

M-Power Information Co., Ltd.

2023 Regular Shareholders' Meeting Meeting Handbook

Date & Time: June 9, 2023 (FRI) at 9:00 AM

Venue: 6F, No. 99, Fuxing N. Rd., Taipei City (Primasia Conference & Business Center)

This Shareholders' Meeting will be held by means of: Physical Shareholders' Meeting

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I. Meeting Procedure

M-Power Information Co., Ltd. 2023 Regular Shareholders' Meeting Meeting Procedure

1. Call Meeting to Order
2. Chairman's Address
3. Reported Matters
4. Matters for Ratification
5. Matters for Discussion
6. Extempore Motions
7. Adjournment

II. Meeting Agenda

M-Power Information Co., Ltd. 2023 Regular Shareholders' Meeting Meeting Agenda

Date & Time: June 9, 2023 (FRI) at 9:00 AM

Venue: 6F, No. 99. Fuxing N. Rd., Taipei City (Primasia Conference & Business Center)

This Shareholders' Meeting will be held by means of: Physical Shareholders' Meeting

1. Call Meeting to Order
2. Chairman's Address
3. Reported Matters
 - (1) To report the Company's business conditions in 2022
 - (2) To report Audit Committee Review on 2022 Financial Statements
 - (3) To report 2022 Distributions of Employees' and Directors' Remunerations
 - (4) To report the Amendment to the Company's "Rules of Procedure for Board of Directors Meetings"
 - (5) To report the Remunerations Received by the Directors
4. Matters for Ratification
 - (1) To ratify the Company's 2022 Business Report and Financial Statements
 - (2) To ratify the Company's 2022 Earnings Distribution
5. Matters for Discussion
 - (1) To amend partial articles of the Company's "Rules of Procedure for Shareholders' Meetings"
 - (2) To Release Prohibitions on New Directors from Participation in Competitive Business
6. Extempore Motions
7. Adjournment

1. Reported Matters

Proposal 1: To report the Company's business conditions in 2022.

Descriptions: The Company's 2022 Business Report is attached herein on Pages 8~17, [Attachment 1] of this Handbook.

Proposal 2: To report Audit Committee Review on 2022 Financial Statements.

Descriptions: The Company's 2022 Audit Committee Review Report is attached herein on Page 18, [Attachment 2] of this Handbook.

Proposal 3: To report 2022 Distributions of Employees' and Directors' Remunerations.

Descriptions: The Company's profit in 2022 was NT\$ 131,621,113, which ratios for distributions of at Employees' Remunerations at 12%, totaling NT\$ 15,794,534, and Directors' Remunerations at 1.065865%, totaling NT\$ 1,402,903, are proposed in accordance with the Company's Articles of Incorporation. The said remunerations are distributed in the form of cash.

Proposal 4: To report the Amendment to the Company's "Rules of Procedure for Board of Directors Meetings".

Descriptions: Amendment to the Company's "Rules of Procedure for Board of Directors Meetings" in accordance with rules and regulations by competent authority is proposed. Please refer to Pages 19~22, [Attachment 3] of this Handbook.

Proposal 5: To report the Remunerations Received by the Directors.

Descriptions: The directors' remunerations are distributed in accordance with Article 10-1 of the Company's "Corporate Governance Best Practice Principles". For the Company's Remunerations Received by the Directors, including remunerations policy, content, amount, and relevance to evaluation results for remuneration received by individual directors, please refer to Pages 23~25, [Attachment 4] of this Handbook.

2. Matters for Ratification

Proposal 1: (Proposed by the Board)

Subject: To ratify the Company's 2022 Business Report and Financial Statements.

Descriptions: 1. The Company's 2022 financial statements have been audited and attested by CPAs Kuan, Chun-Hsiu and Chang, Chun-I of KPMG Taiwan, with audit report in printing issued for ratification.

2. For the Company's 2022 business report, independent auditor's report and various financial statements stated above, please refer to Pages 8~17 [Attachment 1] and Pages 26~33 [Attachment 5] of this Handbook.

3. For your ratification.

Resolution:

Proposal 2: (Proposed by the Board)

Subject: To ratify the Company's 2022 Earnings Distribution.

Descriptions: 1. The Company's after-tax profit in 2022 is NT\$ 91,557,481. After setting aside the legal reserve and adding the beginning undistributed earnings and adjustments, the earning distributable is NT\$ 92,129,642. The Board therefore proposes a distribution of shareholders' bonus at NT\$ 83,600,000 (NT\$ 83,600,000 in form of cash dividend). The ending undistributed earning following the said distribution will be NT\$ 8,529,642.

2. This cash dividend will be distributed in cash in the unit of NT\$, with portions lower than NT\$1 rounded off. The sums of fractional shares under NT\$1 in the distribution are recognized under non-operating revenue.

3. If there is increase or decrease of the dividend distribution rate results from increases or decreases in the number of outstanding shares on the dividend record date as a result of the subsequent repurchase of the shares or the assignment, cancellation or cash capital increase after the said earnings distribution, relevant change matters will be handled by the Chairman under authorization of the Company after passage by resolution in this Shareholders' Meeting.

4. The Chairman under authorization will assign otherwise a record date for dividend distribution following adoption of this Proposal in this Shareholders' Meeting.
5. The 2022 Earning Distribution Table is attached hereto. Please refer to Page 34 [Attachment 6] of this Handbook.
6. For your ratification.

Resolution:

3. Matters for Discussion

Proposal 1 (Proposed by the Board)

Subject: To amend partial articles of the Company's "Rules of Procedure for Shareholders' Meetings"

Descriptions: 1. An amendment to the Company's "Rules of Procedure for Shareholders' Meeting" pursuant to laws and regulations by the competent authority is proposed. Please refer to Pages 35~59, [Attachment 7] of this Handbook.

2. For your discussion.

Resolution:

Proposal 2 (Proposed by the Board)

Subject: To Release Prohibitions on New Directors from Participation in Competitive Business.

Descriptions: 1. In accordance with Article 209 of the Company Act, "director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."

2. To facilitate the professional conducts by the director(s) of the Company, the director(s) whose prohibitions are to be released by this Shareholders' Meeting are shown in the following table.

Title	Name	Concurrent Role(s) Assumed and the Company (Companies)
Independent Director	An-Tso Chang	Independent Director of Pacific Hospital Supply Company Limited

3. For your discussion.

Resolution:

4. Extempore Motions

5. Adjournment

III. Attachments

Attachment 1. 2022 Business Report

M-Power Information Co., Ltd. 2022 Business Report

1. 2022 Business Report

The 2022 operating income of the Company as verified through auditing by CPAs was NT\$ 1,476,766 thousand, with a net income of NT\$ 91,577 thousand. The information is detailed as follows:

(1) Business Plans in 2022 and their Implementation Results:

The Company's 2022 Operating Income, Operating Gross Profit, and Net Operating Profit were NT\$ 1,476,766 thousand, NT\$ 220,662 thousand, and NT\$ 119,016 thousand, increased by 26.79%, 12.71%, and 16.70%, respectively.

Details of the aforesaid figures are as follows:

Unit: NT\$ thousands; %

Item(s)	2021 Actual Amount	2022	
		Actual Amount	Growth Rate
Operating Income	1,164,726	1,476,766	26.79%
Operating Gross Profit	195,783	220,662	12.71%
Net Operating Profit	101,984	119,016	16.70%
(Loss) Earnings per Share after Tax	4.83	4.81	-0.41%

(2) Budget Implementation:

Actual amounts for the Company's 2022 operations and their budgets are stated in the following table:

Unit: NT\$ thousands

Items	2022		Increase / Decrease
	Actual Amount	Budget	
Operating Income	1,476,766	1,255,000	221,766
Operating Cost	1,256,104	1,046,000	210,104
Operating Gross Profit	220,662	209,000	11,662
Operating Expense	101,646	88,000	13,646

Items	2022		Increase / Decrease
	Actual Amount	Budget	
Net Operating Profit	119,016	121,000	(1,984)
Non-Operating Incomes (Expenses)-Net	(4,593)	(6,000)	1,407
Net Income	91,557	92,000	(443)

(3) Financial Incomes and Expenses & Profitability Analysis:

Financial Analyses for 2021 and 2022 are compared in the following table:

Items		Financial Analyses for the Most Recent 2 Years	
		2021	2022
Financial Structure	Debt Ratio (%)	51.58%	59.85%
	Ratio of Long-term Capital to Fixed Assets (%)	11093.25%	22613.19%
Solvency	Current Ratio (%)	186.84%	154.85%
	Quick Ratio (%)	171.36%	104.18%
	Interest Earned Ratio	22.57	18.53
Operating Ability	Accounts Receivable Turnover (Times)	4.43	3.46
	Average Collection Period	82.39	105.49
	Inventory Turnover (Times)	17.69	6.59
	Accounts Payable Turnover (Times)	9.71	4.70
	Average Days in Sales	21	55
	Fixed Assets Turnover (Times)	333.02	595.23
	Total Assets Turnover (Times)	2.41	1.68
Profitability	Return on Assets (%)	17.13%	11.01%
	Return on Stockholders' Equity (%)	36.58%	24.35%
	Pre-tax Income to Paid-in Capital (%)	67.46%	52.01%
	Profit Ratio (%)	6.78%	6.20%
	Earnings per Share (NT\$)	4.83	4.81

Unit: NT\$ thousands

	Operating Income	Operating Gross Profit	Net Operating Profit	Net Income	EPS (NT\$)
2022	1,476,766	220,662	119,016	91,557	4.81
2021	1,164,726	195,783	101,984	78,999	4.83
YoY	26.79%	12.71%	16.70%	15.90%	-0.41%

(4) R&D Status:

Product	R&D
GCRS Group Consolidated Statements System V8.5	<ul style="list-style-type: none"> • Automatic calculation function for recognition of Other Comprehensive Income (OCI) under the equity method developed to strengthen the handling of merger topics. • Data transmission interface of the change table increased to facilitate automation of data provision. • Data review mechanism provided to improve the quality of data provided. • System performance and operation interface optimization.
EZSO V2.0	<ul style="list-style-type: none"> • Multi-period comparison function of notes and statements provided to meet the needs of various types of enterprises. • "Other" data sources added to expand data utility. • System performance and operation interface optimization.
CarbonKeeper V1.0	<ul style="list-style-type: none"> • A greenhouse gas inventory data collection and management platform provided for flexible customization of activity data collection tables and calculation formulas as well as creation of detailed calculation drafts, integration of supporting evidence, and simplification of third-party verification and confirmation procedures; statements compliant with various standards can be generated within one inventory, which saves time for handling and improves data reusability, helping enterprises in meeting requirements for compliance and supply chain.

2. 2023 Business Plans

(1) Annual Management Guideline:

In 2022, the world has gradually resumed from the impact of the novel coronavirus pneumonia (Covid-19) pandemic. In the early days of the pandemic, the industries relating to the surging demands for remote working, video conferencing and online shopping ushered in a skyrocketing growth, leading to business expansion and recruitment; however, as people have embraced the “routines before pandemic” little by little as the pandemic becomes under control and the pandemic prevention measures are eased, the human resources gained through the previous expansion suddenly becomes a heavy burden in operating costs, making the large-scale layoffs a priority amongst “cost control” measures. Furthermore, with the Fed's “drastic interest rate hike” to inhibit inflation, the shadow of economic recession has shrouded various industries. Under the circumstances of an uncertain economic outlook, enterprises seek reservation of cash and implement strict cost control; meanwhile, diminishing borrowings, negligence of vacancies without substitutions, or even downsizing has become one of the strategic choices for business operators. Nevertheless, as business operations shall proceed, companies under such circumstances are bound for an accelerated digitalization or even initiate digital transformation to cope with the impact of downsizing. In such process, the demand for information systems conversion from on-premises to the cloud will inevitably increase. As a result, the cloud products, on-premises-to-cloud construction services, databases and application servers, and multi-cloud integration professional services as well as the strengthening of related product agency and integration technologies will be the Company’s cardinal business guidelines for driving revenue and profits in 2023.

For strengthened corporate governance, TWSE and TPEX sent orders to all TWSE/TPEX listed companies in November 2019, which made reiterations of the responsibilities of a company’s management personnel concerning preparation of financial statements and statement that the competent authority will review the preparation of financial statements by all companies by installment in five years, which this year will be the 4th installment of such review; in addition, the Financial Supervisory Commission (FSC) issued “Corporate Governance 3.0-Sustainable Development Blueprint” on August 25, 2020, in which the disclosure of financial information mandates all listed

companies to announce self-assessed financial information 75 days following the end of each fiscal year, effective from 2024, urging companies to adopt relevant measures for compliance. The Company has relevant solutions and consulting capabilities that may assist TWSE/TPEX listed companies to implement the governance mechanism required by the competent authority and achieve the goal of preparing own financial statements. As a result, strengthening integrity of solutions, augmenting marketing abilities, and participation in relevant activities organized by competent authority and associations are quintessential elements for the Company's business guideline with respect to continuously increasing market share and product profitability.

In line with the government's promotion of the net-zero carbon emission by 2050, FSC officially launched the "Sustainable Development Roadmap for TWSE/TPEX Listed Companies" in 2022, requiring all TWSE/TPEX listed companies to promote sustainable development by phases starting from 2023 according to its paid-in capital; by 2027, all TWSE/TPEX listed companies shall complete GHG inventory with the scope consistent with its financial statements, and by 2029, the said companies shall complete the verification of the said GHG inventory; according to media coverage, nearly 200,000 enterprises were the first ones influenced in 2023 by major global enterprises' announcements on net-zero emission by 2030 as well as cooperation by relevant vendors in their supply chains. CarbonKeeper - the carbon management platform compatible with ISO 14064-1 and GHG Protocol reporting standards developed by the Company in 2022 - assists enterprises in responding to GHG inventory and generates greenhouse gas inventory and reports. With a view to assist various industries to attain legal compliance and achieve the requirements of net-zero emission goal along with their supply chains and other stakeholders, proactive marketing and sales will be the key aspects for the Company's business guideline in the current year.

(2) Expected Sales Volume and its Foundation:

The Company has served as agency distributor for various products with disparity in prices, and quotations for custom services for customers at specific industries are made on a by-case basis based on customer requirements; concerning the Company's solutions, the proprietary financial statement solution has a pricing based on the quantity of consolidated entities of

customers, whilst the carbon management solution adopts a pricing based on the number of fields owned by a customer. The Company's overall sales volume cannot be quantified easily as there are differences between the scales and requirements of the customers resulting from the great disparity in the scales of customer companies.

(3) Important Production & Sales Policies:

The Company strengthens the integrity of the cloud software environment and provides customers with diverse choices, providing customers with a complete public cloud environment centering its complete cloud product lines, including migrating applications to the cloud, performance-intensive workloads, cloud-based storage and archiving, cloud management and development, and other applications. In view of security concerns by customers, many enterprises show their worries over the internet and resource sharing patterns of the public cloud. Even with the indication that data processing mode of a public cloud is 60% more secure than traditional data centers, per Gartner studies, many enterprise users with highly sensitive internal data remain doubted in the public cloud deployment strategies. For safeguarding the customer data and in compliance with government regulations, the Company provides customers with rapid private cloud building software and services, which can meet the demands of customers concerning software environment shift to cloud and allay the above-mentioned information security concerns.

The Company provides customers with a cross-cloud and cost-saving economical cloud architecture to meet customers' needs for multi-cloud management while allowing customers to set up an environment at ease even with heterogeneous databases or a complex environment concerning deployment of programs in different public and private clouds. In conjunction with the Company's consulting service, an optimized user experience along with reduced costs for multi-cloud operation management, improved multi-cloud system integration and system service quality, enhanced stability of customer systems and establishment of a safe and efficient information environment for sustainable maintenance and operation can be expected.

With the diversification, cross-nationalization, and globalization of customers, the maintenance and cloud operation requirements of databases and application servers become increasingly complex and diverse. The Company

provides complete and comprehensive integration of databases, application servers and multi-cloud professional services in conjunction with annual technical consultation exclusive consultants available by 7*24 or 5*8, regular system status checks, and various professional database and application server services on a regular basis to meet complex and diverse database maintenance needs and ensure high-performance operations of enterprise database and application server and the cloud environment.

The FSC released the “Corporate Governance 3.0-Sustainable Development Blueprint” in 2020, followed by “Sustainable Development Roadmap” in 2022, amongst which the two requirements for all TWSE/TPEX listed companies “self-assessed financial information shall be announced 75 days following the end of each fiscal year, effective from 2024” and “GHG inventory shall be completed with the scope consistent with its financial statements by 2027” are proposed individually in each release. The products “**Financial Reporting Solution**” and “**Carbon Keeper**” by M-Power may assist companies complete the above-said two requirements by the component authority at ease. The Company's production and sales strategies relating to these two products are as follows:

CarbonKeeper

The CarbonKeeper will be provided mainly through the SaaS cloud lease model for lowered introduction barrier and higher engagement of enterprises, meanwhile entrenching a further collaboration with strategic partners such as consulting companies, third-party verification companies and cloud platform operators, who may build product awareness, increase sales opportunities and provide complete GHG inventory services to enterprises.

Financial Reporting Solution

Concerning the plans for financial reporting solution this year, the Company will further the cooperation with accounting firms and ERP information vendors to expand the customer base and drive sales opportunities, and cultivate the ability of consulting companies to introduce products to expand product service orientations and capabilities. With respect to marketing, in addition to holding the annual CFO gatherings to strengthen in-depth communication with user enterprises, seminars will also be held regularly to increase product exposure.

3. Future Development Strategies of the Company

- (1) Expanded agency service to improve the third-party solutions required for cloud-premise integration and relocation, and provision of application and integration concerning on-premise applications migration to public cloud environment for ORACLE customers.
- (2) Research and application on the distributed multi-cloud management products to provide customers with cross-cloud and cost-saving economical cloud architecture and furthermore meet customers' needs for multi-cloud management.
- (3) Strengthening containerized product services and product introduction as the foundation for traditional application systems migration to the cloud, and assisting customers in digital transformation.
- (4) In response to the global net-zero emission goal by 2050, the Company will continue to acquire and explore the impact of ESG-related issues on the Company, gain knowledge on enterprise operational issues and tap into the demands for information system development, so as to develop a new generation of information system solutions or integrate into existing products - CarbonKeeper for integration upgrade, strengthening competitiveness of the Company's products.

4. Influences by the External Competitions, Legal Circumstances, and Macro-management Environment

As countries around the world are gradually recovering from the impacts of COVID-19, they are confronted with energy issues derived from the European warfare and behemoth challenge from inflation as well as economic, environmental and social aspects. Leaders of various countries are worth the recognition for their adoption of more proactive net zero commitments in the midst of ever-changing global circumstances, establishing the importance of and accelerating Sustainability Transformation.

In September 2022, the FSC released the "Green Finance Action Plan 3.0", which encompasses the five key promotions including promoting carbon inventory and climate risk management of financial institutions, development guidelines for the identification of sustainable economic activities, facilitating the integration of ESG with climate-related information, strengthening professional training in sustainable finance, and joint effort in building a consensus on net zero with an

expectation deepen the country's sustainable development and move towards the goal of net zero transformation. With respect to Funding in the key promotions: the country proceeds its development of "Guidelines for the Identification of Sustainable Economic Activities", encouraging enterprises to draft its transformation plans accordingly and the financial industry to include these Guidelines in the investment and funding decision as references, meanwhile investing funds in green and sustainable development fields as a means to facilitate the country's green and sustainable economy activities and market development. If the enterprises wish to gain favor of financial institutions, they will surely expedite the internal plans relating to green and sustainability transformation. In addition, the "Corporate Governance 3.0-Sustainable Development Blueprint" previously issued by the FSC has proclaimed the embrace of corporate governance 3.0 by the domestic capital market. In consideration of the incremented attention to environmental, social and governance (ESG) issues by international investors and the industry chains, to remind companies to value ESG-related issues of interest, and to provide investors with useful ESG information for decision-making, relevant international standards [Task Force on Climate-Related Financial Disclosures (TCFD) and guidelines released by the US Sustainability Accounting Standards Board (SASB)] will be referred to as means to strengthen the disclosure of sustainability report.

The Company releases the carbon management solution "CarbonKeeper" as its address on environment (E) issues to help companies handle the challenges of organizing carbon inventory and future product carbon inventory and carbon reduction simulation; concerning governance (G) issues, the Company provides "Financial Reporting Solutions" to help companies disclose financial report information in a timely manner. Relevant and complete digital products are provided to customers to cooperate with their development for policy implementation, whilst they are optimistic about the Company's business outlook.

From the perspective of the overall operating environment, the Company may seize the great chance for steady growth this year. Under the guidance and supervision of the Board of Directors and the support and care of all shareholders, our management team will lead all employees to proceed with improvement in products and technologies, sincere and enthusiastic services and team efforts for the sustainable management, working together to provide the most valuable

services to customers and generating maximal profits for shareholders.

Lastly, we'd like to show our gratitude to all the shareholders for the continued supports and care for the Company. Wish our shareholders health and great fortune.

Chairman: Chin-Lung Hsu

Manager: Chin-Lung Hsu

Accounting Manager: Yu-Chi Wang

M-Power Information Co., Ltd.
Audit Committee Review Report

The Board of Directors has compiled and submitted the Company's 2022 business report, financial statements and proposal for earnings distribution, among which the financial statements have been audited and attested by CPAs Kuan, Chun-Hsiu and Chang, Chun-I of KPMG Taiwan, with audit report of issued. The aforesaid 2022 business report, financial statements and proposal for earnings distribution have been reviewed and determined to be correct and accurate by the Audit Committee. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report. For your review.

To
M-Power Information Co., Ltd.2023 Regular Shareholders' Meeting

Convenor of Audit Committee: Hung-Hsun Ting

February 24, 2023

Attachment 3. Comparison Table for “Rules of Procedure for Board of Directors Meetings”
before and after Amendment

Article after Revision	Article before Revision	Note for Revision
<p>Article 3 (Convening and notice of board meetings)</p> <p>The board of directors shall meet at least quarterly.</p> <p>A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.</p> <p>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.</p>	<p>Article 3 (Convening and notice of board meetings)</p> <p>The board of directors shall meet at least quarterly.</p> <p>A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.</p> <p>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.</p> <p>All matters set forth under Article 12, paragraph 1 of these Rule shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion <u>except in the case of an emergency or for other legitimate reason.</u></p>	<p>As the subparagraphs under Article 12, Paragraph 1 hereof involve matters important to Company operations, which shall be specified in the notice of the reasons for convening a board meeting, the proviso under Paragraph 4 herein is deleted to allow directors ample information and time for evaluating proposals.</p>
<p>Article 12 (Matters requiring discussion at a board meeting)</p> <p>The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Company’s business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant 	<p>Article 12 (Matters requiring discussion at a board meeting)</p> <p>The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Company’s business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant 	<ol style="list-style-type: none"> 1. In accordance with Article 208, Paragraphs 1 and 2 of the Company Act, election of the Chairman are the duties of the Board of Directors or Managing Directors. Concerning the discharge procedure of the Chairman, the

Article after Revision	Article before Revision	Note for Revision
<p>(CPA).</p> <p>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter “the S&E Act” and assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the S&E Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p><u>6. The appointment or discharge of the Chairman, where the Company does not have a managing director.</u></p> <p><u>7. The appointment or discharge of a financial, accounting, or internal audit officer.</u></p> <p><u>8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</u></p> <p><u>9. Any matter that, under</u></p>	<p>(CPA).</p> <p>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter “the S&E Act” and assessment of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment, pursuant to Article 36-1 of the S&E Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.</p> <p>5. The offering, issuance, or private placement of equity-type securities.</p> <p><u>6. The appointment or discharge of a financial, accounting, or internal audit officer.</u></p> <p><u>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</u></p> <p><u>8. Any matter that, under Article 14-3 of the S&E Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting</u></p>	<p>Company has referred to 2 August 2005 Order MoEA-Commerce-Zi-No. by the Ministry of Economic Affairs (MoEA) which “the discharge of the Chairman of a company, under the deficiency of expressly stipulated provisions, remains more reasonable if resolved by the Board of Directors or Managing Directors responsible for the appointment” due to lack of applicable provisions under the Company Act.</p> <p>2. With reference to the above-said provisions under the Company Act and order of the MoEA and based on the circumstances which the discharge and election of the Chairman are both of</p>

Article after Revision	Article before Revision	Note for Revision
<p>Article 14-3 of the S&E Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>8</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director of the Company shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting</p>	<p>or board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>7</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>At least one independent director of the Company shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable</p>	<p>important matters, Subparagraph 6 is added to specify that the appointment or discharge of the Chairman shall be raised for discussion at a board meeting where the Company does not have a managing director.</p>

Article after Revision	Article before Revision	Note for Revision
<p>as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	<p>to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.</p>	

Attachment 4. Policy and Contents for Directors' Remunerations

1. Payment policy, system, standard and structure of the remunerations received by directors and independent directors of the Company, and the relevance of remunerations paid to the directors based on their duties, risks, duration of engagement and other relevant factors:
 1. Salary received by the independent directors of the Company are paid on a monthly basis.
 2. Travel expenses are paid to directors by their actual attendance in the meetings of the Board of Directors and the affiliating functional committees. A director may only receive the said travel expense once where the meetings of the Board of Directors or the functional committees are held on the same day.
 3. Compensations (incl. travel expenses) received by the directors of the Company are in amounts determined by the Board of Directors under authorization with reference to industry standards in accordance with Article 17 of the Company's Articles of Incorporation.
 4. The variable bonuses received by directors of the Company (limited to directors engaged in daily operations of the Company) shall be considered based on the comprehensive evaluations on operating performances of the Company's overall operating performance with the affiliating units. Reasonableness and fairness and the Company's "Rules for Performance Evaluation of Board of Directors and Managerial Officers" shall be noted in the evaluation process.

2. Contents and Amounts of Remunerations Received by Individual Directors:

Title	Name	Directors' Remunerations								Ratio of Total Remuneration (A+B+C+D) to Net Income		Remunerations Received by Directors Concurrently Serving as Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income		Remuneration from Ventures other than Subsidiaries or from the Parent Company
		Base Compensation (A)		Severance Pay and Pension (B)		Directors' Compensation (C)		Allowances (D)				Salary, Bonuses, and Allowances		Severance Pay and Pension (F)		Employees' Compensations (G)						
		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 Amount	Stock Amount	Cash Amount	Stock Amount			
Chairman	Chin-Lung Hsu	0	0	0	0	345	345	18	18	0.40	0.40	3,995	3,995	0	0	2,985	0	2,985	0	8.02	8.02	None
Director	Ares International Corporation Representative: Hsiung-Jung Sung	0	0	0	0	338	338	16	16	0.39	0.39	0	0	0	0	0	0	0	0	0.39	0.39	None
Director	Ares International Corporation Representative: Chin-Wei Yu	0	0	0	0	338	338	16	16	0.39	0.39	0	0	0	0	0	0	0	0	0.39	0.39	None
Director	Nai-Jen Cheng	0	0	0	0	338	338	18	18	0.39	0.39	1,539	1,539	5	5	1,434	0	1,434	0	3.64	3.64	None
Independent Director	Hung-Hsun Ting	342	342	0	0	0	0	20	20	0.40	0.40	0	0	0	0	0	0	0	0	0.40	0.40	None
Independent Director	An-Tso Chang	342	342	0	0	0	0	20	20	0.40	0.40	0	0	0	0	0	0	0	0	0.40	0.40	None
Independent Director	Dwen-Ren Tsai	342	342	0	0	0	0	20	20	0.40	0.40	0	0	0	0	0	0	0	0	0.40	0.40	None
Director	Ares International Corporation Representative: Sheng-I Lin	0	0	0	0	7	7	0	0	0.01	0.01	0	0	0	0	0	0	0	0	0.01	0.01	None

Title	Name	Directors' Remunerations								Ratio of Total Remuneration (A+B+C+D) to Net Income		Remunerations Received by Directors Concurrently Serving as Employees						Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income		Remuneration from Ventures other than Subsidiaries or from the Parent Company		
		Base Compensation (A)		Severance Pay and Pension (B)		Directors' Compensation (C)		Allowances (D)		Salary, Bonuses, and Allowances	Severance Pay and Pension (F)	Employees' Compensations (G)				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 Amount	Stock Amount	Cash Amount	Stock Amount											
Director	Ares International Corporation Representative: Ching-Lung Lin	0	0	0	0	7	7	0	0	0.00	0.00	0	0	0	0	0	0	0	0	0.01	0.01	None
Director	Lu-Chi Chang	0	0	0	0	7	7	0	0	0.01	0.01	0	0	0	0	0	0	0	0	0.01	0.01	None
Director	Hsin-I Chen	0	0	0	0	7	7	0	0	0.01	0.01	154	154	0	0	107	0	107	0	0.29	0.29	None

Independent Auditors' Report

The Board of Directors
M-Power Information Co., Ltd.:

Opinion

We have audited the balance sheets of M-Power Information Co., Ltd. (the "Company") as of 31 December 2022 and 2021, the statements of comprehensive income, statements of changes in equity, statements of cash flows for the years then ended, and the notes to individual financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits, the accompanying individual financial statements present fairly, in all material respects, the financial position of the Company as of 31 December 2022 and 2021, and its financial performance and its cash flows for the years ended 31 December 2022 and 2021 in accordance with IFRS, International Accounting Standards, Interpretations and Interpretation Announcements approved and announced by the Securities and Futures Bureau, Financial Supervisory Commission.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the individual financial statements of the Company for the year ended 31 December 2022. These matters were addressed in the context of our audit of the individual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. According to our judgment, key audit matters to be communicated in the audit report are as follows:

Income Recognition

For details of accounting policies related to income recognition, please refer to Note

4 (13) Income Recognition in the notes to individual financial statements. For details of description for income recognition, please refer to Note 6 (13).

Description for the Key Audit Matters:

M-Power Information Co., Ltd. primarily engages in the sales and integration of information software and provision of corresponding professional consultancy services, among which involves various transaction types requiring income recognition inclusive of single recognition when performance obligation is satisfied and recognition by degree of transaction completion on the reporting date. As methods and time for income recognition are expected to significantly influence presentation of these financial statements of M-Power Information Co., Ltd., income recognition is a matter that requires great attention for our audits on these financial statements.

Corresponding audit procedures:

The primary audit procedures we performed for the abovementioned key audit matters include:

- evaluating the appropriateness of time spot and accounting policies for income recognition by acquiring operating status of M-Power Information Co., Ltd. and its industry characteristics and reviewing its sales contracts;
- performing tests on design and implementation of internal control for income recognition;
- performing a trend analysis for top 10 customers of sales to evaluate whether any significant anomaly exists by comparing the lists of customers and revenues for the current period, the most recent accounting period and the same period in the preceding year, and verifying and analyzing the reasons for significant changes, if any;
- sampling and verifying the full-year sales transactions for evaluating authenticity of sales transactions, accuracy of amounts for income from sales of goods recognized, and reasonableness of receipt time spots.
- performing tests on sales transaction samples for certain periods before and after the conclusion of the accounting period to evaluate the appropriateness of income recognition time spots.

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

Management is responsible for the preparation and fair presentation of the individual financial statements in accordance with IFRS, International Accounting Standards, Interpretations and Interpretation Announcements approved and announced by the Securities and Futures Bureau, and for such internal control as management determines is necessary to enable the preparation of the individual financial statements that are free from material misstatement, whether due to fraud or

error.

In preparing the individual financial statements, the management is responsible for assessing the M-Power Information Co., Ltd.'s ability to continue as a going concern, disclosure of related matters, and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of M-Power Information Co., Ltd., including its supervisors and Audit Committee, are responsible for overseeing the financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the individual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the ROC will always detect a material misstatement in the individual financial statements 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 individual financial statements.

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

1. Identify and assess the risks of material misstatement of the individual 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 M-Power Information Co., Ltd.'s internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the M-Power Information Co., Ltd.'s ability to continue as a going concern. If we conclude that a

material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the individual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the individual financial statements, including relevant notes, and whether the individual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provided those charged with governance with a statement that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence, and to communicate with them all relationships and other matters that may be thought to bear on our independence (including relevant preventive measures).

From the matters communicated with those charged with governance, we determined key audit matters of these financial statements of the M-Power Information Co., Ltd. for the year ended 31 December 2022. 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 communications.

KPMG Taiwan

CPAs:

Competent Securities
Authority Approval Letter
No.

No. (88) Taiwan-Finance-
Securities-(VI)18311
No. Financial-Supervisory-
Securities-Auditing-
1050036075

24 February 2023

M-Power Information Co., Ltd.

Balance Sheet

For the Year Ended 31 December 2022 and 2021

Unit: NT\$ Thousands

Assets		2022.12.31		2021.12.31		Liabilities and Equity		2022.12.31		2021.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
11xx	Current Assets:					21xx	Current Liabilities:				
1100	Cash and Cash Equivalents (Note 6 (1))	\$ 242,888	20	163,351	29	2100	Short-Term Borrowings (Note 6 (1), (6), 7 and 8)	\$ 150,565	13	28,000	5
1136	Financial Assets at Amortized Cost – Current (Notes 6 (1), (6) and (8))	3,580	-	580	-	2130	Contract Liabilities - Current(Note 6 (13))	35,059	3	37,324	7
1150	Net Note Receivables (Notes 6 (2) and (13))	402	-	515	-	2170	Accounts Payable (Note 7)	424,782	35	110,215	20
1170	Net Account Receivable (Notes 6 (2) and (13))	473,222	40	277,942	50	2200	Other Payables (Note 6 (14))	60,671	5	57,706	10
1200	Other Receivables	220	-	41	-	2230	Income Tax Liabilities for the Period	11,749	1	15,099	2
130X	Inventories (Note 6 (3))	344,301	29	37,196	7	2280	Lease Liabilities – Current (Note 6 (7))	6,401	1	5,371	1
1410	Prepayments	6,061	1	2,776	-	2300	Other Current Liabilities	2,257	-	4,479	1
1470	Other Current Assets	92	-	15	-		Total Current Liabilities	691,484	58	258,194	46
	Total Current Assets	1,070,766	90	482,416	86	25xx	Non-Current Liabilities:				
15xx	Non-Current Assets:					2580	Lease Liabilities – Non-Current (Note 6 (7))	21,444	2	25,657	5
1600	Property, Plant and Equipment (Note 6 (4))	2,236	-	2,726	-	2640	Net Liabilities for Defined Benefits – Non-Current (Note 6 (8))	3,534	-	5,291	1
1755	Right-of-Use Assets (Notes 6 (5) and (7))	27,034	2	30,321	5		Total Non-Current Liabilities	24,978	2	30,948	6
1780	Intangible Assets	841	-	67	-	2xxx	Total Liabilities	716,462	60	289,142	52
1840	Deferred Income Tax Asset (Note 6 (9))	1,547	-	3,107	1	31xx	Equity (Notes 6 (8), (9) and (10)):				
1920	Refundable Deposits	18,930	2	16,659	3	3110	Common Stock Capital	220,000	18	145,000	26
1930	Long-Term Receivables (Note 6 (2) and (13))	75,761	6	25,300	5	3200	Capital Reserve	133,284	11	26,600	5
	Total Non-Current Assets	126,349	10	78,180	14	3300	Retained Earnings:				
						3310	Legal Reserve	25,963	2	18,740	3
						3350	Undistributed Earnings	101,406	9	81,114	14
							Total Retained Earnings	127,369	11	99,854	17
						3xxx	Total Equity	480,653	40	271,454	48
1xxx	Total Assets	\$ 1,197,115	100	560,596	100	2-3xx	Total Liabilities and Equity	\$ 1,197,115	100	560,596	100

(Please refer to the enclosed Notes to Individual Financial Statements)

M-Power Information Co., Ltd.
Statements of Comprehensive Income
For the Year Ended 31 December 2022 and 2021

Unit: NT\$ Thousands

		<u>2022</u>		<u>2021</u>	
		Amount	%	Amount	%
4110	Sales Income (Note 6 (13))	\$ 1,481,937	100	1,165,864	100
4190	Less: Sales Discounts	5,171	-	1,138	-
	Net Operating Income	1,476,766	100	1,164,726	100
5000	Operating Costs(Notes 6 (3), (4), (5), (8) and 7)	1,256,104	85	968,943	83
5900	Operating Gross Profit	220,662	15	195,783	17
6000	Operating Expenses (Notes 6 (2), (4), (5), (7), (8), (14) and 7):				
6100	Marketing Expense	51,173	4	52,871	5
6200	Management Expense	33,784	2	29,134	3
6300	R&D Expense	16,771	1	11,957	1
6450	Expected Credit Impairment Losses (Gains)	(82)	-	(163)	-
	Total Operating Expenses	101,646	7	93,799	9
6900	Net Operating Profit	119,016	8	101,984	8
7000	Non-Operating Incomes and Expenses (Notes 6 (7) and (15)):				
7100	Interest Revenue	246	-	68	-
7020	Other Gains and Losses	1,687	-	308	-
7050	Financial Costs	(6,526)	-	(4,536)	-
	Total Non-Operating Incomes and Expenses	(4,593)	-	(4,160)	-
7900	Net Profit before Tax	114,423	8	97,824	8
7950	Less: Income Tax Expenses(Note 6 (9))	22,866	2	18,825	1
8200	Profit for the Period	91,557	6	78,999	7
8300	Other Comprehensive Income (Notes 6 (8) and (9)):				
8310	Items not to be Reclassified into Profit or Loss				
8311	Remeasurements of Defined Benefit Plans	1,510	-	(690)	-
8349	Less: Income Tax Concerning Items not to be Reclassified	302	-	(138)	-
8300	Other Comprehensive Income for the Period	1,208	-	(552)	-
8500	Total Comprehensive Income for the Period	<u>\$ 92,765</u>	<u>6</u>	<u>78,447</u>	<u>7</u>
	Earnings per Share (Unit: NT\$, Note 6 (12))				
9750	Basic Earnings per Share	<u>\$ 4.81</u>		<u>4.83</u>	
9850	Diluted Earnings per Share	<u>\$ 4.72</u>		<u>4.72</u>	

(Please refer to the enclosed Notes to Individual Financial Statements)

M-Power Information Co., Ltd.
Statements of Changes in Equity
For the Year Ended 31 December 2022 and 2021

Unit: NT\$ Thousands

	Retained Earnings					Total Equity
	Common Stock Capital	Capital Reserve	Legal Reserve	Undistributed Earnings	Total	
Balance on 1 January 2021	\$ 100,000	9,100	14,624	36,783	51,407	160,507
Earnings Appropriations and Distributions:						
Legal Reserve Designation	-	-	4,116	(4,116)	-	-
Cash Dividend of Common Stock	-	-	-	(10,000)	(10,000)	(10,000)
Share Dividend of Common Stock	20,000	-	-	(20,000)	(20,000)	-
Profit for the Period	-	-	-	78,999	78,999	78,999
Other Comprehensive Income for the Period	-	-	-	(552)	(552)	(552)
Total Comprehensive Income for the Period	-	-	-	78,447	78,447	78,447
Cash Capital Increase	20,000	14,000	-	-	-	34,000
New Shares Issued for Employee Stock						
Warrants	5,000	3,500	-	-	-	8,500
Balance on 31 December 2021	145,000	26,600	18,740	81,114	99,854	271,454
Earnings Appropriations and Distributions:						
Legal Reserve Designation	-	-	7,223	(7,223)	-	-
Cash Dividend of Common Stock	-	-	-	(21,750)	(21,750)	(21,750)
Share Dividend of Common Stock	43,500	-	-	(43,500)	(43,500)	-
Profit for the Period	-	-	-	91,557	91,557	91,557
Other Comprehensive Income for the Period	-	-	-	1,208	1,208	1,208
Total Comprehensive Income for the Period	-	-	-	92,765	92,765	92,765
Cash Capital Increase	31,500	106,684	-	-	-	138,184
Balance on 31 December 2022	\$ 220,000	133,284	25,963	101,406	127,369	480,653

(Please refer to the enclosed Notes to Individual Financial Statements)

M-Power Information Co., Ltd.
Statements of Cash Flows
For the Year Ended 31 December 2022 and 2021

	Unit: NT\$ Thousands	
	2022	2021
Cash Flows from Operating Activities:		
Net Profit before Tax for the Period	\$ 114,423	97,824
Adjustments:		
Items for Profit/Loss		
Depreciation Expenses	7,427	7,944
Amortization Expenses	132	4
Expected Credit Impairment Losses (Gains)	(82)	(163)
Interest Expenses	6,526	4,536
Interest Revenue	(246)	(68)
Lease Modification Gain	(18)	(2)
Total Items for Profit/Loss	13,739	12,251
Changes in Assets/Liabilities Related to Operating Activities:		
Net Changes in Assets Related to Operating Activities:		
Notes Receivable	113	(389)
Accounts Receivable	(195,198)	(71,247)
Other Receivables	(179)	(41)
Inventories	(307,105)	35,148
Prepayments	(3,285)	(2,128)
Other Current Assets	(77)	(15)
Long-Term Receivables	(50,461)	(9,940)
Total Net Changes in Assets Related to Operating Activities	(556,192)	(48,612)
Net Changes in Liabilities Related to Operating Activities:		
Contract Liabilities	(2,265)	7,082
Accounts Payable	314,567	20,830
Other Payables	2,965	15,199
Other Current Liabilities	(2,222)	1,379
Net Defined Benefit Liabilities	(247)	(243)
Total Net Changes in Liabilities Related to Operating Activities	312,798	44,247
Total Net Changes in Assets/Liabilities Related to Operating Activities	(243,394)	(4,365)
Total Adjustments	(229,655)	7,886
Cash Inflow (Outflow) generated from Operations	(115,232)	105,710
Interests Received	246	68
Interests Paid	(6,526)	(4,536)
Income Tax Paid	(24,958)	(11,260)
Net Cash Inflow (Outflow) from Operating Activities	(146,470)	89,982
Cash Flows from Investment Activities:		
Acquisition of Financial Assets at Amortized Cost	(3,000)	-
Acquisition of Property, Plant and Equipment	(702)	(200)
Increase in Refundable Deposits	(2,271)	(3,820)
Acquisition of Intangible Assets	(906)	(71)
Net Cash Inflow (Outflow) from Investment Activities	(6,879)	(4,091)
Cash Flows from Financing Activities:		
Increase (Decrease) in Short-Term Borrowings	122,565	(2,000)
Repayment of Lease Principles	(6,113)	(6,006)
Distribution of Cash Dividend	(21,750)	(10,000)
Cash Capital Increase	138,184	34,000
Employee Exercise of Stock Option Rights	-	8,500
Net Cash Inflow from Financing Activities	232,886	24,494
Increase in Cash and Cash Equivalents for the Period	79,537	110,385
Opening Balance for Cash and Cash Equivalents	163,351	52,966
Closing Balance for Cash and Cash Equivalents	\$ 242,888	163,351

(Please refer to the enclosed Notes to Individual Financial Statements)

M-Power Information Co., Ltd.
Table of Earnings Distribution
2022

Unit: NT\$

Items	Total
Beginning Undistributed Earnings	8,640,631
Add: Net Income of the Current Year	91,557,481
Add: Changes in Re-measurement of Defined Benefit Plans in the Current Period	1,208,087
Less: Legal Reserve	(9,276,557)
Earnings Distributable	92,129,642
Less: Distribution Items	
Dividend-Cash (NT\$ 3.8 per Share)	(83,600,000)
Ending Undistributed Earnings	8,529,642

Chairman: Chin-Lung Hsu

Manager: Chin-Lung Hsu

Accounting Manager: Yu-Chi Wang

Attachment 7. Comparison Table of “Rules of Procedure for Shareholders’ Meeting”
before and after Amendment

Article after Revision	Article before Revision	Note for Revision
<p>Article 3 Unless otherwise provided by law or regulation, the Company’s shareholders meetings shall be convened by the board of directors.</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 before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC</u></p>	<p>Article 3 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. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and</p>	<p>1. To allow the shareholders acknowledge the changes in the convening method of a shareholders’ meeting, 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. Paragraph 2 is therefore added.</p> <p>2. Paragraph 3 is amended in accordance with Article 6 of the Regulations Governing Content and Compliance Requirements for Shareholders’ Meeting Agenda Handbooks of Public Companies amended on 16 December 2021, allowing foreign shareholders and PRC shareholders to review information relating to the shareholders’ meeting in a timely manner.</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> 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. <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 date 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</p>	<p>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. <u>as well as being distributed on-site at the meeting place.</u></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</p>	<p>3. To facilitate shareholders attending the shareholders' meeting in person at the physical shareholders' meeting or online to review meeting agenda and supplemental meeting materials on the meeting date, amendment to Paragraph 2 and addition of Paragraph 4 are made.</p>

Article after Revision	Article before Revision	Note for Revision
<p>electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no</p>	<p>electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no</p>	

Article after Revision	Article before Revision	Note for Revision
<p>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.</p> <p>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,</p>	<p>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.</p> <p>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,</p>	

Article after Revision	Article before Revision	Note for Revision
<p>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.</p>	<p>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.</p>	
<p>Article 4 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. 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. After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail. <u>If, after a proxy form is delivered to the Company, a shareholder</u></p>	<p>Article 4 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. 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. After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>The provision "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 business days before the meeting date" is added as Paragraph 4.</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>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></p>		
<p>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. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u></p>	<p>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.</p>	<p>Paragraph 2 is added to specify that the restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</p>
<p>Article 6 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. 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</p>	<p>Article 6 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 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</p>	<p>1. Paragraph 2 is amended to specify the time and procedure with respect to registration by the attending shareholders. 2. The provision "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" is</p>

Article after Revision	Article before Revision	Note for Revision
<p>suitable personnel assigned to handle the registrations; <u>for virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u> 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>suitable personnel assigned to handle the registrations.</p> <p><u>Shareholders and their proxies (collectively "shareholders")</u> 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>added as Paragraph 7. 3. To allow shareholders attending the shareholders' meeting online to review the meeting agenda handbook and other meeting materials, addition of Paragraph 8 is made.</p>

Article after Revision	Article before Revision	Note for Revision
<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>		
<p><u>Article 6-1</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>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>(2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p><u>(3) In case of a hybrid shareholders meeting, when the</u></p>	(New Article)	<p>To allow the shareholders to acknowledge the related rights and restrictions of attendance in shareholders' meetings, how shareholders attend the virtual meeting and exercise their rights, 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 covering at least "to what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>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>(4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></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.</u></p>		<p>cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume”, provisions under Article 44-20, Paragraphs 1, 2, 4 and 5 of the Regulations Governing the Administration of Shareholder Services of Public Companies, actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out, and “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” are specified herein.</p>

Article after Revision	Article before Revision	Note for Revision
<p>Article 8 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. 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. <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> <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> <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></p>	<p>Article 8 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. 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>1. With reference to Article 183 of the Company Act and Article 18 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, the provision specifying that “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” and that “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</p>

Article after Revision	Article before Revision	Note for Revision
		<p>the virtual meeting” are added as Paragraphs 3 and 4, respectively.</p> <p>2. To preserve information of a virtual-only meeting, the provision “the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform” is added as Paragraph 5.</p>
<p>Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement,</p>	<p>Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</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,</p>	<p>1. Paragraph 1 is amended to specify that 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 in the event of a virtual shareholders meeting.</p> <p>2. Paragraph 3 is amended to specify that the Company shall announce the adjournment otherwise at the virtual meeting platform to inform the shareholders in case the chair has</p>

Article after Revision	Article before Revision	Note for Revision
<p>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 postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month; <u>in the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to 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>	<p>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 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>declared the meeting adjourned in the event of a virtual shareholders meeting.</p> <p>3. Paragraph 4 is amended to specify that shareholders wishing to attend online the shareholders' meeting otherwise convened following tentative resolutions shall register with the Company.</p>

Article after Revision	Article before Revision	Note for Revision
<p>Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting</u></p>	<p>Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	<p>1. Paragraph 7 is added to specify the methods, procedure and restrictions for raising questions by shareholders attending the shareholders' meeting online. 2. To help other shareholders understand the questions raised by inquiring shareholder(s), the Company may screen out the questions beyond the scope of a proposal in the shareholders' meeting, and is advisable the questions be disclosed to the public at the virtual meeting platform. Paragraph 8 is therefore added.</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>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>		
<p>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.</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</p>	<p>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.</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</p>	<p>1. Paragraph 4 is amended to specify that “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 shall be made known to the Company, by the same means by which the voting rights were exercised.”</p> <p>2. Paragraphs 9 and 10 are added to</p>

Article after Revision	Article before Revision	Note for Revision
<p>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 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 <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to 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>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 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, 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>specify respectively to allow the shareholders attending the shareholders meeting online sufficient time for a vote of each proposal from the time the meeting is called to order by the chair to the announcement of voting session conclusion and that “votes shall be counted at once after the chair announces the voting session ends” whilst the said announcement is subject to voting time for the shareholders attending the shareholders meeting online.</p> <p>3. Paragraph 11 is added to specify that “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</p>

Article after Revision	Article before Revision	Note for Revision
<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 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.</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,</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 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.</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,</p>	<p>two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.”</p> <p>4. With reference to the interpretation by the MoEA, when a shareholder exercises voting rights by electronic means without declaration of intent, the shareholder may not make any amendments to the original proposals or exercise voting rights on amendments to the original proposal. However, the shareholder may still attend the shareholders’ meeting and propose extraordinary motions on site. With further considerations that voting rights by correspondence or electronic means are manners for shareholders to exercise rights and that the voting by</p>

Article after Revision	Article before Revision	Note for Revision
<p>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 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</u></p>	<p>shall be announced on-site at the meeting, and a record made of the vote.</p>	<p>correspondence shall adopt the similar principle as the preceding voting by electronic means on the basis of equal treatment to protect rights of the shareholders, it is therefore specified in Paragraph 12 that “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.”</p>

Article after Revision	Article before Revision	Note for Revision
<u>on amendments to the original proposal.</u>		
<p>Article 15</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>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 or supervisors. 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</u></p>	<p>Article 15</p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>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 or supervisors. The minutes shall be retained for the duration of the existence of the Company.</p>	<p>1. To facilitate the shareholders in understanding the results of the convened meeting, alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online and how disconnection issues are dealt with, the provision "Where a virtual shareholders meeting is convened, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes" is added as Paragraph 4.</p> <p>2. As provided for in the preceding</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u> <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>		<p>Article, “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” on the notice for convening the meeting, Paragraph 5 is added to specify that “the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.”</p>
<p>Article 16 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</u></p>	<p>Article 16 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 <u>and</u> the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.</p>	<p>1. Paragraph 1 is amended to allow the attending shareholders informed of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During 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>	<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>	<p>electronic means, which the Company shall make an express disclosure of the same at the place of the shareholders meeting. Furthermore, in the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform.</p> <p>2. To allow the shareholders attending the shareholders' meeting online to be informed simultaneously whether the total number of shares represented at the meeting meets the quorum, Paragraph 2 specifying that "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</p>

Article after Revision	Article before Revision	Note for Revision
		meeting” is added.
<p><u>Article 19</u> <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.</u></p>	(New Article)	This Article is added to allow the shareholders attending the shareholders’ meeting online to be informed of the voting for each proposal and the election result at a timely manner and to specify the sufficient information disclosure period.
<p><u>Article 20</u> <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.</u></p>	(New Article)	This Article is added to specify that “When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location” in case no physical meeting is held, and that “the chair shall declare the address of their location when the meeting is called to order”, which allows the shareholders to be informed of the chair’s location.
<p><u>Article 21</u> <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</u></p>	(New Article)	To diminish communication issues met in a virtual-only shareholders’ meeting and with

Article after Revision	Article before Revision	Note for Revision
<p><u>relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the</u></p>		<p>reference to foreign instances, this Article specifying that “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” is added.</p>

Article after Revision	Article before Revision	Note for Revision
<p><u>postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. When postponing or resuming a</u></p>		

Article after Revision	Article before Revision	Note for Revision
<p><u>meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, 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>		
<p><u>Article 22</u> <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.</u></p>	(New Article)	In view of the potential difficulties for shareholders with difficulties in attending a virtual shareholders meeting in case the Company convenes a virtual-only shareholders meeting, appropriate alternatives shall be provided to the shareholders.
<p><u>Article 23</u> These Rules shall take effect after having been submitted to and</p>	<p><u>Article 19</u> These Rules shall take effect after having been submitted to and</p>	Article number adjusted

Article after Revision	Article before Revision	Note for Revision
<p>approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.</p> <p>These Rules are agreed to and signed on August 18, 2021.</p> <p>The 1st amendment to these Rules was made on January 24, 2022.</p> <p><u>The 2nd amendment to these Rules was made on ○○ ○○, ○○○○ (MM DD, YYYY).</u></p>	<p>approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.</p> <p>These Rules are agreed to and signed on August 18, 2021.</p> <p>The 1st amendment to these Rules was made on January 24, 2022.</p>	

IV. Appendices

Appendix I. Articles of Incorporation

M-Power Information Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 倍力資訊股份有限公司 in Chinese and "M-POWER INFORMATION Co., LTD." in English.
- Article 2: The Company's scope of services is set out hereunder:
1. F118010 Wholesale of Computer Software.
 2. F218010 Retail Sale of Computer Software.
 3. I301010 Software Design Services.
 4. I301020 Data Processing Services.
 5. I301030 Electronic Information Supply Services.
 6. F113050 Wholesale of Computers and Clerical Machinery Equipment.
 7. F213030 Retail Sale of Computers and Clerical Machinery Equipment.
 8. F109010 Wholesale of Books.
 9. F209010 Retail Sale of Books and Stationery.
 10. F301030 General Merchandise.
 11. F601010 Intellectual Property Rights.
 12. I601010 Rental and Leasing.
 13. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company shall have its head office in Taipei City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors and approval by competent authority, set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 4: The Company may make re-investments to the external as the needs of the business may require, and may be a

shareholder of unlimited liability in another company following resolutions by the Board of Directors. The total amount of such investments is not restricted by regulations provided for in Article 13 of the Company Act.

Article 4-1: The Company may make guarantees externally as the needs of the business may require.

Article 4-2: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Shares

Article 5: The total amount of the Company's capital is NT\$ 300,000,000) only, which is divided into 30,000,000 shares, with a value per share of NT\$ 10, with the unissued shares to be issued by installments by the Board of Directors under authorization. The Company has also set aside from the aforesaid capital NT\$ 16,000,000 for the issuance of employee stock options, preferred shares with warrants and equity warrant bonds subscriptions at 1,600,000 shares, with the unissued shares to be issued by installments by the Board of Directors and handled in accordance with relevant laws and regulations.

Where the Company issues the employee stock warrants, transfers the treasury shares repurchased pursuant to the Company Act to its employees, or issues new shares, a portion of such share shall be reserved for subscriptions by employees. In addition, employees entitled to receive restricted stocks for employees from the Company may include the employees of parent s or subsidiaries of the Company meeting certain specific requirements, whose conditions are to be adopted by the Board of Directors under authorization.

Where the shares of the Company are to be transferred to the employees at the price lower than the average upon actual buyback, or where the Company intends to issue the employee stock warrants at the subscription price lower than the market price (net value per share), a resolution shall be made through proposals resolved by shareholders representing more than two-third of the total voting rights in total in a shareholders' meeting attended by a majority of all shareholders before

issuance.

Article 6: The share certificates of the Company shall be in registered form, and before they are issued, shall be signed by or affixed with the seals of no less than three Directors of the Company, and be certified pursuant to the law. The Company may issue shares without printing share certificate(s); however, the shares shall be registered at institutions of centralized securities depository enterprises, with the handling of relevant affairs pursuant to the regulations of the same institution; the same shall apply in the issuance of other securities.

Stock affairs of the Company stocks by shareholders of the Company shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" announced by the competent authority, the Company Act and relevant laws and regulations.

Article 7: Transfer of shares will not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meetings

Article 8: Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.

The Company's shareholders' meetings may be convened in form of virtual-only shareholders meetings or other manners announced by central authority.

Article 9: In case a shareholder cannot attend a shareholders' meeting, the 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. The said proxy form shall be affixed with

signature or seal by the appointing shareholder pursuant to Article 177 of the Company Act.

Concerning the regulations for appointment by shareholders, in addition to the provisions of Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, the conducts shall be made in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" as promulgated by competent authorities and relevant regulations.

Article 10: Each shareholder is entitled to one vote for each share held; however, this does not apply to shares with no voting power, where limited or in accordance with Article 179 of the Company Act.

Article 11: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present in person or by proxy, who represent more than one-half of the total number of voting shares.

The Company shall include electronic means as one of the channels for a shareholder to exercise voting power. A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. Relevant affairs shall be handled in accordance with applicable laws and regulations.

Resolutions in the shareholders' meetings shall be made into meeting minutes. Further conducts shall be made in accordance with Article 183 of the Company Act.

Article 12: The Company's shareholders' meetings shall be convened by the Board of Directors and chaired by the Chairman. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

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.

Article 12-1: Revocation of the Company's public offering and relevant affairs shall be made following approval by the Board of Directors before submitting to a shareholders' meeting for special resolution. In addition, such revocation will not result in amendment to this Article throughout the period of listing at the ESB, TWSE, or TPEX.

Chapter 4 Directors and Audit Committee

Article 13: The Company shall have five to nine directors to be elected at the shareholders meeting from among the list of candidates, with the term of three years. All Directors shall be eligible for re-election. Affairs relating to the nomination system shall be handled in accordance with Article 192 of the Company Act. The cumulative voting method shall be used for election of the directors at the Company.

The total number and amount of the registered shares held by all directors of the Company shall be handled in accordance with "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the competent authority.

The Company has established its audit committee composed of the entire number of independent directors in accordance with Article 14-2 of the Securities and Exchange Act. The committee shall appoint no fewer than two independent directors, which may not be fewer than one-fifth of all seats. With respect to nominations of independent director candidates, professional qualifications, shareholding, restrictions on concurrent roles, nomination and election, and other matters for compliance shall be handled in accordance with relevant rules by the competent security authority.

The Company shall, pursuant to provisions in the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, insure its directors the liability insurance covering their full terms of office. Insuring matters are to be handled by the Board of

Directors under authorization.

Article 13-1

The Company has established its Audit Committee composed of the entire number of independent directors in accordance with Article 14-4 of the Securities and Exchange Act. In addition, the Audit Committee shall contain no fewer than three members. Amongst the members, at least one of the members shall be equipped with the accounting or finance expertise. The duties of supervisors prescribed under the Company Act, Securities and Exchange Act and other regulations shall be performed by the Audit Committee and its members. A proposal by the Audit Committee shall be resolved by a majority of its entire members.

Article 14:

The Board of Directors shall be composed of directors of the Company and shall elect a chairman of the Board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman of the Board of Directors shall externally represent the Company. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 15:

The Company's Board of Directors shall establish functional committees of various types, and the Board of Directors may engage external experts and scholars as a member of the said committees. Establishment of the functional committees and duties of its members shall be handled and adopted in accordance with regulations adopted by the competent authority and Company charters.

Article 16:

The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice for calling a Board of Directors meeting may be effected by correspondence or means of electronic mail (E-mail) or facsimile.

Directors shall attend the Board of Directors meetings in person. In case a director is unable to attend a meeting of the Board of Directors in person for any cause, he/she may, in each time, appoint another director to

attend a meeting of the Board of Directors in his/her behalf; however, A director may accept the appointment to act as the proxy as mentioned in the preceding paragraph of one other director only. In case a meeting of the Board of Directors is proceeded with via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 17: Compensation of all directors shall be based on their degree of involvement in the operations of the Company and values contributed, with reference to general level as offered by other companies in the same industry home and aboard and shall be determined by the Board of Directors under authorization.

Chapter 5 Managerial Officers

Article 18: The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 19: The Company's fiscal year starts on January 1 and ends on December 31 each year.

After the close of each fiscal year, the following reports and statements shall be prepared by the Board of Directors:

- (1) Report on Operations.
- (2) Financial Statements.
- (3) Proposals Concerning Appropriation of Net Profits of Making Up.

The above-mentioned reports and statements shall be submitted to the Audit Committee for review thirty days before the date of the regular meeting of shareholders before submitted to the regular meeting of shareholders for ratification pursuant to relevant laws and regulations.

Article 20: If there is profit at the end of each fiscal year, a ratio of profit of the current year between 10 and 15 percent as employees' remuneration and no more than 3 percent as directors' remuneration shall be distributed. However,

the Company's accumulated losses shall have been covered first. The employees' remuneration may be made in the form of share or cash, and may be received by employees of the Company inclusive the employees of parent s or subsidiaries of the Company meeting certain specific requirements, whose conditions are to be adopted by the Board of Directors under authorization; the directors' remunerations may only be made in cash.

The distribution of the employees and directors' remunerations may be made after a resolution has been adopted by a majority vote at a meeting of the board of directors under authorization and attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 20-1:

After closing of accounts, if there are earnings, the Company shall first pay the tax, make up the losses for the preceding years, and then set aside a legal reserve of 10% of the net profit; however, this shall not apply in case the legal reserve reaches the paid-in capital of the Company. After designations or reverse of special reserves following relevant regulations, if there are still earnings, the Board of Directors shall propose distribution of earnings in combination with the cumulative undistributed earnings before reporting to the shareholders' meeting for resolution.

The Company's dividend policy, in cooperation with future development plans of the Company and in consideration of investment circumstances, needs for funds and oversea competitions as well as shareholders' equity, stipulates that a portion no less than ten percent of the earnings distributable for the current year shall be made. Where there is loss in the current year or there are still earnings from the preceding years, distribution based on earnings of the preceding years may be made; however, the Company may decide not to distribute dividend to shareholders in case the cumulative distributable earnings of the current year falls below ten percent of the Company's paid-in capital. Distribution of shareholders' dividend and bonuses may be in form of cash or shares, among which such dividends and bonuses paid in cash shall not be less than ten percent of such distribution.

Chapter 7 Additions

Article 21: (Deleted)

Article 22: (Deleted)

Article 23: In regard to all matters not provided for in these Articles of Incorporation, the Company Act and relevant laws and regulations shall govern.

Article 24: These Articles of Incorporation are agreed to and signed on September 6, 1999; the 1st amendment was made on September 18, 1999; the 2nd amendment was made on October 4, 1999; the 3rd amendment was made on November 17, 1999; the 4th amendment was made on December 24, 1999; the 5th amendment was made on April 19, 2000; the 6th amendment was made on June 1, 2000; the 7th amendment was made on May 14, 2001; the 8th amendment was made on May 15, 2002; the 9th amendment was made on October 23, 2015; the 10th amendment was made on June 1, 2016; the 11th amendment was made on August 18, 2021; the 12th amendment was made on January 24, 2022.

M-Power Information Co., Ltd.

Rules of Procedure for Shareholders' Meetings

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
- Article 3 Unless otherwise provided by law or regulation, the Company's 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 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. 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 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.

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.

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.

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 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.

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.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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

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, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.

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

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

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

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

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

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope

of the agenda item, the chair may terminate the speech.

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

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

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

Article 12 Voting at a shareholders meeting shall be calculated based the number of shares.

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

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of 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.

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

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

When 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.

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.

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.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS. 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 the Company.

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

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit

pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed 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 or supervisors. The minutes shall be retained for the duration of the existence of the Company.

Article 16 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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor." At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

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 are agreed to and signed on August 18, 2021.

The 1st amendment to these Rules was made on January 24, 2022.

M-Power Information Co., Ltd.

Rules of Procedure for Board of Directors Meetings

Article 1 (Basis for the adoption of these Rules)

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

Article 2 (Scope of these Rules)

With respect to the board of directors meetings ("board meetings") of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.

Article 3 (Convening and notice of board meetings)

The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.

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

All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.

Article 4 (Meeting notification and meeting materials)

The designated unit responsible for the board meetings of the Company shall be the Administrative Management Department.

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

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for

board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5 (Preparation of attendance book and other documents; attendance by proxy)

When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.

Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company's articles of incorporation. Attendance by videoconference will be deemed attendance in person.

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

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

Article 6 (Principles for determining the place and time of a board meeting)

A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 7 (Chair and acting chair of a board meeting)

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

Where a meeting is convened a majority of the directors under provisions of Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the director shall select from among themselves one director to serve as chair.

When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are

no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.

Article 8 (Reference materials, non-voting participants, and holding board meetings)

When a board meeting is held, the Administrative Management Department shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants.

When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

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

If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.

The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.

Article 9 (Documentation of a board meeting by audio or video)

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

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

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

Article 10 (Agenda items)

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

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

Article 11 (Discussion of proposals)

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

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply mutatis mutandis.

Article 12 (Matters requiring discussion at a board meeting)

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

1. The Company's business plan.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter "the S&E Act" and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the S&E Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit

officer.

7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
8. Any matter that, under Article 14-3 of the S&E Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

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

At least one independent director of the Company shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13 (Voting-I)

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

When a proposal comes to a vote at a board meeting, if no attending director

voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

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

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

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

Article 14 (Voting-II and methods for vote monitoring and counting)

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

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

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15 (Recusal system for directors)

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

Where 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.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply *mutatis mutandis* in accordance with Article 206, paragraph 4 of the same Act.

Article 16 (Meeting minutes and sign-in matters)

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

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

9. Other matters required to be recorded.

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

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.

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

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 17 (Principles with respect to the delegation of powers by the board)

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

1. Handled in accordance with the Level of Authority Table of the Company.
2. Handled in accordance with provisions under the Company's management charters, systems and regulations.
3. Qualification of CPAs and nomination of qualified candidates required.
4. Handling of loan of funds and endorsement / guarantee in accordance with the credit limits prescribed under the Company's Operational Procedure Governing Loaning of Funds and Making of Endorsements/Guarantees and transactions at the credit limits prescribed under the Company's Procedure for Acquisition and Disposal of Assets as the Company operation may require. The implementation of above matters is to be reported to the Board of Directors.

Article 18 (Supplementary provisions)

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

These Rules of Procedure are agreed to and signed on August 18, 2021.

The 1st Amendment was made on January 24, 2022.

Appendix 4. Directors' Shareholding

M-Power Information Co., Ltd.

Directors' Shareholding

1. A total number of 22,000,000 shares has been issued by the Company.
2. In accordance with Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the total shares owned by all directors shall not be fewer than 2,640,000 shares.
3. Shareholding by individual and all directors recorded on shareholder's roster as of book closure date on April 11, 2023 for this Shareholders' Meeting is as follows:

Title	Name	Shares	Shareholding Percentage (%)
Chairman	Chin-Lung Hsu	1,030,710	4.68
Director	Ares International Corporation Representative: Hsiung-Jung Sung	4,343,015	19.74
Director	Ares International Corporation Representative: Chin-Wei Yu	4,343,015	19.74
Director	Nai-Jen Cheng	258,000	1.17
Independent Director	Hung-Hsun Ting	0	0.00
Independent Director	An-Tso Chang	0	0.00
Independent Director	Dwen-Ren Tsai	0	0.00
Total Shares Held by All Directors		5,631,725	25.59