loss ratio of each group; analyzing the receivable turnover to evaluate recoverability based on individual customers with significant sales amount; evaluating the reasonableness of the allowance for doubtful accounts based on individual customers with significant overdue accounts or longer aging, reviewing the collection in subsequent period.

In addition, we also considered the adequacy of the disclosures related to accounts receivable in Notes 5 and 6 to the parent company only financial statements.

Valuation for inventories (including investments accounted for under the equity method-inventory of subsidiaries)

As of December 31, 2022, inventories of the Company and the investees accounted for under the equity method that could have significant impacts on the financial statements. The Company starts manufacturing after receiving orders from customers, so we mainly assessed the allowance for inventory valuation losses for raw materials. Due to diversity of products and uncertainty arising from rapid changes in products, obsolete and slow-moving inventory valuation requires significant management judgement, we therefore determined the issue as a key audit mater.

Our audit procedures included, but not limited to, understanding and testing the operating effectiveness of internal controls around customer credit risk assessment and the management of collection of accounts receivable; sampling important storage locations to observe inventory counts; testing the correctness of the inventory aging schedule to make sure that the inventory aging schedule was appropriate. In addition, we also obtained the current year's reports on inventory movement and sample tested to check whether purchases and sales were supported by appropriate vouchers and to re-calculate the unit cost of inventories to evaluate the reasonableness of the net realizable value of inventory.

In addition, we also considered the adequacy of the disclosures related to inventory in Notes 5 and 6 to the parent company only financial statements.

Other Matter – Making Reference to the Audit of Component Auditor

We did not audit the financial statements of certain associates and joint ventures accounted for under the equity method whose statements are based solely on the reports of other auditors. These associates and joint ventures under equity method amounted to NTD 30,438 thousand and NTD 30,339 thousand, representing 0.37% and 0.43% of the parent company only total assets as of December 31, 2022 and 2021, respectively. The related shares of profits from the associates and joint ventures under the equity method amounted to NTD 2,599 thousand and NTD 2,896 thousand, representing 0.43% and 0.44% of the parent company only net income before tax for the years ended December 31, 2022 and 2021, respectively.

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

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

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, 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 audit committee, are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Chen, Ming Hung
Yen, Wen Bi
Ernst & Young, Taiwan
March 10, 2023

Notice to Readers :

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

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

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

Assets	Notes	As of	
		31 December 2022	31 December 2021
Current Assets			
Cash and cash equivalents	4, 6(1), 12	\$1,246,480	\$1,917,641
Financial assets at fair value through profit or loss, current	12	-	108,131
Accounts receivable, net	4, 6(2), 6(13), 12	1,269,220	861,457
Accounts receivable-related parties, net	4, 6(2), 6(13), 7, 12	81,341	260,013
Other receivables	12	1,894	4,389
Inventories, net	4, 6(3)	50,313	151,396
Prepayment		201	4,346
Other current assets		1,930	2,660
Total current assets		<u>2,651,379</u>	<u>3,310,033</u>
Non-current assets			
Financial assets measured at amortized cost, non-current	4, 8, 12	200	200
Investments accounted for under the equity method	4, 6(4)	4,676,215	2,916,538
Property, plant and equipment	4, 6(5), 8	703,803	736,693
Investment property	4, 6(6)	63,672	64,902
Intangible assets	4	26,757	24,525
Deferred tax assets	4, 6(18)	19,938	19,411
Other non-current assets	4, 6(14)	11,358	14,467
Total non-current assets		<u>5,501,943</u>	<u>3,776,736</u>
Total assets		<u>\$8,153,322</u>	<u>\$7,086,769</u>

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

(continued)

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

Liabilities and Equity	Notes	As of	
		31 December 2022	31 December 2021
Current liabilities			
Short-term loans	4, 6(7), 12	\$1,348,000	\$629,000
Short-term notes and bills payable	4, 6(8), 12	-	130,000
Financial liabilities at fair value through profit or loss, current	12	1,315	1,545
Contract liabilities, current	6(12)	56,396	62,441
Notes payable	12	491	501
Accounts payable	12	53,146	127,256
Accounts payable-related parties	7, 12	433,153	484,357
Other payables	12	134,042	156,212
Current tax liabilities	4	91,240	89,034
Long-term borrowings (including current portion with maturity less than 1 year)	4, 6(9), 12	24,000	64,000
Other current liabilities	4, 6(14), 12	18,103	18,439
Total current liabilities		<u>2,159,886</u>	<u>1,762,785</u>
Non-current liabilities			
Long-term loans	4, 6(9), 12	216,000	240,000
Deferred tax liabilities	4, 6(18)	227,031	151,294
Accrued pension liabilities	4, 6(10)	29,340	23,806
Other non-current liabilities	4, 6(14), 12	2,505	777
Total non-current liabilities		<u>474,876</u>	<u>415,877</u>
Total liabilities		<u>2,634,762</u>	<u>2,178,662</u>
Equity attributable to the parent company	4, 6(11)		
Capital			
Common stock		665,356	605,356
Additional paid-in capital		1,890,261	1,389,627
Retained earnings			
Legal reserve		730,563	730,563
Special reserve		326,214	295,491
Retained earnings		2,108,562	2,213,284
Total Retained earnings		<u>3,165,339</u>	<u>3,239,338</u>
Other components of equity			
Exchange differences on translation of foreign operations - the parent company		(202,396)	(326,214)
Total equity		<u>5,518,560</u>	<u>4,908,107</u>
Total liabilities and equity		<u>\$8,153,322</u>	<u>\$7,086,769</u>

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

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2022	2021
Net Sales	4, 6(12), 7	\$5,336,553	\$6,798,275
Cost of Sales	6(3), 6(15), 7	(4,657,303)	(5,539,998)
Gross Profit		679,250	1,258,277
Unrealized Intercompany Profit	7	(4,472)	(2,440)
Realized Intercompany Profit		2,440	(1,086)
Gross Profit		677,218	1,254,751
Operating Expenses	6(14), 6(15), 7		
Selling and marketing		(104,269)	(116,192)
Management and administrative		(284,008)	(258,591)
Research and development		(118,224)	(114,325)
Expected credit (loss) gains	4, 6(13)	(33,267)	807
Total Operating Expenses		(539,768)	(488,301)
Operating Income		137,450	766,450
Non-operating income and expenses	6(16)		
Other income		45,524	19,378
Other gain and loss		258,579	(79,848)
Financial costs		(16,614)	(5,601)
Share of profit or loss of associates and joint ventures	4, 6(4)	177,183	(42,924)
Subtotal		464,672	(108,995)
Income before income tax		602,122	657,455
Income tax expense	4, 6(18)	(107,650)	(132,307)
Income, net of tax		494,472	525,148
Other comprehensive income	6(17), 6(18)		
Items that may not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit plans		(6,442)	11,757
Income tax related to items that may not be reclassified subsequently		1,288	(2,351)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		154,772	(38,404)
Income tax related to items that may be reclassified subsequently		(30,954)	7,681
Total other comprehensive loss, net of tax		118,664	(21,317)
Total comprehensive income		\$613,136	\$503,831
Earnings per share (NTD)	6(19)		
Earnings per share-basic		\$8.08	\$8.68
Earnings per share-diluted		\$8.06	\$8.65

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

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Notes	Common Stock	Additional Paid-in Capital	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Total Equity
Balance as of 1 January 2021	6(11)	\$605,356	\$1,393,097	\$730,563	\$211,385	\$2,337,924	\$(295,491)	\$4,982,834
Appropriations of earnings, 2020:								
Special reserve					84,106	(84,106)		-
Cash dividends						(575,088)		(575,088)
Net income for the year ended 31 December 2021						525,148		525,148
Other comprehensive income, net of tax for the year ended 31 December 2021						9,406	(30,723)	(21,317)
Total comprehensive income		-	-	-	-	534,554	(30,723)	503,831
From share of changes in equity of subsidiaries			(3,470)					(3,470)
Balance as of 31 December 2021	6(11)	<u>\$605,356</u>	<u>\$1,389,627</u>	<u>\$730,563</u>	<u>\$295,491</u>	<u>\$2,213,284</u>	<u>\$(326,214)</u>	<u>\$4,908,107</u>
Balance as of 1 January 2022	6(11)	\$605,356	\$1,389,627	\$730,563	\$295,491	\$2,213,284	\$(326,214)	\$4,908,107
Appropriations of earnings, 2021:								
Special reserve					30,723	(30,723)		-
Cash dividends						(514,553)		(514,553)
Cash capital increase		60,000	478,098					538,098
Share-based payment transactions			22,536					22,536
Net income for the year ended 31 December 2022						494,472		494,472
Other comprehensive income, net of tax for the years ended 31 December 2022						(5,154)	123,818	118,664
Total comprehensive income		-	-	-	-	489,318	123,818	613,136
Difference between the actual acquisition or disposal price and carrying amounts of subsidiaries						(48,764)		(48,764)
Balance as of 31 December 2022	6(11)	<u>\$665,356</u>	<u>\$1,890,261</u>	<u>\$730,563</u>	<u>\$326,214</u>	<u>\$2,108,562</u>	<u>\$(202,396)</u>	<u>\$5,518,560</u>

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

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

	For the Years Ended 31 December	
	2022	2021
Cash flows from operating activities:		
Net income before tax	\$602,122	\$657,455
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Share-based payment transactions	22,536	-
Depreciation	59,909	52,334
Amortization	18,280	17,113
Gain on disposal of property, plant and equipment	-	(199)
Net (gain) loss of financial assets at fair value through profit or loss	(58,054)	2,381
(Gain) loss from market value decline, obsolete and slow-moving of inventories	(416)	5,717
Share of profit or loss of associates and joint ventures	(177,183)	42,924
Expected credit loss (profit)	33,267	(807)
Unrealized intercompany loss	4,472	2,440
Realized intercompany (profit) loss	(2,440)	1,086
Other loss (gain)	663	(741)
Interest income	(5,391)	(2,951)
Interest expense	16,614	5,601
Changes in operating assets and liabilities:		
Decrease in financial assets at fair value through profit or loss	165,955	1,234
(Increase) decrease in accounts receivable	(441,030)	267,301
Decrease in accounts receivable-related parties	178,672	9,375
Decrease (increase) in inventories, net	101,499	(86,788)
Decrease in other receivables	2,495	153
Decrease in prepayments	4,145	7,304
Decrease in other current assets	730	858
Increase in other non-current assets	(10,481)	(18,299)
(Decrease) increase in contract liabilities	(6,045)	8,743
(Decrease) increase in notes payable	(10)	9
Decrease in accounts payable	(74,110)	(92,672)
Decrease in accounts payable-related parties	(51,204)	(34,647)
Decrease in other payables	(30,506)	(7,166)
Decrease in other current liabilities	(2,031)	(384)
(Decrease) increase in accrued pension liabilities	(908)	41
Cash generated from operations	351,550	837,415
Interest received	5,391	2,951
Income tax paid	(59,900)	(167,420)
Net cash provided by operating activities	297,041	672,946

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

(Continued)

ZENG HSING INDUSTRIAL CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2022 and 2021
(Expressed in Thousand New Taiwan Dollars)

	For the Years Ended 31 December	
	2022	2021
(Continued)		
Cash flows from investing activities:		
Acquisition of investments accounted for under the equity method	(1,619,800)	(43,217)
Acquisition of property, plant and equipment	(19,028)	(63,896)
Proceeds from disposal of property, plant and equipment	1,416	791
(Increase) decrease in refundable deposits	(43)	807
Proceeds from disposal of intangible assets	(9,761)	(8,701)
Disposition of intangible assets	28	-
Dividends received	53,321	17,402
Net cash used in investing activities	(1,593,867)	(96,814)
Cash flows from financing activities:		
Increase in short-term loans	7,864,000	2,098,000
Decrease in short-term loans	(7,145,000)	(1,959,000)
Increase in short-term notes and bills payable	1,700,000	200,000
Decrease in short-term notes and bills payable	(1,830,000)	(105,000)
Increase in long-term loans	144,000	-
Decrease in long-term loans	(208,000)	(64,000)
Lease principal repayment	(1,900)	(1,982)
Interest paid	(16,614)	(5,601)
Cash capital increase	538,098	-
Cash dividends	(514,553)	(575,088)
Proceeds from capital reduction of investments accounted for under the equity method	198,731	-
Acquisition of ownership interests in subsidiaries	(103,097)	-
Net cash provided by (used in) financing activities	625,665	(412,671)
Net (decrease) increase in cash and cash equivalents	(671,161)	163,461
Cash and cash equivalents at beginning of period	1,917,641	1,754,180
Cash and cash equivalents at end of period	\$1,246,480	\$1,917,641

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

【Attachment 8】

Zeng Hsing Corporation
2022 Earnings Distribution Chart

Unit: NT\$ Dollars

Items	Amount	Remarks
Unappropriated Retained Earnings at beginning period	\$1,668,008,177	
Less: difference between consideration and carrying amount of subsidiaries acquired	(48,764,334)	
Plus: Profit after tax for 2022	494,471,810	
Plus:		
10% Legal reserve	0	
Special reserve	123,817,665	
Less:		
Other comprehensive loss	(5,153,255)	
(remeasurements of the defined benefit plan in 2022)		
Distributable net profit	<u>2,232,380,063</u>	
Distribution Items:		
Cash Dividends to Common Shareholders	(365,945,971)	
Unappropriated Distribution at end of period	\$1,866,434,092	

Note:

Note 1. The undistributed profit for 2022 shall take priority when distributing profit.

Note 2. The cash dividend distributed less than NT\$1 shall be classified as "other non-operating income".

Note 3. The legal reserve accumulation has reached the amount of paid-in capital of the Company. Therefore, in accordance with Article 36 of the Articles of Incorporation, there is no need to set aside additional legal reserve.

Chairman: Chih-Cheng Lin

Manager: Tung-Liang Liu

Chief Accountant: Tzu-Ho Chuang

Zeng Hsing Corporation

Comparison Table of Amended Rules of Procedure for Shareholders Meetings

Article	Original	Amendment	Amendment Reason
Article 3	<p>Convening shareholders meetings and shareholders meeting notices</p> <p>Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.</p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental</p>	<p>Convening shareholders meetings and shareholders meeting notices</p> <p>Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.</p> <p><u>Unless otherwise provided in Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors adopted by a majority vote at a board meeting attended by more than two-thirds of directors.</u></p> <p><u>Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	<p>meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may</p>	<p>special shareholders meeting. If, however, <u>the Company's paid-in capital reaches NT\$10 billion or more as of the last day of the most current fiscal year, or the total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made 30 days before the regular shareholders meeting.</u> In addition, 15 days before the date of the shareholders meeting, the Company shall also have the shareholders meeting agenda and supplemental meeting materials available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the premises of the Company and the professional shareholder services agent designated thereby. and distributed on-site at the meeting.</p> <p><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the day of the shareholders meeting:</u></p> <ol style="list-style-type: none"> <u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u> <u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, lifting the non-compete restriction for directors, surplus</p>	

Article	Original	Amendment	Amendment Reason
	<p>not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of</p>	<p>profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under paragraph 1 of Article 185, the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its</p>	

Article	Original	Amendment	Amendment Reason
	<p>directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that comply with this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	
Article 4	<p>Proxy to attend shareholders' meeting and authorization:</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days</p>	<p>Proxy to attend shareholders' meeting and authorization:</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.	the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail. <u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>	
Article 5	(Principles determining the time and place of a shareholders meeting) The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.	(Principles determining the time and place of a shareholders meeting) The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u>	To comply with the amendment to laws
Article 6	(Preparation of documents such as the attendance book) The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations, as stated in the preceding paragraph. Shareholders or proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other	(Preparation of documents such as the attendance book) The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies (collectively "shareholders")</u> will be accepted, the place to register for attendance, and other matters for attention. <u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.</u> The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings,</u>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	<p>documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p>	<p><u>shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders meeting in person.</u></p> <p>Shareholders or proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	

Article	Original	Amendment	Amendment Reason
Article 6-1	Add	<p><u>Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice</u></p> <p><u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p><u>A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried</u></p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
		<p>out.</p> <p><u>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except for the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it furthermore shall at least provide connection equipment and necessary assistance, and specify the period of time available for shareholders to make application to the Company and other matters that should be noted.</u></p>	
Article 8	<p>(Documentation of a shareholders meeting by audio or video)</p> <p>The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>(Documentation of a shareholders meeting by audio or video)</p> <p>The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
		<u>In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u>	
Article 9	<p>Calculation of number of shares represented at the shareholders meeting and meeting</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be</p>	<p>Calculation of number of shares represented at the shareholders meeting and meeting</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.</u></p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	<p>notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	<p>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 paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.</p>	
Article 11	<p>(Shareholder speech)</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	<p>(Shareholder speech)</p> <p>Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	<p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	<p>When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>	
Article 13	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p>	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
	<p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the</p>	<p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the</p>	

Article	Original	Amendment	Amendment Reason
	<p>number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	<p>number of abstentions, shall be entered into the MOPS.</p> <p>When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> <p><u>When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the</u></p>	

Article	Original	Amendment	Amendment Reason
		<p><u>shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>	
Article 15	<p>Meeting Minutes and Signatures</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.</p>	<p>Meeting Minutes and Signatures</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how</u></p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
		<p><u>issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>	
Article 16	<p>Public disclosure</p> <p>On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and shall make an express disclosure of the same at the place of the shareholders meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>Public disclosure</p> <p>On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
Article 19	These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.	These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. <u>Disclosure of information at virtual meetings</u> In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.	To comply with the amendment to laws
Article 20	Add	<u>Location of the chair and secretary of virtual-only shareholders meeting</u> When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.	To comply with the amendment to laws
Article 21	Add	<u>Handling of disconnection</u> In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters,	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
		<p><u>accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and no postponement or resumption thereof under the second</u></p>	

Article	Original	Amendment	Amendment Reason
		<p><u>paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under second half of Article 12, and paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and paragraph 2 of Article 44-5, Article 44-15, and paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>	
Article 22	Add	<p><u>(Handling of digital divide)</u></p> <p><u>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except for the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it furthermore shall at least provide connection equipment and necessary</u></p>	To comply with the amendment to laws

Article	Original	Amendment	Amendment Reason
		<u>assistance, and specify the period of time available for shareholders to make application to the Company and other matters that should be noted.</u>	
Article 23	Add	<u>These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.</u>	To comply with the new provision, adjust the articles (from article 19 to article 23)

Appendix 1

Articles of Incorporation of Zeng Hsing Corporation

Section I	General Provisions
Article 1	The Company shall be incorporated as a company limited by shares under the Company Act and its name shall be "Zeng Hsing Corporation."
Article 2	<p>The scope of business of the Company shall be as follows:</p> <ol style="list-style-type: none">1.CBO1010 Machinery and Equipment Manufacturing2.CB01990 Other machinery manufacturing3.CC01030 electrical and audio-visual electronic products manufacturing4.CD01050 bicycle and its parts manufacturing5.CH01010 Sporting Goods Manufacturing6.CQ01010 Mold Manufacturing7.C805990O the plastic products manufacturing8.F401010 International Trade9.ZZ99999 In addition to the licensing business, it is a business that is not prohibited or restricted by the business law.
Article 3	The Company may act as a guarantor.
Article 4	The Company may reinvest in other company as necessary, and may be a limited liability shareholder of another company through the resolution of the board of directors. The total investment shall not be subject to the restrictions on the amount of investment transferred under Article 13 of the Company Act.
Article 5	The Company shall have its head office in TAICHUNG and, if necessary, may set up branches or business offices in and out of this country upon a resolution of its Board of Directors and approval from the competent government authority.
Article 6	delete
Section II	Shares
Article 7	<p>The total capital amount of the Company shall be NT\$850 million accounting for 85 million shares, at a par value of</p> <p>Dollars (NT\$10) per share. The Board of Directors is authorized to issue the unissued shares in installments. Among them, 5 million shares of the reserved share certificate are attached to the special stock option or the shareholding company bond is used for exercise of the stock option.</p>
Article 8	The share certificate of the Company can be all name-bearing share certificates and shall be signed by, and affixed with the seals or by signature of directors of the Company, and issued after duly authentication pursuant to the law. The Company can also deliver shares by wiring into account books based on related regulations, rather printing physical shares. When issuing other securities, the same rule applies
Article 9	The shareholders of the Company handle the transfer of stock transfer and transfer of ownership, loss of inheritance gift and seal loss or change of address, etc., in addition to the provisions of the law and securities regulations, according to the public offering company's share treatment guidelines.
Article 10	The transfer of the Company's treasury stock to employees, the issuance of employee stock options, the new restricted employee shares, and new shares reserved for employee subscription by cash investment may include employees of affiliated companies who meet certain conditions. The conditions and the method of subscription are authorized by the board.
Article 11	Deleted

Article 12	Deleted
Article 13	Registration for transfer of shares shall all be suspended 60 days before the convocation of any ordinary shareholders' meeting, 30 days before the convocation of extraordinary shareholders' meeting, or 5 days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company.
Section III	Shareholders' Meeting
Article 14	Shareholders' meeting shall be of two types, namely general and extraordinary shareholders' meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary. The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
Article 15	The convening of shareholders shall be announced in accordance with the Company Act, Securities and Exchange Act and the relevant laws and regulations promulgated by competent securities authorities.
Article 16	In case a shareholder is unable to attend a shareholders' meeting, he/she may issue proxy printed by the Company setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf.
Article 17	When the shareholders meeting is held, the chairman of the board of directors is the chairman: when the chairman is absent, the chairman of the board of directors appoints a director; if not appointed, the directors may elect one chair from among themselves.
Article 18	Unless otherwise provided in the laws, a shareholder of the Company shall have one vote for each share held by him or her.
Article 19	Unless otherwise provided in the Company Act, Securities and Exchange Act or other laws, resolution(s) shall be made at the meeting attended by shareholders holding and representing a majority of the total number of issued and outstanding shares and at which meeting a majority of the shareholders shall vote in favor of the resolution.
Article 20	The shareholders' resolutions shall contain detailed information, signed by the chairman, and announced within 20 days after the meeting. The proceedings of the proceedings in the shareholder's signature book and the proxy letter of attendance are kept in the Company.
Section IV	Directors
Article 21	The Company shall have five (5) to thirteen (13) directors to be elected at a shareholders' meeting through a nomination system from persons of legal capacity to serve a term of three years. A director may be re-elected. At least three (3) directors or one-fifth of all directors, whichever the higher number, shall be the independent directors. The qualification, shareholding percentage and the limitations of concurrently serving other positions, the methods of nomination and election and other related.
Article 22	When the director's vacancy exceeds one-third, the temporary shareholders' meeting shall be convened within 60 days to fill the term of the term to cover the original term.
Article 23	When the term ends and it is too late to re-elect, his or her term will be extended to perform his duties until the director is re-elected.
Article 24	The Board of Directors shall be organized by directors. The chairman of the board shall be elected by the majority of directors present at a meeting attended by more

than two thirds of directors. The directors may also elect a vice chairman of the board whenever they may deem necessary to carry out the Company's activities. The chairman of the board shall externally represent the Company and conduct activities on behalf of the Company pursuant to relevant laws, the Company's Articles of Incorporation and resolutions of the shareholders' and board meeting.

Article 25 In case the chairman of the Board of Directors is on leave or unable to perform his duties for cause, the vice chairman of the Board of Directors, if any, shall act as the chairman. If there is no vice chairman of the board or the vice chairman of the board is also on leave or unable to perform his duties for cause, the chairman of the board shall designate a director to act as the chairman. If there is no such designation, the directors shall elect one from amongst themselves.

Article 26 In case a board member is unable to attend the Board of Directors' meeting, he/she may issue proxy setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for another board member to present on his/her behalf. The representative shall serve as the proxy for one director only. Other than what is demanded by the Company Act, Securities and Exchange Act or other laws, the resolution of the board of directors shall be adopted by a majority of the directors present at the meeting attended by more than half of the directors.

Article 27 The deliberations of the board of directors shall be recorded as a deliberation, with detailed information, signed or sealed by the chairman, and distributed to the directors within 20 days after the meeting. The proceedings shall be accompanied by the signature book of the directors and the proxy letter of appointment shall be kept in the Company

Article 28 The remuneration of the directors shall be determined in accordance with the contribution and their participation, and with reference to the usual standards of the Company with the same industry to authorize the board of directors. If the Company has surplus, it shall also distribute remuneration in accordance with the provisions of Article 36

Article 29 The Company establishes an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of all independent directors. The audit committee shall be responsible for implementing the functions and powers of what are specified for supervisors in the Company Act, Securities and Exchange Act and other relevant laws

Section V Managers

Article 30 The Company has one general manager and its appointment and dismissal is decided by the Board of Directors. The general manager accepts the order of the chairman and handles all business of the Company.

Article 31 In addition to the competent authority or the statute, the general manager may hire a consultant as required by the business and report to the board of directors for verification.

Article 32 Deleted

Section VI Accounting

Article 33 The Company's fiscal year starts from January 1 to December 31 of each year.

Article 34 At the close of each fiscal year, the board of directors shall prepare the following statements and records and in accordance with the procedure prescribed by law not later than the 30th day prior to the meeting date of a general meeting of shareholders: (1) Business report; (2) Financial Statements; (3) Proposal of Distribution of Earnings or Making Up of Loss, etc. and submit the same to the general shareholders meeting for acceptance.

Article 35 The Company shall allocate 2% to 6% of profit as employees' compensation and no

more than 4% of profit as directors' compensation for each profitable fiscal year after offsetting any cumulative losses. The aforementioned employees' compensation will be distributed in shares or cash. The employees of the Company's subsidiaries who fulfill specific requirements stipulated by the Board of Directors may be granted such compensation. Directors may only receive compensation in cash. The Company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two thirds of the total number of directors, distribute the aforementioned employees' and director's compensation and report to the shareholders' meeting for such distribution. The procedures for the determination of directors remuneration are based on the Company's "Evaluation Measures for the Performance of Directors and Managers". In addition to the overall operating performance of the company, the future operating risks and development trends of the industry, reference is also made to the individual performance achievement rate and contribution to company performance to determine reasonable compensation. The related performance appraisal and reasonableness of remuneration are reviewed by the remuneration committee and the board of directors, and the remuneration system is reviewed from time to time according to the actual operating conditions and relevant laws and regulations, to achieve balance between sustainable operations and risk control.

Article 36 If the company has a surplus every year, in addition to the tax paid according to the law, it should first make up for the loss in previous years, and the next 10% is the statutory surplus reserve, but the statutory surplus accumulation has reached the paid-up capital of the company. The statutory surplus reserve shall not be included; and the special surplus reserve shall be paid or renewed in accordance with the regulations of the competent authority. After the accumulated undistributed surplus is added to the balance, the resolution of the chairman of the board of directors is distributed by the shareholders' meeting.

The company is a traditional industry, the company is mature, profitable and financial structure is sound, so the surplus distribution, in addition to the company law and the company's articles of association, will regard the company's capital planning and operating results, determine the annual dividend distribution. However, the principle of dividend stability and balance is adopted in principle. Before the annual shareholders' meeting, the board of directors formulates the method of surplus distribution based on the financial situation, but at least 50% of the shareholders' dividends are paid. The cash dividend ratio is not less than 30% of the total dividend. However, the company shall not distribute dividends if there is no surplus earning.

Section VII Additional Rules

Article 37 The organization by-law of the Company shall be provided otherwise.

Article 37-1 If the Company plans to withdraw the public issuance, it should report it to the shareholders' meeting

Article 38 In regard to all matters not provided for in these Articles of Incorporation, the Company Act, Securities and Exchange Act or other laws shall govern.

Article 39 These Articles of Incorporation were enacted on Dec. 11, 1974
Amended on 20 December 1976 for the first time
Amended on 27 Sep 1977 for the second time
Amended on 20 June 1978 for the third time
Amended on 10 January 1981 for the fourth time
Amended on 2 November 1981 for the fifth time
Amended on 14 September 1982 for the sixth time
Amended on 5 September 1983 for the seventh time
Amended on 21 October 1983 for the eighth time
Amended on 5 January 1984 for the ninth time
Amended on 16 July 1985 for the tenth time
Amended on 8 October 1988 for the eleventh time
Amended on 25 May 1989 for the twelfth time
Amended on 2 February 1990 for the thirteenth time
Amended on 15 November 1991 for the fourteenth time
Amended on 6 January 1993 for the fifteenth time
Amended on 25 June 1994 for the sixteenth time,
Amended on 3 December 1994 for the seventeenth time
Amended on 10 May 1995 for the eighteenth time
Amended on 9 July 1997 for the nineteenth time
Amended on 10 June 1998 for the twentieth time
Amended on 16 June 1999 for the twenty-first time
Amended on 28 June 2002 for the twenty-second time
Amended on 10 June 2003 for the twenty-third time
Amended on 10 June 2003 for twenty-fourth time
Amended on 29 June 2004 for twenty-fifth time
Amended on 29 June 2004 for twenty-sixth time
Amended on 30 June 2005 for the twenty-seventh time
Amended on 14 June 2006 for the twenty-eighth time
Amended on 9 March 2007 for the twenty-ninth time
Amended on 13 June 2007 for the thirtieth time
Amended on 13 June 2008 for the thirty-first time
Amended on 19 June 2009 for the thirty-second time
Amended on 15 June 2011 for the thirty-third time
Amended on 27 June 2012 for the thirty-fourth time
Amended on 11 June 2013 for the thirty-fifth time
Amended on 20 June 2014 for the thirty-sixth time
Amended on 15 June 2016 for the thirty-seventh time.
Amended on 14 June 2017 for the thirty- eighth time.
Amended on 13 June 2018 for the thirty- ninth time
Amended on 14 June 2019 for the fortieth time.
Amended on 20 July 2021 for the forty-first time.
Amended on 15 June 2022 for the forty-second time.

Zeng Hsing Corporation
Chairman: Chih-Cheng Lin

Appendix 2

Zeng Hsing Corporation Rules for the Shareholders' Meetings [Before amendments]

- Article 1 The Company has established a good shareholder governance system, improved supervision functions and strengthened management functions, and has established the rules in accordance with Article 5 of the Code of Practice for Corporate Governance of Listed Companies.
- Article 2 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the Corporate Charter, shall be as provided in these Rules.
- Article 3 Unless otherwise provided by law or regulation, the Company shareholders meetings shall be convened by the board of directors.
- The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
- Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.
- A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing

more than one item will be included in the meeting agenda.

When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation proposal to urge the Company to promote public interests or fulfill its social responsibilities, provided that the number of items proposed shall be limited to one item only in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

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

Article 4 Entrusted to attend the shareholder authorization:

Shareholders may, at each shareholder meeting, issue a letter of appointment issued by the Company, register the scope of authorization, entrust an agent, attend the shareholders' meeting.

The shareholder shall issue a power of attorney and have entrusted one person to the extent that it shall be delivered to the Company five days before the meeting of the shareholders. If the power of attorney is repeated, the first person to serve shall prevail. However, the statement is revoked before the commissioner, no longer this limit.

After the power of attorney has been delivered to the Company, the shareholders wishing to attend the shareholders' meeting in person, or wish to exercise their voting rights in writing or electronically, shall notify the Company in writing of the cancellation of the entrustment in writing two days before the meeting of the Shareholders' Meeting; The voting right to attend the trip shall prevail.

Article 5 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6 (Preparation of documents such as the attendance book)

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle

the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, preprinted ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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.

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

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

Article 8

The Company shall record the proceedings of a shareholders meeting in their entirety in audio or video and retain the recording for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The chair shall call the meeting to order at the appointed meeting time, and also announce related information such as the number of no voting right shares and the number of shares present at the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may

announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

Article 10 If the shareholders' meeting is convened by the board of directors, its agenda shall be determined by the board of directors. The meeting shall be conducted according to the scheduled agenda and may not be changed without the resolution of the shareholders' meeting. If the shareholders' meeting is convened by other parties other than the board of directors, the provisions of the preceding paragraph shall apply. Before the agenda of the first two agendas (including the provisional motion) is not finalized, the chairman may not announce the meeting without a resolution; if the chairman violates the provisions, the other members of the board shall promptly assist the attending shareholders in accordance with the law to attend the meeting. More than half of the shareholders' voting rights agreed to elect one person to serve as the chairman and continue to hold the meeting. The chairman shall give full explanation and discussion to the proposal and the amendments or temporary motions proposed by the shareholders. If it is considered to have reached the level of voting, the chairman may be declared to stop discussing and 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 chairperson. Those who attended the meeting only provided speeches but did not speak were considered as not speaking. If the content of the speech is inconsistent with the record of the speech, the content of the speech shall prevail. Each shareholder of the same proposal shall not speak more than twice without the consent of the chairman, and may not exceed five minutes at a time. However, if the shareholder speaks in violation of the regulations or exceeds the issue, the chairman shall stop it. When attending a shareholder's speech, other shareholders shall not intervene unless the chairman and the speaking shareholder agree, and the violators shall stop it. When a legal person shareholder appoints two or more representatives to attend the shareholders meeting, the same motion may only be made by one person. After attending the shareholders' speech, the chairman may personally or designate the relevant personnel to reply.

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 the Company, 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. Except for the trust business or the stock agency approved by the securities regulatory authority, when one person is entrusted by two or more shareholders at the same time, the voting right of the agent shall not exceed 3% of the voting rights of the total number of issued shares, and the voting rights exceeding the period shall not be counted.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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

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

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

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

- Article 14 The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and those who aren't elected as directors and the numbers of votes with which they were or were not 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 one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
- The Company 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 voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.
- Article 16 The number of shares sought by the solicitor and the number of shares of the entrusted agent shall be compiled by the Company on the day of the meeting of the shareholders' meeting, in accordance with the prescribed format, and shall be clearly disclosed in the shareholders' meeting. In the resolutions of the shareholders' meeting, if there is a major message as provided by law and the Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall transmit the contents to the MOPS within the specified time.
- Article 17 The chairman may direct the picket or security personnel to help maintain the order of the venue. When pickets or security personnel are present to assist in maintaining order, they should wear a picket badge or identification card.
- The venue has sound-amplifying equipment. When the shareholders do not speak on the equipment configured by the Company, the chairman must stop it.
- If the shareholder violates the rules of procedure and does not obey the chairman's correction, it will hinder the meeting from being stopped. If the chairman conducts the picket or the security personnel, he or she must leave the venue.
- Article 18 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed. The agenda set by the shareholders' meeting cannot be used until the end of the awareness (including the provisional motion). The meeting of the shareholders meeting may find another venue to continue the meeting. The shareholders' meeting shall, in accordance with Article 182 of the Company Act, defer or extend the assembly within five days.
- Article 19 These rules are implemented after the approval of the shareholders' meeting.

Appendix 3

Zeng Hsing Corporation Rules for Election of Directors

- Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 22 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
- Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
1. The ability to make judgments about operations.
 2. Accounting and financial analysis ability.
 3. Business management ability.
 4. Crisis management ability.
 5. Knowledge of the industry.
 6. An international market perspective.
 7. Leadership ability.
 8. Decision-making ability.
- More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.
- Article 4 The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
- The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 5 Elections of directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next

shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, governing the review of listings, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

- Article 6 The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 8 In accordance with the company's articles of association, we will calculate independent director and directors' election right separately. If two or more people have the same number of votes and exceed the prescribed numbers, the director will be determined by drawing from the person with the same number of votes. If they did not be present, the chairman will help them to draw.
- Article 9 Before the election begins, the chairman shall appoint scrutineers and tellers to perform related process. The ballot box is prepared by the board of directors, and the scrutineers check the ballot box in public before voting.
- Article 10 A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by the right holder
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate check shows that the candidate's name and identity card number do not match.
5. Other words of voting rights allotted.
- Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 12 The board of directors of the company will issue a notice of election to the elected directors.
- Article 13 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 4

Zeng Hsing Corporation Share Ownership of All Directors

1. The Company's paid-in capital was NT\$665,356,310, and the number of issued shares was 66,535,631 shares.
2. Pursuant to Article 26 of the Securities and Exchange Act, all directors shall hold a minimum of 5,322,850 shares.
3. The number of shares held by the individual and all directors recorded in the shareholders roster of the shareholders' meeting on the date of the current meeting are as follows:

Title	Name	Number of shares held	Remarks
Chairman	Chih-Cheng Lin	1,027,007	
Director	Su-Chen Liao	908,774	
Director	Ruei-Yi Hung	2,023,129	
Director	Chung-Ting Tsai	1,003,305	
Director	Pao-Sung Chang	215,924	
Director	Meng-Chung Ho	1,029,262	
Director	Chin-Tan Lee	427,451	
Independent Director	Ming-Liang Tarng	0	
Independent Director	Jun-Ming Hsu	0	
Total shares held by all directors		6,634,852	

Thank you for joining the shareholders' meeting,
Any suggestions and insights are welcome!