

Translation –In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Stock Code: 8255

Actron Technology Corporation

2019 Annual Shareholders' Meeting

Meeting Agenda

Date: May 29, 2019 at 9:00 a.m

Location: B1, No.22, Sec. 2, Nankan Rd., Luzhu Dist.,
Taoyuan City 338, Taiwan

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Actron Technology Corporation

2019 Annual Shareholders' Meeting Procedure

1. Chairperson Calls Meeting to Order
2. Opening Remarks by the Chairperson
3. Reports on Company Affairs
4. Proposals, Election and Discussions
5. Provisional Motions
6. Adjournment

Actron Technology Corporation

2019 Annual Shareholders' Meeting Agenda

1. Chairperson Calls the Meeting to Order (and reports equity shares in attendance)
2. Opening Remarks by the Chairperson
3. Reports on Company Affairs
 - (1) 2018 Business Report
 - (2) Audit Committee's Review Report
 - (3) The state of the employees' compensation and remuneration of the directors of the year 2018
4. Proposals and Discussions
 - (1) Adoption of 2018 Business Report and Financial Statements
 - (2) Adoption of the proposal for Appropriation of 2018 Earnings
 - (3) Amendment to "Articles of Incorporation"
 - (4) Amendment to "Procedures for Acquisition or Disposal of Assets"
 - (5) Amendment to "Procedures for Loaning of Funds and Making of Endorsements/Guarantees"
 - (6) Election of the Board of Directors of the 8 th Term
 - (7) Discussion of release of newly elected directors and their representatives from non-competition restrictions.
5. Provisional Motions
6. Adjournment

Reports on Company Affairs

Item 1 2018 Business Report

Explanation: Please refer to Attachment 1 - 2018 Business Report of the Company.

Item 2 Audit Committee's Review Report

Explanation: 1. 2018 Financial Statements of the Company have been duly audited by Certified Public Accountant Tony Chang and Certified Public Accountant M.J. Chiou of Deloitte Touche Tohmatsu International Taiwan. The aforementioned financial statements, business report, and proposals for Earnings appropriation have been duly reviewed by the Audit Committee. Audit Committee's Review Report is provided herein.

2. For details of the Certified Public Accountants' Audit Report and aforementioned Financial Statements, please refer to www.actron.com.tw.

3. For the Review Report provided by the Audit Committee, please refer to Attachment 4.

Item 3 The state of the employees' compensation and remuneration of the directors of the year 2018.

Explanation: The compensation of employees and the remuneration of directors for 2018 have been approved by the Board of Directors on March 6, 2019. The proposed amounts to be distributed as compensation to employees and remuneration to directors are NT\$65,000,000 and NT\$11,000,000, respectively. There are no differences between the amounts decided by the Board of Directors mentioned in above and the amounts recorded in the Company 2018 financial statements.

Proposals and Discussions

Item 1

(Proposed by the Board of Directors)

Proposal: Adoption of 2018 Business Report and Financial Statements.

Explanation:

1. 2018 financial statements have been audited by Certified Public Accountant Tony Chang and Certified Public Accountant M.J. Chiou of Deloitte Touche Tohmatsu International Taiwan and were discussed and resolved in the Board of Directors meeting convened on March 6, 2019.
2. The aforementioned financial statements and business report were reviewed by the Audit Committee.
3. For the business report for Year 2018, please refer to Attachment 1.
4. For the financial statements for Year 2018, please refer to www.actron.com.tw.
5. Please proceed to adopt.

Resolution:

Item 2

(Proposed by the Board of Directors)

Proposal: Adoption of the Proposal for Appropriation of 2018 Earnings.

Explanation:

1. The proposal for Actron Technology's (the Company) 2018 appropriation of earnings was already resolved in the Board of Directors meeting convened on March 6, 2019.
2. In Fiscal Year 2018, the Company made a net profit of NT\$529,882,213. The profit to be distributed among shareholders shall be NT\$374,325,000 in cash dividends (NT\$5 per share). For 2018 Profit Distribution Table, please refer to Attachment 5. The distribution of cash dividends shall be based on share ratio and rounded off to the integer. Fractional dividend amounts that are less than NT\$1 shall be ranked from high to low in value and from old to new in account number, and then they shall be adjusted in this order until the total amount of cash dividend distribution is met.
3. In the event of repurchase of the Company's shares, transfer, conversion or annulment of treasury stocks, capital increase by issuing new shares, and issuance of employee restricted stocks, leading to a change in the number of outstanding shares and a consequent change in stock dividends and dividend yield, it is proposed that the chairman is authorized to duly adjust stocks and cash payout rates.
4. For distribution of cash dividends, after resolution in this shareholders' meeting, it is proposed that the Board of Directors be authorized to determine the ex-dividend date and to put it into promulgation as required by law.

5. Please proceed to adopt.

Resolution:

Item 3

(Proposed by the Board of Directors)

Proposal: Amendment to “Articles of Incorporation”

Explanation:

1. In order to comply with regulations from competent authorities and to satisfy the Company’s needs, the Company proposes to increase the amount of capital to NT\$ 3 billion, divided into 0.3 billion shares.
2. In order to enhance our company’s corporate governance disclosure and protect our shareholders’ interests, including maintaining our company’s long-term financial planning, we are making our company dividend policy more specific and clear, an amendment to “The Articles of Incorporation” is proposed.
3. Please refer to Attachment 6 for a comparison of the contents before and after amendment.
4. Please refer to Appendix 2 for the full contents before amendment
5. Please discuss and resolve.

Resolution:

Item 4

(Proposed by the Board of Directors)

Proposal: Amendment to “Procedures for Acquisition or Disposal of Assets”

Explanation:

1. In order to comply with the revised regulations from competent authorities, an amendment to “Procedures for Acquisition or Disposal of Assets” of the Company is proposed.
2. Please refer to Attachment 7 for a comparison of the contents before and after amendment.
3. Please discuss and resolve.

Resolution:

Item 5

(Proposed by the Board of Directors)

Proposal: Amendment to “Procedures for Loaning of Funds and Making of Endorsements/Guarantees”

Explanation:

1. In order to comply with the revised regulations from competent authorities, an amendment to “Procedures for Loaning of Funds and Making of Endorsements/Guarantees”
2. Please refer to Attachment 8 for a comparison of the contents before and after amendment.
3. Please discuss and resolve.

Resolution:

Item 6 (Proposed by the Board of Directors)

Proposal: Election of the Board of Directors of the 8 th Term.

Explanation:

1. Please duly elect twelve directors of the 8th term (including three independent directors). For “Regulations Governing Election of Directors”, please refer to and Appendix 3.
2. For candidates of directors and independent directors of the 8th term, please refer to Appendix 4.
3. The directors of the 8th term will serve a three-year term starting from May 29, 2019 to May 28, 2022.

Election result :

Item 7 (Proposed by the Board of Directors)

Proposal: Discussion of release of newly elected directors and their representatives from non-competition restrictions.

Explanation:

1. In order to comply with the Article 209 of Company Law, “if a Director’s act on his/her or others’ behalf falls within the scope of the Company's business, the Director shall illustrate to the shareholders the gist of such act, and obtain the shareholders’ approval.”
2. In view of the diversification needs of the Company’s and that newly elected directors and their representatives might act in their own interests on matters within the Company’s business scopes, it is proposed to release the non-competition restrictions on newly elected directors and their representatives with the premise that directors and their representatives do not have conflicts of the Company’s interests.
3. The detail of release of directors from non-competition restrictions, please refer to Attachment 9 ◦
4. Please discuss and resolve.

Resolution:

Provisional Motions

Adjournment

**Actron Technology Corporation
Business Report**

I. Corporate Operations in 2018

The operating environment of 2018 was challenging. Our consolidated revenue totaled NT\$3,596,491,000 in 2018. Net income was NT\$529,882,000 and basic earnings per share were NT\$7.08. Gross profit margin was 32%. Net profit margin was 15%.

Consolidated revenue totaled NT\$3,671,697,000 in 2017. Net income was NT\$532,522,000 and basic earnings per share were NT\$7.11. Gross profit margin was 34%. Net profit margin was 15%. Consolidated revenue of 2018 decreased 2 percent from the previous year due to global automotive industry growth and influences of competition, and the appreciation of the New Taiwan Dollar.

The company continues to invest in new product research and development. The ratio of research and development expenses to revenue is 7 percentages in 2018. In terms of product development progress, we continue to expand the scale of operations, and our new model products are not only developing smoothly but also being produced and shipped according to schedule, and we also expect to reach mass production in 2019.

We expect that global sales of automobiles will keep growing due to the economic stimulus measures enacted in each country helping our company's products to earn maximum profits in 2019.

II. Corporate Operations Plan

There is high volatility in the international trade community recently, this directly effects company's revenue and profit. We are looking forward to having a stable business environment, so that our company can meet its profit target. We envision that the circumstances of world economic prosperity are gradually becoming better under the economic stimulus measures of each country in 2019. However, the global economy and financial environment change rapidly, so we have to face the environmental changes with prudent thinking and attitude and are prepared to adapt.

Providing customers with quality products and services is our business philosophy. Sustainable and steady development can not only extend our connections but enhance the competitiveness of our products in order to let shareholders, customers and employees share in the company's business performance.

Last but not least, we remain committed to you, our shareholders, and thank you for your continued support and confidence. Our management team will put forth more efforts and reward business results to each shareholder in the future. Wish you good health and everything goes well as you hope.

Audit Committee's Review Report

To: Shareholders' Annual General Meeting for Year 2018, Actron Technology Corporation

The Board of Directors has prepared and submitted to the undersigned, Audit Committee of Actron Technology Corporation the 2018 Business Report, Financial Statements and the proposal of distribution of earnings. The Financial Statements have been duly audited by Certified Public Accountants Tony Chang and M.J. Chiou of Deloitte Touche Tohmatsu International Taiwan. The above Business Report, Financial Statements and the proposal of distribution of earnings have been examined and determined to be correct by the undersigned. This Report is duly submitted in accordance with Article 14-5 of Securities and Exchange Law and Article 219 of the Company Law.

The Audit Committee, Chairman:

Mrs. Peggy Wang
March 6, 2019

【 Attachment 5 】**Actron Technology Corporation
2018 Profit Distribution Table**

Unit : NTD

	<u>Amount (NT\$)</u>
Unallocated earnings, beginning of year	766,631,100
Remeasurement of defined benefit obligation that has been recognized in retained earnings.	-1,178,346
Disposals of investments in equity instruments designated as at fair value through other comprehensive income The cumulative gain or loss will be transferred to retained earnings.	<u>36,670,000</u>
Adjusted unallocated earnings	802,122,754
Net profit	529,882,213
Legal reserve	-52,988,221
Special reserve	<u>-60,369,638</u>
Distributable earnings	<u>1,218,647,108</u>
Distribution:	
Cash dividends: (NT\$5 /per share)	<u>-374,325,000</u>
Unallocated earnings, end of year	<u>844,322,108</u>

In the event of repurchase of the Company's shares, transfer, conversion or annulment of treasury stocks, capital increase by issuing new shares, and issuance of employee restricted stocks, leading to a change in the number of outstanding shares and a consequent change in stock dividends and dividend yield, it is proposed that the chairman is authorized to duly adjust stocks and cash payout rates.

Actron Technology Corporation

“Articles of Incorporation”, Contents before and after Amendment in Comparison

Contents after Amendment	Contents before Amendment	Explanation
Chapter 1 : General Principle	Chapter 1 : General Principle	
Article 1 The Company is incorporated as a company limited by shares in accordance with the Company Act (the "Company Act") and <u>its full name in Chinese language is 朋程科技股份有限公司, and Actron Technology Corporation in English language.</u> (hereinafter the "Company").	Article 1 The Company is incorporated as a company limited by shares in accordance with the Company Act (the "Company Act") and <u>shall have the name of Actron Technology Corporation</u> (hereinafter the "Company").	Duly amended in accordance with the law.
Chapter 2 : Shares	Chapter 2 : Shares	
Article 5 The total capital of the Company is <u>three billion New Taiwan Dollars (NT\$3,000,000,000)</u> divided into <u>three hundred million (300,000,000)</u> shares, at ten New Taiwan Dollars per share and may be issued in a series of issuance. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary. Among the total capital stock indicated in the first paragraph, the amount of shares 2,500,000 should be reserved for issuing options for stock, preferred stock, or corporate bond. The quota of aforesaid options for stock, preferred stock, or corporate bond shall be adjusted by the Board of Directors' resolutions contingent on the capital market's condition and managerial demand.	Article 5 The total capital of the Company is <u>one billion New Taiwan Dollars (NT\$1,000,000,000)</u> divided into <u>one hundred million (100,000,000)</u> shares, at ten New Taiwan Dollars per share and may be issued in a series of issuance. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary. Among the total capital stock indicated in the first paragraph, the amount of shares 2,500,000 should be reserved for issuing options for stock, preferred stock, or corporate bond. The quota of aforesaid options for stock, preferred stock, or corporate bond shall be adjusted by the Board of Directors' resolutions contingent on the capital market's condition and managerial demand.	To satisfy the Company's needs .The Company proposes to increase the amount of capital to NT\$ 3 billion, divided into 0.3 billion shares.
Article 6 The share certificates of the Company shall be all in registered form. <u>The share shall assign its share certificates with serial numbers, and the share certificates shall be affixed with the signatures or seals of the director representing the company, and shall be duly certified or authenticated by the bank.</u> Shares issued by the Company need not be in certificate form, but <u>in accordance with the law</u> shall be registered with a securities depository enterprise.	Article 6 The share certificates of the Company shall be all in registered form. <u>The share certificates, after due registration with the competent authority, shall be signed or sealed by at least three directors and shall be legally authenticated prior to issue.</u> Shares issued by the Company need not be in certificate form, <u>but shall be registered with a securities depository enterprise.</u>	Duly amended in accordance with the law.
Chapter 4: Directors and the Board	Chapter 4: Directors and Audit Committee	Duly amended in accordance with the operation needs.
Article 14-1 Unless otherwise provided for in the Company Act, decisions in the Board of Directors	Article 14-1 Unless otherwise provided for in the Company Act, decisions in the Board of	Duly amended in accordance with the

Contents after Amendment	Contents before Amendment	Explanation
<p>meeting shall be resolved by a majority of votes in the meeting where attending directors represent a majority of the total number of directors. A director who is unavailable to attend the board of directors meeting may be represented by another director per Article 205 of the Company Act. Organization, authority of office, rules and procedures of meetings and other matters to be complied with of the Company's Audit Committee shall be in conformity with the requirements of the competent authority.</p> <p><u>The Board of Directors of the Company may establish other committees whose sizes as well as terms of service and authorities of the members shall be specified in individual committees' organization bylaws and approved by the Board of Directors.</u></p>	<p>Directors meeting shall be resolved by a majority of votes in the meeting where attending directors represent a majority of the total number of directors. A director who is unavailable to attend the board of directors meeting may be represented by another director per Article 205 of the Company Act. Organization, authority of office, rules and procedures of meetings and other matters to be complied with of the Company's Audit Committee shall be in conformity with the requirements of the competent authority.</p>	operation needs.
<p>Chapter 6 : Accounting</p> <p>Article 18 When it is determined that the Company has profit for a fiscal year, the Company shall appropriate the employees' and directors' remuneration according to the following sequence. But, in the case that the Company still has retained losses, the Company should appropriate sufficient amount for making up the losses of previous year and then appropriate according to the following sequence. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration.</p> <ol style="list-style-type: none"> 1. At least 5% of the profit shall be allocated as the remuneration of employees, which may be paid in cash or in the form of shares. Where the employee bonus is distributed in the form of shares, qualified employees of the subordinate companies may be included. The qualification shall be determined by the board of directors. 2. At most 3% of the profit shall be allocated as directors' remuneration. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration. <p>The report of the employees' remuneration and directors' remuneration shall be submitted to the shareholders' meeting.</p> <p><u>The company assigns employees to remunerate, issuance of employee restricted stocks, issuance of new shares because of the exercise of current stock options, capital increase by issuing new shares, the transfer of purchased shares. Though the qualification requirements of both the parent and subsidiary companies employees is formulated from specific requirements</u></p>	<p>Chapter 6 : Accounting</p> <p>Article 18 When it is determined that the Company has profit for a fiscal year, the Company shall appropriate the employees' and directors' remuneration according to the following sequence. But, in the case that the Company still has retained losses, the Company should appropriate sufficient amount for making up the losses of previous year and then appropriate according to the following sequence. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration.</p> <ol style="list-style-type: none"> 1. At least 5% of the profit shall be allocated as the remuneration of employees, which may be paid in cash or in the form of shares. Where the employee bonus is distributed in the form of shares, qualified employees of the subordinate companies may be included. The qualification shall be determined by the board of directors. 2. At most 3% of the profit shall be allocated as directors' remuneration. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration. <p>The report of the employees' remuneration and directors' remuneration shall be submitted to the shareholders' meeting.</p>	Duly amended in accordance with the law.

Contents after Amendment	Contents before Amendment	Explanation
decided by the board of directors.		
<p>Article 19 If the Company has surplus earnings at the end of a fiscal year, after paying all relevant taxes, making up Company's accumulated losses, the Company shall first set aside ten percent of said earnings as legal reserve. However, if the legal surplus reserve has reached the total paid-in capital, it is exempted from further appropriation, and then set aside the special reserve in accordance with the requirements under the laws and regulations. The remainder shall include the retained profits from the previous years, and the Board of Directors should propose the dividends distribution and determined by shareholders' meeting.</p> <p><u>The company shall authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors 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.</u></p> <p>The board of directors shall make a proposed the dividends distribution to allot the remaining balance in accordance with the Company's earnings, with capital needs and tax payment, and effect to shareholders consideration. In order to keep sustainable development for the Company and continuous growth on earnings per share, <u>dividend for shareholders shall be no less than 50% of the net profit after income tax under the circumstance. The distribution may be executed in cash dividend and/or share dividend, and the cash dividend shall be no less than 50% of the total distributed dividends.</u></p>	<p>Article 19 If the Company has surplus earnings at the end of a fiscal year, after paying all relevant taxes, making up Company's accumulated losses, the Company shall first set aside ten percent of said earnings as legal reserve. However, if the legal surplus reserve has reached the total paid-in capital, it is exempted from further appropriation, and then set aside the special reserve in accordance with the requirements under the laws and regulations. The remainder shall include the retained profits from the previous years, and the Board of Directors should propose the dividends distribution and determined by shareholders' meeting.</p> <p>The board of directors shall make a proposed the dividends distribution to allot the remaining balance in accordance with the Company's earnings, with capital needs and tax payment, and effect to shareholders consideration. In order to keep sustainable development for the Company and continuous growth on earnings per share, <u>the cash dividends for shareholders shall be no less than 50% of the dividends for shareholders, and for recognition at the shareholders meeting.</u></p>	<p>1. In order to enhance our company's corporate governance disclosure and protect our shareholders' interests, including maintaining our company's long-term financial planning, we are making our company dividend policy more specific and clear, an amendment to "The Articles of Incorporation" is proposed</p> <p>2. Duly amended in accordance with the law.</p>
Chapter 7 : Supplementary Regulations	Chapter 7 : Supplementary Regulations	
<p>Article 21 The Articles were duly stipulated on November 9, 1998. The Articles were duly amended on March 18, 1999 as the 1st amendment. The Articles were duly amended on July 23, 1999 as the 2nd amendment. The Articles were duly amended on May 10, 2000 as the 3rd amendment. The Articles were duly amended on May 3, 2001 as the 4th amendment. The Articles were duly amended on June 7, 2002 as the 5th amendment. The Articles were duly amended on June 14, 2003 as the 6th amendment. The Articles were duly amended on June 25,</p>	<p>Article 21 The Articles were duly stipulated on November 9, 1998. The Articles were duly amended on March 18, 1999 as the 1st amendment. The Articles were duly amended on July 23, 1999 as the 2nd amendment. The Articles were duly amended on May 10, 2000 as the 3rd amendment. The Articles were duly amended on May 3, 2001 as the 4th amendment. The Articles were duly amended on June 7, 2002 as the 5th amendment. The Articles were duly amended on June 14, 2003 as the 6th amendment. The Articles were duly amended on June</p>	Added the date for the 19th Amendment

Contents after Amendment	Contents before Amendment	Explanation
<p>2004 as the 7th amendment. The Articles were duly amended on June 8, 2005 as the 8th amendment. The Articles were duly amended on October 14, 2005 as the 9th amendment. The Articles were duly amended on June 14, 2006 as the 10th amendment. The Articles were duly amended on June 22, 2007 as the 11th amendment. The Articles were duly amended on May 27, 2008 as the 12th amendment. The Articles were duly amended on June 4, 2010 as the 13th amendment. The Articles were duly amended on June 6, 2012 as the 14th amendment. The Articles were duly amended on June 4, 2013 as the 15th amendment. The Articles were duly amended on June 2, 2015 as the 16th amendment. The Articles were duly amended on June 3, 2016 as the 17th amendment. The Articles were duly amended on May 26, 2017 as the 18th amendment. <u>The Articles were duly amended on May 29, 2019 as the 19th amendment.</u></p>	<p>25, 2004 as the 7th amendment. The Articles were duly amended on June 8, 2005 as the 8th amendment. The Articles were duly amended on October 14, 2005 as the 9th amendment. The Articles were duly amended on June 14, 2006 as the 10th amendment. The Articles were duly amended on June 22, 2007 as the 11th amendment. The Articles were duly amended on May 27, 2008 as the 12th amendment. The Articles were duly amended on June 4, 2010 as the 13th amendment. The Articles were duly amended on June 6, 2012 as the 14th amendment. The Articles were duly amended on June 4, 2013 as the 15th amendment. The Articles were duly amended on June 2, 2015 as the 16th amendment. The Articles were duly amended on June 3, 2016 as the 17th amendment. The Articles were duly amended on May 26, 2017 as the 18th amendment.</p>	

Actron Technology Corporation
“Procedures For Acquisition or Disposal of Assets”, Contents
before and after Amendment in Comparison

Contents after Amendment	Contents before Amendment	Explanation
<p>Article 2</p> <p>The Company shall handle the acquisition or disposal of assets in compliance with <u>“Regulations Governing the Acquisition or Disposition of Assets by Public Companies”</u>, where another law or regulation provides otherwise, such provisions shall govern.</p>	<p>Article 2</p> <p>The Company shall handle the acquisition or disposal of assets in compliance with <u>these Regulations; provided</u>, where another law or regulation provides otherwise, such provisions shall govern.</p>	Duly amended in accordance with the law.
<p>Article 3</p> <p>The term "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. <u>Right-of-use assets.</u> 6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 7. Derivatives. 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 9. Other major assets. 	<p>Article 3</p> <p>The term "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including land, houses and buildings, investment property, <u>rights to use land</u>, and construction enterprise inventory) and equipment. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 6. Derivatives. 7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 8. Other major assets. 	Duly amended in accordance with the law.
<p>Article 4</p> <p>Terms used in these Regulations are defined as follows:</p> <ol style="list-style-type: none"> 1. <u>Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The</u> 	<p>Article 4</p> <p>Terms used in these Regulations are defined as follows:</p> <ol style="list-style-type: none"> 1. <u>Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing</u> 	Duly amended in accordance with the law.

Contents after Amendment	Contents before Amendment	Explanation
<p><u>term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</u></p> <p>2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article <u>156-3</u>, of the Company Act.</p> <p>(Omitted)</p>	<p><u>contracts, or long-term purchase (sales) agreements.</u></p> <p>2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156, <u>paragraph 8</u> of the Company Act.</p> <p>3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	
<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall <u>meet the following requirements:</u></p> <p><u>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u></p> <p><u>2. May not be a related party or de facto related party of any party to the transaction.</u></p> <p><u>3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p><u>1. Prior to accepting a case, they shall</u></p>	<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction.</p>	<p>Duly amended in accordance with the law.</p>

Contents after Amendment	Contents before Amendment	Explanation
<p><u>prudently assess their own professional capabilities, practical experience, and independence.</u></p> <p><u>2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u></p> <p><u>3. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></p> <p><u>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</u></p>		
<p>Article 6 The limits on real property <u>and right-of-use assets thereof</u> or securities acquired by the Company for non-business use</p> <p>1. The Company's acquisition of non-business real property <u>and right-of-use assets thereof</u> or securities is limited to the following amount limits:</p> <p>(1) The total amount of real property <u>and right-of-use assets</u> acquired for non-business use shall not exceed 50% of the net value according to the latest financial statements of the Company.</p> <p>(2) The total amount of investment in securities shall not exceed 50% of the net value according to the latest financial statements of the Company. The amount of investment in any individual security shall not exceed 30% of the net value according to the latest financial statements of the Company. Securities with guaranteed principal shall not be included in the calculation of the amount of investment in securities.</p> <p>2. The Company's investment in subsidiaries shall be done in accordance with resolutions of the board of directors as authorized by the Company's articles of association and shall not be subject to the</p>	<p>Article 6 The limits on real property and securities acquired by the Company for non-business use</p> <p>1. The Company's acquisition of non-business real property or securities is limited to the following amount limits:</p> <p>(1) The total amount of real property acquired for non-business use shall not exceed 50% of the net value according to the latest financial statements of the Company.</p> <p>(2) The total amount of investment in securities shall not exceed 50% of the net value according to the latest financial statements of the Company. The amount of investment in any individual security shall not exceed 30% of the net value according to the latest financial statements of the Company. Securities with guaranteed principal shall not be included in the calculation of the amount of investment in securities.</p> <p>2. The Company's investment in subsidiaries shall be done in accordance with resolutions of the board of directors as authorized by the Company's articles of association and</p>	<p>Duly amended in accordance with the law, deleted subparagraph 2, merger into Article 33.</p>

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<p>limit of not exceeding 40% of the paid-in capital under Article 13 of the Company Law.</p> <p>(deleted)</p>	<p>shall not be subject to the limit of not exceeding 40% of the paid-in capital under Article 13 of the Company Law.</p> <p><u>The Company shall establish its procedures for the acquisition or disposal of assets in accordance with the provisions of these Regulations. After the procedures have been approved by the board of directors. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to audit committee.</u></p> <p><u>When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>Where an audit committee has been established in accordance with the provisions of the Act, when the procedures for the acquisition and disposal of assets are adopted or amended they shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution. If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p>	
<p>Article 7</p> <p>The Company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:</p> <ol style="list-style-type: none"> 1. The scope of assets. 2. Appraisal procedures: Shall include the means of price determination and supporting reference materials. 3. Operating procedures: Shall include the degree of authority delegated, the levels 	<p>Article 7</p> <p>The Company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:</p> <ol style="list-style-type: none"> 1. The scope of assets. 2. Appraisal procedures: Shall include the means of price determination and supporting reference materials. 3. Operating procedures: Shall include the degree of authority delegated, the 	<p>Duly amended in accordance with the law, modify the referred article</p>

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<p>to which authority is delegated, the units responsible for implementation, and transaction process.</p> <p>4. Public announcement and regulatory filing procedures.</p> <p>5. Total amounts of real property <u>and right-of-use assets thereof</u> or securities acquired by the Company and each subsidiary for business use, and limits on individual securities.</p> <p>6. Control procedures for the acquisition and disposal of assets by subsidiaries.</p> <p>7. Penalties for personnel violating these Regulations or the procedures for the acquisition or disposal of assets.</p> <p>8. Other important matters.</p> <p>The Company that engages in any related party transaction, engages in derivatives trading, or conducts a merger, demerger, acquisition, or transfer of shares of enterprises shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, shall also establish related procedures in accordance with the provisions <u>of this processing procedure.</u></p> <p>The Company shall see to it that its subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.</p>	<p>levels to which authority is delegated, the units responsible for implementation, and transaction process.</p> <p>4. Public announcement and regulatory filing procedures.</p> <p>5. Total amounts of real property <u>and</u> securities acquired by the Company and each subsidiary for business use, and limits on individual securities.</p> <p>6. Control procedures for the acquisition and disposal of assets by subsidiaries.</p> <p>7. Penalties for personnel violating these Regulations or the procedures for the acquisition or disposal of assets.</p> <p>8. Other important matters.</p> <p>The Company that engages in any related party transaction, engages in derivatives trading, or conducts a merger, demerger, acquisition, or transfer of shares of enterprises shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, shall also establish related procedures in accordance with the provisions of <u>Section III through Section V of this Chapter.</u></p> <p>The Company shall see to it that its subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.</p>	
<p>Article 8 <u>(deleted)</u></p>	<p><u>Article 8</u> <u>With respect to the Company's acquisition or disposal of assets that is subject to the approval of the board of directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to each independent director.</u></p> <p><u>When a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>Where an audit committee has been established in accordance with the provisions of the Act, any transaction involving major assets or derivatives shall be approved by more than half of all audit</u></p>	<p>merger into Article 33.</p>

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	<u>committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 4 and 5.</u>	
<p>Article 9 In acquiring or disposing of real property, <u>equipment, or right-of-use assets thereof</u> where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a <u>domestic government agency</u>, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or <u>right-of-use assets thereof held for business use</u>, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall <u>also</u> be followed <u>whenever there is any subsequent change to the terms and conditions of the transaction.</u></p> <p>(Omitted)</p>	<p>Article 9 In acquiring or disposing of real property <u>or</u> equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed <u>for any future changes</u> to the terms and conditions of the transaction.</p> <p>(Omitted)</p>	Duly amended in accordance with the law.
<p>Article 11 Where the Company acquires or disposes of <u>intangible assets or right-of-use assets thereof or memberships</u> and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a <u>domestic government agency</u>, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	<p>Article 11 Where the Company acquires or disposes of <u>memberships or</u> intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	Duly amended in accordance with the law.
<p>Article 13 When the Company engages in any acquisition or disposal of assets from or to a related party <u>in compliance with the provisions of this processing procedure</u>, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an</p>	<p>Article 13 When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in</p>	Duly amended in accordance with the law, modify the referred article

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<p>appraisal report from a professional appraiser or a CPA's opinion in compliance with <u>Article 5 · 9 and 12 hereof.</u></p> <p>(Omitted)</p>	<p>compliance with the <u>provisions of the preceding Section and this Section.</u></p> <p>(Omitted)</p>	
<p>Article 14 When the Company intends to acquire or dispose of real property <u>or right-of-use assets thereof</u> from or to a related party, or when it intends to acquire or dispose of assets other than real property <u>or right-of-use assets thereof</u> from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of <u>domestic</u> government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the <u>audit committee</u>:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property <u>or right-of-use assets thereof</u> from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16. <p>(Omitted)</p> <p>With respect to <u>the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital,</u> the company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. <u>Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> 2. <u>Acquisition or disposal of real property right-of-use assets held for business use.</u> 	<p>Article 14 When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the <u>supervisors</u>:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16. <p>(Omitted)</p> <p>With respect to <u>the acquisition or disposal of business-use equipment</u> between the Company and its parent or subsidiaries, the Company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p> <p>When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p>Duly amended in accordance with the law, In accordance with setting up the Audit Committee, references to supervisors have been deleted.</p>

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<p>When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>The matters for which paragraph 1 requires recognition by <u>the audit committee</u> shall first be approved by more than half of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article <u>33</u>, paragraphs 4 and 5.</p>	<p><u>Where an audit committee has been established in accordance with the provisions of the Act</u>, the matters for which paragraph 1 requires recognition by <u>the supervisors</u> shall first be approved by more than half of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 4 and 5.</p>	
<p>Article 15 The Company that acquires real property <u>or right-of-use assets thereof</u> from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>(Omitted)</p> <p>Where land and structures thereupon are combined as a single property purchased <u>or leased</u> in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>The Company that acquires real property <u>or right-of-use assets thereof</u> from a related party and appraises the cost of the real property <u>or right-of-use assets thereof</u> in accordance with <u>the preceding two paragraphs</u> shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>Where the Company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 14 and the preceding three paragraphs do not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property <u>or right-of-use assets thereof</u> through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property <u>or right-of-use assets thereof</u> to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own 	<p>Article 15 The Company that acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>(Omitted)</p> <p>Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>The Company that acquires real property from a related party and appraises the cost of the real property in accordance with <u>paragraph 1 and paragraph 2</u> shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>Where the Company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 14 and the preceding three paragraphs do not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own 	<p>Duly amended in accordance with the law,</p>

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<p>land or on rented land.</p> <p>4. <u>The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.</u></p>	<p>land or on rented land.</p>	
<p>Article 16</p> <p>When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 17. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</p> <ol style="list-style-type: none"> 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: <ol style="list-style-type: none"> A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower. B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale <u>or leasing practices.</u> 2. Where the Company acquiring real property, <u>or obtaining real property right-of-use assets through leasing</u>, from a related party provides evidence that the 	<p>Article 16</p> <p>When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 17. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</p> <ol style="list-style-type: none"> 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: <ol style="list-style-type: none"> A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower. B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices. C. <u>Completed leasing transactions by unrelated parties for other floors</u> 	<p>Duly amended in accordance with the law.</p>

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<p>terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p>Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property <u>or obtainment of the right-of-use assets thereof.</u></p>	<p><u>of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.</u></p> <p>2. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p>Completed transactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.</p>	
<p>Article 17</p> <p>Where the Company acquires real property <u>or right-of-use assets thereof</u> from a related party and the results of appraisals conducted in accordance with Article 15 and Article 16 are uniformly lower than the transaction price, the following steps shall be taken:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property <u>or right-of-use assets thereof</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company. 2. Independent directors <u>of the audit committee</u> shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to <u>the preceding</u> 	<p>Article 17</p> <p>Where the Company acquires real property from a related party and the results of appraisals conducted in accordance with Article 15 and Article 16 are uniformly lower than the transaction price, the following steps shall be taken:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company. 2. Independent directors shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to <u>subparagraph 1 and subparagraph 2</u> shall be reported to a shareholders meeting, and the 	<p>Duly amended in accordance with the law.</p>

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<p><u>two subparagraphs</u> shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>or leased</u> at a premium, or they have been disposed of, or <u>the leasing contract has been terminated</u>, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the Company obtains real property <u>or right-of-use assets thereof</u> from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	<p>details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the Company obtains real property from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	
<p>Article 19 Procedure for the acquisition or disposition of derivatives</p> <p>(Omitted)</p> <p>6. The degree of authority delegated, the levels to which authority is delegated The authorization amount and level for hedging operations are as follows: The transaction staff authorized by the Company shall carry out transactions in accordance with the total transaction contract amount limit under Subsection <u>4</u>, Section 1, Article <u>19</u> and the transaction may only be carried out following evaluation by the finance manager and approval by the responsible supervisor.</p>	<p>Article 19 Procedure for the acquisition or disposition of derivatives</p> <p>(Omitted)</p> <p>6. The degree of authority delegated, the levels to which authority is delegated The authorization amount and level for hedging operations are as follows: The transaction staff authorized by the Company shall carry out transactions in accordance with the total transaction contract amount limit under Subsection <u>3</u>, Section 1, Article <u>11</u> and the transaction may only be carried out following evaluation by the finance manager and approval by the responsible supervisor.</p> <p>(Omitted)</p>	<p>Modify the referred article.</p>
<p>Article 20 Where the Company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk. 2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance. <p>Senior management personnel authorized by</p>	<p>Article 20 Where the Company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk. 2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's 	<p>Renumbered subparagraph</p>

Contents after Amendment	Contents before Amendment	Explanation
<p>the board of directors shall manage derivatives trading in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the Company. 2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion. <p>The Company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.</p>	<p>permitted scope of tolerance.</p> <p>Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:</p> <ol style="list-style-type: none"> 3. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the Company. 4. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion. <p>The Company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.</p>	
<p>Article 21</p> <p>The Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under subparagraph 11 of Article 19 and subparagraph 2 of paragraph 1 of Article 20, and subparagraph <u>1 of paragraph 2 of Article 20</u> shall be recorded in detail in the log book.</p> <p>The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, <u>the audit committee</u> shall be notified in writing.</p>	<p>Article 21</p> <p>The Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under subparagraph 11 of Article 19 and subparagraph 2 of paragraph 1 of Article 20, and subparagraph <u>3</u> of Article 20 shall be recorded in detail in the log book.</p> <p>The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, <u>all independent directors</u> shall be notified in writing.</p>	<p>In accordance with setting up the Audit Committee, references to supervisors have been deleted.</p>
<p>Article 22</p> <p>Evaluation and Procedure for Merger, Division, Acquisition or Share Transfer</p> <p>(Omitted)</p> <p>3. Expert Opinions</p> <p><u>The Company that conducts a merger,</u></p>	<p>Article 22</p> <p>Evaluation and Procedure for Merger, Division, Acquisition or Share Transfer</p> <p>(Omitted)</p> <p>3. Expert Opinions</p> <p><u>If the Company engages in any merger,</u></p>	<p>Duly amended in accordance with the law, Wording amendment</p>

Contents after Amendment	Contents before Amendment	Explanation
<p><u>demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.</u></p> <p>(Omitted)</p>	<p><u>division, acquisition or share transfer, accountants, attorneys or securities underwriters shall be engaged before a board meeting is convened for resolution to provide opinions about the reasonableness of the share swap ratio, acquisition price or cash and other properties distributed to the shareholders. The opinions shall be submitted to the board of directors for discussion and approval. the Company conducting an acquisition of the subsidiary and directly or indirectly holding 100% of outstanding shares or capital from the subsidiary, is not required to obtain an opinion on the reasonableness from experts.</u></p> <p>(Omitted)</p>	
<p>Article 24 The Company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.</p> <p>The Company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information and retain it for 5 years for reference:</p> <p>(Omitted)</p>	<p>Article 24 The Company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.</p> <p>The Company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company <u>that is listed on an exchange or has its shares traded on an OTC market</u> shall prepare a full written record of the following information and retain it for 5 years for reference:</p> <p>(Omitted)</p>	Duly amended in accordance with the law, Wording amendment
<p>Article 29 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 24, Article 25, and Article 28.</p>	<p>Article 29 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the <u>public</u> company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 24, Article 25, and</p>	Duly amended in accordance with the law, Wording amendment.

Contents after Amendment	Contents before Amendment	Explanation
	Article 28.	
<p>Article 30 Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property <u>or right-of-use assets thereof</u> from or to a related party, or acquisition or disposal of assets other than real property <u>or right-of-use assets thereof</u> from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of <u>domestic</u> government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 4. Where the type of asset acquired or disposed is equipment/machinery <u>or right-of-use assets thereof</u> for business use, the trading counterparty is not a related party, and the transaction amount <u>is more than NT\$ 500 million</u> 5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, <u>and furthermore the transaction counterparty is not a related party</u>, and the amount the company expects to invest in the transaction reaches NT\$500 million. 6. Where an asset transaction other than any of those referred to in the preceding <u>Five</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: <ol style="list-style-type: none"> (1). Trading of <u>domestic</u> government 	<p>Article 30 Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days commencing immediately from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 4. Where the type of asset acquired or disposed is equipment/machinery for business use, the trading counterparty is not a related party, and the transaction amount reaches one of the following regulations: <ol style="list-style-type: none"> (1) under the situation that paid-in capital is less than NT\$10 billion, the transaction amount is more than NT\$ 500 million. (2).under the situation that paid-in capital is more than NT\$10 billion, the transaction amount is more than NT\$1 billion. 5. Acquisition or disposal by a public <u>company in the construction business of real property for construction use, where the trading counterparty is not a related party, and the transaction amount is more than NT\$500 million.</u> 6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, 	<p>Duly amended in accordance with the law, Wording amendment.</p>

Contents after Amendment	Contents before Amendment	Explanation
<p>bonds.</p> <p>(2). Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. 3. The cumulative transaction amount of real property <u>or right-of-use assets thereof</u> acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>(Omitted)</p>	<p>and the amount the Company expects to invest in the transaction is more than NT\$500 million.</p> <p>7. Where an asset transaction other than any of those referred to in the preceding <u>Six</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> (1). Trading of government bonds. (2). <u>Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription of securities by a securities firm, or involving investment professionals subscribing to straight corporate bonds and non-equity financial bonds in the domestic primary market, and in cases of securities firms subscribing to securities for the purposes of underwriting business or fulfilling their roles as advisory recommending securities firms for Emerging Stock companies, or in accordance with relevant regulations.</u> (3). Trading of bonds under repurchase/resale agreements, or subscription or repurchase of domestic money market funds issued by Securities Investment Trust Enterprises. <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. 3. The cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. 	

Contents after Amendment	Contents before Amendment	Explanation
	(Omitted)	
<p>Article 32 Information required to be publicly announced and reported in accordance with the provisions of Article 30 and Article 31 on acquisitions and disposals of assets by <u>the Company's subsidiary</u> that is not itself a public company in Taiwan shall be reported by the Company.</p> <p>The paid-in capital or total assets of the <u>Company</u> shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 30, paragraph 1 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</p>	<p>Article 32 Information required to be publicly announced and reported in accordance with the provisions of Article 30 and Article 31 on acquisitions and disposals of assets by <u>a subsidiary of the Company</u> that is not itself a public company in Taiwan shall be reported by the <u>public [parent]</u> company.</p> <p>The paid-in capital or total assets of the <u>public company</u> shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 30, paragraph 1 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</p>	Duly amended in accordance with the law, Wording amendment.
<p>Article 32-1 (deleted)</p>	<p>Article 32-1 <u>Where an audit committee has been established in accordance with the provisions of the Act, the provisions regarding supervisors set out in Articles 6, 8, and 14, and in Article 21, paragraph 2, shall apply mutatis mutandis to the audit committee.</u></p> <p><u>Where an audit committee has been established in accordance with the provisions of the Act, the provisions regarding independent directors set out in Article 17, paragraph 1, subparagraph 2 shall apply mutatis mutandis to the audit committee.</u></p>	merger into Article 33.
<p>Article 32-1 For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted.</p>	<p>Article 32-2 For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted.</p>	Renumbered subparagraph
<p>Article 33 <u>Finance are the departments in charge of the</u></p>		Duly amended in accordance with the

Contents after Amendment	Contents before Amendment	Explanation
<p>execution of securities investments. Users and relevant departments shall be in charge of the acquisition or disposition of realty and equipment. Where the related personnel violating this procedure and causing the Company be disciplined by the competent authority, the related personnel shall be disciplined according to the personnel management reward and discipline system of the Company</p>		law
<p>Article 34 <u>The procedures shall be approved by more than one-half of all members of the Audit Committee, and shall be submitted to the shareholders' meeting for approval after the resolution of the board of directors, and the same shall apply to the amendment. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the audit committee.</u></p> <p><u>when the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p>	<p>Article 33 <u>After the procedures have been approved by the board of directors, they shall be submitted to each independent director, and then to a shareholders' meeting for approval; the same applies when the procedures are amended.</u></p>	Duly amended in accordance with the law
<p>Article 35 The Rules and Procedures were enacted on June 2, 2015. The 1st amendment was made on May 26, 2017. <u>The 2st amendment was made on May 29, 2019.</u></p>	<p>Article 34 The Rules and Procedures were enacted on June 2, 2015. The 1st amendment was made on May 26, 2017.</p>	Added the date for the 2st Amendment

Actron Technology Corporation

“Procedures for Loaning of Funds and Making of Endorsements/Guarantees” , Contents before and after Amendment in Comparison

Contents after Amendment	Contents before Amendment	Explanation
<p>Article 7 The term "announce and report" as used in these Regulations means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).</p> <p>“Date of occurrence” in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm <u>the counterparty which making loans to and endorsements/guarantees for others</u> and monetary amount of the transaction, whichever date is earlier.</p>	<p>Article 7 The term "announce and report" as used in these Regulations means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).</p> <p>“Date of occurrence” in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</p>	Duly amended in accordance with the law.
<p>Article 12 The Company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>the audit committee</u> in writing of any material violation found.</p>	<p>Article 12 The Company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all independent directors</u> in writing of any material violation found.</p>	In accordance with setting up the Audit Committee, references to independent directors have been deleted.
<p>Article 15 (Omitted) (deleted)</p>	<p>Article 15 (Omitted) <u>The Company's internal auditors shall audit the Operational Procedures for endorsements / guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all independent directors in writing of any material violation found.</u></p>	merger into Article 18
<p>Article 17 Where as a result of changes of condition the entity for which an endorsement/ guarantee is made no longer meets the requirements of Article 3 of this Procedure, or the amount of endorsement/guarantee or the balance of loans exceeds the limit, the Company shall adopt rectification plans, which approval of the board of directors, and submit the rectification plans to <u>the audit committee</u>,and accomplish the plan on schedule.</p>	<p>Article 17 Where as a result of changes of condition the entity for which an endorsement/ guarantee is made no longer meets the requirements of Article 3 of this Procedure, or the amount of endorsement/guarantee or the balance of loans exceeds the limit, the Company shall adopt rectification plans, which approval of the board of directors, and submit the rectification plans to <u>all the independent Directors</u> ,and accomplish the</p>	In accordance with setting up the Audit Committee, references to independent directors have been deleted.

Contents after Amendment	Contents before Amendment	Explanation
(Omitted)	plan on schedule. (Omitted)	
Article 18 The Company 's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>the audit committee</u> in writing of any material violation found.	Article 18 The Company 's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all the supervisors</u> in writing of any material violation found.	In accordance with setting up the Audit Committee, references to independent directors have been deleted.
Article 20 The Company shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, or unless otherwise provided by the laws and regulations, meet any of the following criteria, the Company shall disclose and report the relevant information within two days commencing immediately from the occurrence of the event (Omitted) (3) The balance of endorsements/guarantees by the public company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, <u>book value for using the equity method</u> , and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement. (Omitted)	Article 20 The Company shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, or unless otherwise provided by the laws and regulations, meet any of the following criteria, the Company shall disclose and report the relevant information within two days commencing immediately from the occurrence of the event (Omitted) (3) The balance of endorsements/guarantees by the public company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, <u>investment of a long-term nature in</u> , and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement. (Omitted)	Duly amended in accordance with the law.
Article 22 <u>The procedures shall be approved by more than one-half of all members of the Audit Committee, and shall be submitted to the shareholders' meeting for approval after the resolution of the board of directors, and the same shall apply to the amendment. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the audit committee.</u> <u>when the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of</u>	Article 22 <u>After approval of the board of directors, the Procedures shall be submitted to the board of shareholders for approval, and implemented after obtaining the approval.</u> <u>The Procedures are submitted to the board of directors for discussion, the opinions from respective directors and independent directors shall be taken into account, and the specific affirmative and opposed opinions as well as the reasons for objections shall be recorded in the board meeting minutes book.</u>	The procedures shall be approved by the Audit Committee

Contents after Amendment	Contents before Amendment	Explanation
<p><u>directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p>		
<p>Article 23 These Regulations were duly enacted on June 2, 2015. <u>The 1st amendment was made on May 29, 2019.</u></p>	<p>Article 23 These Regulations were duly enacted on June 2, 2015.</p>	<p>Added the date for the 1st Amendment</p>

Actron Technology Corporation

Details of release of directors from non-competition restrictions:

No	Position	Name	Release of Directors from non-competition restrictions
1	Director	Ming-Kuang Lu	<ol style="list-style-type: none"> 1. Chairman and CEO of Sino-American Silicon Products Inc 2. Representative of GlobalWafers Co., Ltd. 3. Representative of Solartech Energy Corp. 4. Director of Formerica Optoelectronic Inc. 5. Chairman of REC Technology Corporation 6. Representative of Sunrise PV World Co. 7. Representative of SAS Sunrise Inc. 8. Representative of SAS Sunrise Pte. Ltd. 9. Representative of Sino Silicon Technology Inc. 10. Director of GlobiTech Incorporated 11. Director of GlobalWafers Japan Co., Ltd. 12. Director of GWafers Singapore Pte.Ltd. 13. Representative of Actron Technology (Qing Dao) Corporation
2	Director	Tai-Nine Hsieh	<ol style="list-style-type: none"> 1. Representative of DING-WEI TECHNOLOGY CO.LTD 2. Representative and CEO of REC Technology Corporation 3. Independent Director of TAIWAN MASK CORP.
3	Director	Representative of LITE-ON SEMICONDUCTOR CORP.: David Lee	<ol style="list-style-type: none"> 1. Representative of LITE-ON Technology Corp. 2. Chairman of On-Bright Electronics Incorporated 3. President of LITE-ON SEMICONDUCTOR CORP. 4. Chairman of SyncMOS Technologies International, Inc. 5. Chairman of On-Bright Electronics (SH) 6. Chairman of On-Bright Electronics (Guangzhou) 7. Director of DYNA International Holding Co., Ltd. 8. Director of DYNA International Co. Ltd. 9. Director of LITE-ON Semiconductor (HK) Ltd. 10. Director of On-Bright Electronics (Hong Kong) 11. Director of On-Brilliant Electronics (Hong Kong) Co., Ltd. 12. Director of LITE-ON semi (Wuxi) Ltd. 13. Director of LITE-ON Semi Electronics (Wuxi) Co., Ltd. 14. Member of Compensation Committee, Kwong Lung Enterprise Co, Ltd
4	Director	Representative of Sino-American Silicon Products Inc.: Tan-Liang Yao	<ol style="list-style-type: none"> 1. Vice Chairman and Vice CEO of Sino-American Silicon Products Inc. 2. Representative of GlobalWafers Co., Ltd. 3. Representative of Solartech Energy Corp. 4. Chairman and CEO of Crystalwise Technology 5. Director of Song Long Electronics Co., Ltd. 6. Member of Compensation Committee, Taiwan Styrene Monomer Corporation 7. Chairman of Kunshan Sino Silicon Technology co., Ltd. 8. Director of GlobiTech Incorporated 9. Director of GlobalWafers Japan Co., Ltd 10. Representative of SAS Sunrise Pte. Ltd. 11. Representative of legal Supervisor of Sunrise PV World Co. 12. Director of Yuan Hong Technical Materials Ltd. 13. Director of Shanghai Zhaoye Shenkai Electron Material Limited Company 14. Director of GWafers Singapore Pte.Ltd.

No	Position	Name	Release of Directors from non-competition restrictions
			<ul style="list-style-type: none"> 15. Director of SY Company LLC. 16. Representative of Sunrise PV Two Co., Ltd. 17. Representative of Sunrise PV Three Co., Ltd. 18. Representative of Sunrise PV Four Co., Ltd. 19. Representative of Sunrise PV Five Co., Ltd. 20. Representative of Sunrise PV Electric Power Two
5	Director	Representative of Sino-American Silicon Products Inc.: Hsiu-lan Hsu	<ul style="list-style-type: none"> 1. Director and President of Sino-American Silicon Products Inc. 2. Chairman and CEO of GlobalWafers Co., Ltd. 3. Director of GlobalWafers Inc. 4. Chairman and CEO of GlobiTech Incorporated 5. Chairman of GlobalWafers Japan Co., Ltd. 6. Director of MEMC Japan Limited 7. Director of MEMC Korea Company 8. Vice Chairman of Kunshan Sino Silicon Technology co., Ltd. 9. Representative of Taisil Electronic materials Corp. 10. Director of Crystalwise Technology 11. Director of GWafers Singapore Pte. Ltd. 12. Director of GlobalWafers Singapore Pte. Ltd. 13. Director of GlobalWafers B.V 14. Director of GlobalSemiconductor Inc. 15. Representative of SAS Sunrise Inc. 16. Representative of SAS Sunrise Pte. Ltd. 17. Representative of Sunrise PV World Co. 18. Supervisor of Sunrise PV1 19. Director of Shanghai GROWFAST Semiconductor Technology Co. Ltd. 20. Supervisor of Cathay Sunrise Corporation 21. Director of Sunrise PV Two Co., Ltd. 22. Director of Sunrise PV Three Co., Ltd. 23. Director of Sunrise PV Four Co., Ltd. 24. Director of Sunrise PV Five Co., Ltd. 25. Director of Sunrise PV Electric Power Two 26. Chairman of Topsil GlobalWafers A/S
6	Director	Representative of Kai-Chiang Company : Hau Fang	<ul style="list-style-type: none"> 1. Representative of Sino-American Silicon Products Inc. 2. Vice President of Asia Carbons & Technology Inc 3. Representative of Tum Inc.
7	Director	Representative of Hsuhsin Investment CORP.: Su-Mei Yang	Chairman of Hsuhsin Investment CORP.
8	Director	Hsien-Chung Wu	<ul style="list-style-type: none"> 1. Representative of DING-WEI TECHNOLOGY CO.LTD 2. Representative of Actron Technology (Qing Dao) Corporation 3. Director of Hong-Wang Investment Company
9	Director	Steven Ho	Representative of DING-WEI TECHNOLOGY CO.LTD
10	Independent Director	Chung-Hsien Liu	<ul style="list-style-type: none"> 1. Chair Professor, Soochow University 2. Adjunct Associate Professor, Tunghai University
11	Independent Director	YUNG-CHOU KING	<ul style="list-style-type: none"> 1. Representative of Silitech Technology Corporation 2. Representative of On-Bright Electronics Incorporated
12	Independent Director	JENG-YWAN JENG	<ul style="list-style-type: none"> 1. Distinguished Professor, Mechanical Engineering, National Taiwan University of Science and Technology

No	Position	Name	Release of Directors from non-competition restrictions
			<ul style="list-style-type: none"> 2. Independent Director of ANT PRECISION INDUSTRY CO., LTD 3. Independent Director of GlobalWafers Co., Ltd. 4. Director of Taiwan 3D Tech Co., Ltd. 5. President, Additive Manufacturing Association of Taiwan(AMAT) 6. Consultant, Pou Chen Corporation 7. Consultant, AvioCast Inc. 8. Consultant, Franz Collection Inc.

Actron Technology Corporation Rules of Procedure for Shareholders Meetings

Article 1

The Company's Shareholders' meeting (the "Meeting") shall be conducted in accordance with the Rules and Procedures.

Article 2

The term shareholders as set forth in these Rules denotes shareholders themselves whose names appear directly on the register of members and the proxies entrusted by shareholders.

Article 3

Shareholders attending the Meeting in person or through a proxy shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.

Article 4

At the place of the Meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the Chairman 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 Chairman may direct the proctors to escort the shareholder from the meeting.

Article 5

When the designated time arrives, the Chairman shall immediately call the Meeting to order if shareholders representing a majority of the total number of issued shares are in attendance. The Chairman may announce a delay in start of the Meeting, however, if the statutory number of shares is not present.

If the number of shares present is still insufficient after two delays (the 1st extended time is 20 minutes, the 2nd extended time is 10 minutes), but shareholders representing at least one-third of all issued shares are present, the Meeting may make tentative resolutions with the consent of a majority of the voting rights in attendance, pursuant to Article 175 of the Company Act.

When the number of shares represented by the shareholders in attendance reaches the statutory number before the end of the meeting, the Chairman may resubmit the tentative resolution for a vote by the meeting.

Article 6

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

It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors.

If the 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 Chairman from among themselves.

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

Article 7

If the Meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Meeting.

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

The Chairman 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 Meeting. If the Chairman 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 Chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The Chairman 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 Chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed and call for a vote.

The shareholders cannot designate any other person as chair and continue the Meeting in the same or other place after the Meeting is adjourned.

Article 8

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 Chairman.

Article 9

Each speaker may speak no more than twice concerning each motion, and each instance may not exceed 5 minutes. Although a speaker may speak an additional three minutes with the Chairman's approval, only one such extension may be given.

Article 10

A shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chairman may terminate the speech.

Article 11

The Chairman may announce to end a discussion of any resolution if the Chairman deems it appropriate. The Chairman may put a resolution to vote at the end of a discussion.

When there is an amendment or an alternative to a proposal, the Chairman 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.

Article 12

Except otherwise specified in the Company Law of the Republic of China, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted for by casting ballots if no objection is voiced after solicitation by the Chairman.

Article 13

With respect to resolutions of the Meeting, 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; The number of shares for which voting rights may not be exercised shall not be calculated as part of the voting rights represented by attending shareholders.

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

Vote counting for the Meeting proposals or elections shall be conducted in public at the place of the 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

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.

Article 15

Shareholders who cannot attend the meeting in person can appoint a proxy.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 16

The election of directors or supervisors at the 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.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 17

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.

Article 18

The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved 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 19

During the Meeting, the Chairman may set a time for intermission.

Article 20

In cases of force majeure, the Meeting shall be discontinued. The Meeting shall be resumed after the incident is over.

Article 21

Matters relating to the resolutions of the Meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting pursuant to the Company Act.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results.

Article 22

In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed, or may, by resolution of shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.

Article 175 of the Company Act shall not apply where a meeting of shareholders resolves to postpone the meeting for not more than, or to reconvene the meeting.

Article 23

If the matters do not provided this rules, shall pursuant to the Company Act, the Company's Articles of Incorporation and other laws and regulations.

Article 24

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

Article 25

The Rules and Procedures were enacted on July 23, 1999.

The 1st amendment was made on June 8, 2005.

The 2nd amendment was made on June 6, 2012.

Actron Technology Corporation Articles of Incorporation

Chapter 1 : General Principles

Article 1

The Company is incorporated as a company limited by shares in accordance with the Company Act (the "Company Act") and shall have the name of Actron Technology Corporation (hereinafter the "Company").

Article 2

The business scope of the Company is as follows:

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
2. F119010 Wholesale of Electronic Materials
3. F219010 Retail Sale of Electronic Materials
4. F401030 Manufacture export
5. F401010 International Trade
6. CC01080 Electronic Parts and Components Manufacturing

All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1

The Company may act as a guarantor as required by its business operation.

Article 3

The Company is headquartered in Taoyuan City, Taiwan and when necessary may establish branches at home and abroad as resolved by the board of directors. The Company may act as a guarantor and may invest in other companies. The total amount of the Company's investment in other companies is exempted from the prohibition against exceeding 40 percent of paid-in capital set out in Article 13 of the Company Act.

Article 4

Public notices by the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2 : Shares

Article 5

The total capital of the Company is one billion New Taiwan Dollars (NT\$1,000,000,000) divided into one hundred million (100,000,000) shares, at ten New Taiwan Dollars per share and may be issued in a series of issuance. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary. Among the total capital stock indicated in the first paragraph, the amount of shares 2,500,000 should be reserved for issuing options for stock, preferred stock, or corporate bond. The quota of aforesaid options for stock, preferred stock, or corporate bond shall be adjusted by the Board of Directors' resolutions contingent on the capital market's condition and managerial demand.

Article 6

The share certificates of the Company shall be all in registered form. The share certificates, after due registration with the competent authority, shall be signed or sealed by at least three directors and shall be legally authenticated prior to issue. Shares issued by the Company need not be in certificate form, but shall be registered with a securities depository enterprise.

Article 7

All entries in the shareholders register due to share transfers shall be suspended for 60 days prior to an ordinary shareholders' meeting, or for 30 days prior to an extraordinary shareholders' meeting, or for 5 days prior to the record date fixed for distributing dividends, bonus, or any other benefit.

Chapter 3 : Shareholders' Meeting

Article 8

Shareholders' meetings shall be of two types, ordinary meetings and extraordinary meetings. Ordinary meetings shall be convened annually by the Board within six months of the end of each fiscal year. Extraordinary meetings shall be convened in accordance with the relevant laws, whenever necessary.

Article 9

A shareholder who is unavailable to attend the shareholders' meeting may duly present a power of attorney with the form provided by the Company, bearing the scope of the authorized powers to authorize a proxy to attend on-behalf. The power of attorney shall be duly used in accordance with applicable laws and ordinances and the rules promulgated by the competent authority.

Article 10

The Company's shareholders are entitled to one voting right per share, provided that shareholders have no voting right for shares held under Article 179 of the Company Act.

Article 11

Except otherwise provided by the laws and regulations, a resolution of the shareholders' meeting shall be adopted by the majority of the votes represented by the attending shareholders who hold the majority of the Company's issued shares. The directors of this Corporation may exercise their voting rights by electronic means of communication; directors exercising their voting rights by electronic means of communication shall be regarded as attending in person; related matters shall be handled in accordance with laws and regulations.

Chapter 4: Directors and Audit Committee

Article 12

The Company has nine to thirteen directors, elected in the shareholders' meeting from the candidate of disposing capacity, with three-year tenure of office and eligible for reelection. With a resolution passed at a Board meeting, the Company may take out liability insurance for its Directors against the compensation liabilities incurred while they are in office. More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

Article 12-1

The aforementioned number of directors shall include a minimum of three independent directors (including a minimum of one independent director in the expertise of accounting or finance), and the number of independent directors shall not be less than the minimum of one-fifth of the total number of director seats. Directors (including Independent directors) are elected in a candidate nomination system. The shareholders' meeting shall elect the right independent directors out of the list of candidates. Matters regarding independent directors' professional qualification requirements, shareholding, restriction on concurrent post, recognition of independence, methods of nomination and election, and other matters to be complied with shall be duly handled in accordance with the requirements promulgated by the competent authority in charge of securities affairs.

The Company duly establishes the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Law which shall be duly organized by independent directors in full.

Article 13

The Board of Directors is duly organized by directors. By attendance of two thirds of directors and a majority of votes of attending directors, one chairman shall be duly elected. The chairman shall chair the shareholders' meeting and Board of Directors meeting internally and represent the Company externally. In the same manner, one vice chairman shall be elected.

Article 14

In case the chairman is on leave of absence, or cannot exercise his powers and authority, the vice chairman shall act in lieu of him. The vice chairman is on leave of absence, or cannot exercise his powers and authority. An acting chairman shall be designated in accordance with Article 208 of the Company Act.

Article 14-1

Unless otherwise provided for in the Company Act, decisions in the Board of Directors meeting shall be resolved by a majority of votes in the meeting where attending directors represent a majority of the total number of directors. A director who is unavailable to attend the board of directors meeting may be represented by another director per Article 205 of the Company Act. Organization, authority of office, rules and procedures of meetings and other matters to be complied with of the Company's Audit Committee shall be in conformity with the requirements of the competent authority.

Article 15

The remuneration of all the directors shall be determined by a shareholders' meeting. The standard generally adhered in the industry irrespective of whether the Company operates at a profit or loss.

Chapter 5 : Management

Article 16

The Board is authorized to determine the remuneration for Directors based on the degree of their involvement in the Company's operation and value of contribution, and whose income shall not exceed the salary range of the Company. If the director of the Company holds any position in the Company, in addition to the remuneration distributed pursuant to Article hereof, monthly payment of salary based on the standard of general managers may also be granted.

The Company may have one chairman, one chief executive officer, one vice executive officer, one president and consultants, BG general managers, and a number of vice presidents and managers according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the chief executive officer, vice executive officer, president and vice presidents shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 : Accounting

Article 17

After the end of each fiscal year, the Board of Directors shall prepare the following statements and reports and submit them to the ordinary shareholders' meeting for ratification: (1) Business report; (2) Financial report; and (3) Proposals for allocation of profits or compensating losses.

Article 18

When it is determined that the Company has profit for a fiscal year, the Company shall appropriate the employees' and directors' remuneration according to the following sequence. But, in the case that the Company still has retained losses, the Company should appropriate sufficient amount for making up the losses of previous year and then appropriate according to the following sequence. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration.

1. At least 5% of the profit shall be allocated as the remuneration of employees, which may be paid in cash or in the form of shares. Where the employee bonus is distributed in the form of shares, qualified employees of the subordinate companies may be included. The qualification shall be determined by the board of directors.
2. At most 3% of the profit shall be allocated as directors' remuneration. In this article, the "profit" means the net profit before tax, employees' remuneration and directors' remuneration.

The report of the employees' remuneration and directors' remuneration shall be submitted to the shareholders' meeting.

Article 19

If the Company has surplus earnings at the end of a fiscal year, after paying all relevant taxes, making up Company's accumulated losses, the Company shall first set aside ten percent of said earnings as legal reserve. However, if the legal surplus reserve has reached the total paid-in capital, it is exempted from further appropriation, and then set aside the special reserve in accordance with the requirements under the laws and regulations. The remainder shall include the retained profits from the previous years, and the Board of Directors should propose the dividends distribution and determined by shareholders' meeting. The board of directors shall make a proposed the dividends distribution to allot the remaining balance in accordance with the Company's earnings, with capital needs and tax payment, and effect to shareholders consideration. In order to keep sustainable development for the Company and continuous growth on earnings per share, the cash dividends for shareholders shall be no less than 50% of the dividends for shareholders, and for recognition at the shareholders meeting.

Chapter 7 : Supplementary Regulations

Article 20

Any matters insufficiently provided for in the Articles of Incorporation shall be subject to the

Company Act.

Article 21

The Articles were duly stipulated on November 9, 1998.

The Articles were duly amended on March 18, 1999 as the 1st amendment.

The Articles were duly amended on July 23, 1999 as the 2nd amendment.

The Articles were duly amended on May 10, 2000 as the 3rd amendment.

The Articles were duly amended on May 3, 2001 as the 4th amendment.

The Articles were duly amended on June 7, 2002 as the 5th amendment.

The Articles were duly amended on June 14, 2003 as the 6th amendment.

The Articles were duly amended on June 25, 2004 as the 7th amendment.

The Articles were duly amended on June 8, 2005 as the 8th amendment.

The Articles were duly amended on October 14, 2005 as the 9th amendment.

The Articles were duly amended on June 14, 2006 as the 10th amendment.

The Articles were duly amended on June 22, 2007 as the 11th amendment.

The Articles were duly amended on May 27, 2008 as the 12th amendment.

The Articles were duly amended on June 4, 2010 as the 13th amendment.

The Articles were duly amended on June 6, 2012 as the 14th amendment.

The Articles were duly amended on June 4, 2013 as the 15th amendment.

The Articles were duly amended on June 2, 2015 as the 16th amendment.

The Articles were duly amended on June 3, 2016 as the 17th amendment.

The Articles were duly amended on May 26, 2017 as the 18th amendment.

**Actron Technology Corporation.
Rules for Election of Directors**

Article 1

The independent and non-independent directors of this Company shall be elected in accordance with the rules specified herein.

Article 2

Election of the independent and non-independent directors of this Company shall be held at the shareholders' meeting.

Article 3

The election of directors shall adopt a disclosed cumulative voting method. Each share represents a weighted number of voting rights equivalent to the number of directors to be elected; such voting rights may be exercised to collectively elect a single candidate or may be distributed among several candidates. Those persons with the greatest numbers of ballots representing voting rights shall be elected as director in order of number of ballots received. Each voter will be identified by shareholder's numbers or his/her attendance card number as printed on his/her ballot.

Article 4

This Company's directors (including Independent directors) shall be elected by adopting the candidate nomination system specified in Article 192-1 of the ROC Company Law, the adoption of such system shall be expressly stipulated in the Articles of Incorporation of the company; and the shareholders shall elect the directors from among the nominees listed in the roster of independent director candidates.

Article 5

In the election of directors of this Company, independent directors and non-independent directors should be elected from the same election with the effective seats calculated specifically. Candidates who acquire more votes should individually win the seats of directors. The aforementioned number of votes cast in the election shall include the votes cast on-site in the shareholders' meeting and via electronic voting. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

Article 6

The Board of Directors shall prepare ballots and distribute one ballot to each shareholder identified by shareholder's numbers. Each ballot shall contain the votes that the voter is entitled to in the election.

Article 7

At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots.

Article 8

The ballot box used for voting shall be prepared by the Board of Directors and checked in public by the person to check the ballots before voting.

Article 9

Voters shall fill in the "candidate" column the candidate's name and shareholder's numbers (ID number or Company Tax ID). If the candidate is a legal entity, the full name of the legal entity, the name(s) of their representative(s), shareholder's numbers of the legal entity or Company Tax ID should be filled in the column.

Article 10

Ballots shall be deemed void under the following conditions: 1. Ballots not prepared by this Company; 2. Blank ballots not completed by the voter; 3. Ballots with Illegible writing; 4. If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. 5. Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID numbers or Company Tax ID); 6. The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers or Company Tax ID) not being indicated to distinguish them.

Article 11

Upon completion of the balloting process, the shareholders' meeting chairperson shall announce on-the-spot counting and announcing the ballots. The superintendent(s) shall watch by the side. The results of the election should be announced by the Chairman or the master of ceremonies at the meeting.

Article 12

This Company shall issue notifications to the independent and non-independent directors elected.

Article 13

Any matters insufficiently provided for herein shall be subject to the Company Law and other laws and ordinances concerned.

Article 14

These rules and any revision thereof shall become effective after approval at the shareholders' meeting.

Article 15

This Procedure was enacted on June 4, 2013.
The 1st amendment was made on May 26, 2017.

**List of Candidates
for Directors and Independent Directors**

No	Position	Shareholder Account Number	Name	No. of Shares Held	Major Educational Background and Experience
1	Director	16	Ming-Kuang Lu	5,241,000	<ul style="list-style-type: none"> ◆ <u>Current Position:</u> <ol style="list-style-type: none"> 1. Chairman and CEO of Actron Technology Corporation 2. Chairman and CEO of Sino-American Silicon Products Inc 3. Representative of GlobalWafers Co., Ltd. 4. Representative of Solartech Energy Corp. 5. Director of Formerica Optoelectronic Inc. 6. Chairman of REC Technology Corporation ◆ <u>Educational Background:</u> Honorary doctorate of Engineering of NCTU ◆ <u>Experience:</u> <ol style="list-style-type: none"> 1. President and Director of Lite-On Technology Corp. 2. President of Vishay Lite-On Power Semiconductor Corp. 3. Vice president of Silitek Corp
2	Director	44	Tai-Nine Hsieh	162,809	<ul style="list-style-type: none"> ◆ <u>Current Position:</u> <ol style="list-style-type: none"> 1. Vice Chairman and Vice CEO of Actron Technology Corporation 2. Representative of DING-WEI TECHNOLOGY CO.LTD 3. Representative and CEO of REC Technology Corporation 4. Independent Director of TAIWAN MASK CORP. ◆ <u>Educational Background:</u> Bachelor, Dept of Geology, Chinese Culture University ◆ <u>Experience:</u> President of PAN PACIFIC SEMICONDUCTOR CO., LTD.
3	Director	80	Representative of LITE-ON SEMICONDUCTOR CORP.: David Lee	2,994,785	<ul style="list-style-type: none"> ◆ <u>Current Position:</u> <ol style="list-style-type: none"> 1. Representative of Actron Technology Corporation 2. Representative of LITE-ON Technology Corp. 3. Chairman of On-Bright Electronics Incorporated 4. President of LITE-ON SEMICONDUCTOR CORP. ◆ <u>Educational Background:</u> Graduate Institute of Accounting, National Cheng Chi University

No	Position	Shareholder Account Number	Name	No. of Shares Held	Major Educational Background and Experience
					◆ <u>Experience:</u> CFO, LITE-ON Semiconductor Corp.
4	Director	21	Representative of Sino-American Silicon Products Inc.: Tan-Liang Yao	4,958,322	◆ <u>Current Position:</u> 1. Representative of Actron Technology Corporation 2. Vice Chairman and Vice CEO of Sino-American Silicon Products Inc. 3. Representative of GlobalWafers Co., Ltd. 4. Representative of Solartech Energy Corp. 5. Chairman and CEO of Crystalwise Technology 6. Director of Song Long Electronics Co., Ltd. 7. Member of Compensation Committee, Taiwan Styrene Monomer Corporation ◆ <u>Educational Background:</u> MBA from Tamkang University ◆ <u>Experience:</u> 1. Assistant vice president at Lite-on Semiconductor Corp. 2. President of Sino American Silicon Products Inc
5	Director	21	Representative of Sino-American Silicon Products Inc.: Hsiu-lan Hsu	4,958,322	◆ <u>Current Position:</u> 1. Director and President of Sino-American Silicon Products Inc. 2. Chairman and CEO of GlobalWafers Co., Ltd. 3. Director of GlobalWafers Inc. 4. Chairman and CEO of GlobiTech Incorporated 5. Chairman of GlobalWafers Japan Co., Ltd. 6. Director of MEMC Japan Limited ◆ <u>Educational Background:</u> Master of Computer Science, University of Illinois, USA ◆ <u>Experience:</u> 1. President of CREATIVE SENSOR INC. 2. Vice president of Sino American Silicon Products Inc.
6	Director	12806	Representative of Kai-Chiang Company : Hau Fang	520,000	◆ <u>Current Position:</u> 1. Representative of Actron Technology Corporation 2. Representative of Sino-American Silicon Products Inc. 3. Vice President of Asia Carbons & Technology Inc 4. Representative of Tum Inc. ◆ <u>Educational Background:</u> IMBA master of National Cheng chi

No	Position	Shareholder Account Number	Name	No. of Shares Held	Major Educational Background and Experience
					◆ <u>Experience:</u> Vice president of Tum Inc.
7	Director	97	Representative of Hsuhsin Investment CORP.: Su-Mei Yang	2,110,000	◆ <u>Current Position:</u> 1. Representative of Actron Technology Corporation 2. Chairman of Hsuhsin Investment CORP ◆ <u>Educational Background:</u> Bachelor degree in Accounting from Ming Chuan University ◆ <u>Experience:</u> Supervisor of Sino-American Silicon Products Inc
8	Director	73	Hsien-Chung Wu	152,141	◆ <u>Current Position:</u> 1. President of Actron Technology Corporation 2. Representative of DING-WEI TECHNOLOGY CO.LTD 3. Representative of Actron Technology (Qing Dao) Corporation 4. Director of Hong-Wang Investment Company ◆ <u>Educational Background:</u> EMBA, College of Commerce, National Cheng Chi University ◆ <u>Experience:</u> Assistant Vice President of Uniform Industrial Corp.
9	Director	11447	Steven Ho	140,461	◆ <u>Current Position:</u> 1. Representative of Actron Technology Corporation 2. Representative of DING-WEI TECHNOLOGY CO.LTD ◆ <u>Educational Background:</u> Enterpriser seminar of NCCU MBA Program ◆ <u>Experience:</u> 1. President of Diodes Inc., 2. President of Actron Technology Corp.
10	Independent Director	4678	Chung-Hsien Liu	0	◆ <u>Current Position:</u> 1. Chair Professor, Soochow University 2. Adjunct Associate Professor, Tunghai University ◆ <u>Educational Background:</u> Master of Department of Management Sciences, Tamkang University ◆ <u>Experience:</u> Chairman of RUENTEX DEVELOPMENT CO.,LTD.
11	Independent Director	13	YUNG-CHOU KING	0	◆ <u>Current Position:</u> 1. Independent Director of Actron Technology Corporation 2. Representative of Silitech Technology

No	Position	Shareholder Account Number	Name	No. of Shares Held	Major Educational Background and Experience
					<p>Corporation</p> <p>3. Representative of On-Bright Electronics Incorporated</p> <p>◆ <u>Educational Background:</u> Bachelor, Department of Industrial and Systems Engineering, Chung Yuan Christian University</p> <p>◆ <u>Experience:</u> Vice President of Lite-On Technology Corp.</p>
12	Independent Director	38846	JENG-YWAN JENG	0	<p>◆ <u>Current Position:</u></p> <ol style="list-style-type: none"> 1. Distinguished Professor, Mechanical Engineering, National Taiwan University of Science and Technology 2. Independent Director of ANT PRECISION INDUSTRY CO., LTD 3. Independent Director of GlobalWafers Co., Ltd. 4. Director of Taiwan 3D Tech Co., Ltd. <p>◆ <u>Educational Background:</u> Ph.D., Mechanical Engineering, University of Liverpool</p> <p>◆ <u>Experience:</u></p> <ol style="list-style-type: none"> 1. President, College of Engineer, National Taiwan University of Science and Technology 2. Consultant, R&D Center, Sino-American Silicon Products Inc. 3. Consultant/ Professor (jt. appointment), Forseeing Innovative New DigiService of Institute For Information Industry

【Appendix 5】

Impact of Issuance of Stock Dividends Proposed in this Shareholders' Meeting upon the Company's Business Performance, Earning Per Share (EPS) and Shareholder Investment Return

Item		Year	2018
Paid-in capital, beginning of year (NT\$1,000)			748,650
Distribution of dividends in the year	Cash dividends per share (NT\$) (Note 1)		5
	Number of shares distributed for each share in earned surplus turned capital increase (shares) (Note 1)		0 share
	Number of shares distributed per share for new share issuance through stock dividends		-
Change of Operational Performance	Operating Profit		N/A (Note 2)
	YOY percentage change in operating profit		
	Net income		
	YOY percentage change in net income		
	EPS		
	YOY percentage change in ETP		
	Annualized average rate of investment return (annualized average inverse PE ratio)		
Pro forma EPS and PE ratio	In case that the capital increase through stock dividends is replaced by distribution of cash	Pro forma EPS	N/A (Note 2)
		Pro forma annualized average rate of investment return	
	In case there is no capital share increase through stock dividends	Pro forma EPS	
		Pro forma annualized average rate of investment return	
	In case there is no capital share increase through stock dividends and capital increase through stock dividends is replaced by distribution of cash dividends	Pro forma EPS	
		Pro forma annualized average rate of investment return	

Note 1: To be approved by 2018 general shareholders' meeting.

Note 2: According to the "Guidance Concerning Handling of Financial Forecast Information of Public Companies", Actron Technology Corp. is not required to disclose its financial forecasts for 2018.

Actron Technology Corporation The Share-holding Table of Directors

1. In accordance with Article 26 of the Securities and Exchange Law, the Company's directors shall at least hold a total of 5,989,200 shares. As of Mar 31, 2019, the entire directors and supervisors of the Company held 16,127,377 shares.
(Where the company has elected two or more independent directors at the same time, the minimum percentage of all directors' shareholding (excluding that held by the independent directors) may be reduced by 20 %.)
2. The shareholding of independent directors shall not be counted in the total minimum shareholding.
3. The Company has established an Audit Committee; so the requirements for shareholding by supervisors are not applicable.
4. Shareholding facts by all Directors: The record (base) date is the date on which transfer is suspended, i.e., Mar 31, 2019.

Position	Name	Date when elected	Tenure of office	Number of shares held when being elected	Number of shares held on the date when transfer is suspended
Chairman	Ming-Kuang Lu	2016.6.3	Three years	4,510,000	4,241,000
Vice Chairman	Tai-Nine Hsieh	2016.6.3	Three years	246,809	162,809
Director	Representative of Lite-On Semiconductor Corp.: David Lee	2016.6.3	Three years	3,758,785	2,994,785
Director	Representative of Sino-American Silicon Products Inc.: Tan-Liang Yao	2016.6.3	Three years	2,129,322	4,958,322
Director	Representative of Kai-Chiang Corp.: Hau Fang	2016.6.3	Three years	429,050	520,000
Director	Representative of Hsuhsin Investment CORP.: Su-Mei Yang	2016.6.3	Three years	1,830,000	2,110,000
Director	Steven Ho	2016.6.3	Three years	140,461	140,461
Director	CH Chen	2016.6.3	Three years	0	0
Independent Director	FU-KUANG HSU	2016.6.3	Three years	15,000	25,000
Independent Director	Peggy Wang	2016.6.3	Three years	0	0
Independent Director	YUNG-CHOU KING	2016.6.3	Three years	0	0
The total of all directors (Note 2)				13,044,427	16,127,377