



GEM SERVICES, INC.

MINUTES OF THE 2023 ANNUAL GENERAL MEETING

Time of meeting: May 31, 2023 at 9:00 a.m.

Place of meeting: 3F., No. 88, Minquan Rd., Banqiao Dist., New Taipei City (Hilton Taipei Sinban Hotel)

Total issued shares of the Company: 129,047,384 shares

Shares present at the meeting: 83,237,427 shares

Percentage of shares present at the meeting: 64.50%

Directors present: Chu-Liang, Cheng (the Chairman of the Board of Directors), Wen-Hsing, Huang, Tien-Tseng, Sung, Tay-Jen, Chen, Wei-Chung, Pan, Shu, Yeh (Independent Director /the Convener of Audit Committee) and Sen-Tai, Wen (Independent Director)

Attendees: : Keng-His, Chang CPA, Deloitte & Touche

Meeting chair: Chu-Liang Cheng (the “Chairman”)

Meeting secretary: Pei-Yun, Hsieh

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

1. Chairman’s Address (Omitted)

2. Report Items

- I. Reported 2022 employees’ profit sharing and directors’ compensation (see Handbook for the 2023 Annual Meeting)
- II. Reported the business of 2022 (see Attachment I)
- III. Audit Committee’s review report (see Attachment II)
- IV. Reported 2022 earnings distribution (see Handbook for the 2023 Annual Meeting)
- V. Amendment to the “Rules of Procedure for Board of Directors Meetings” (see Attachment IV)

3. Resolutions

I. To accept 2022 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes:

1. GEM’s 2022 Financial Statements, including Consolidated Balance Sheets, Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, and Consolidated Statements of Cash Flows, were audited by independent auditors, Mr. Keng-Hsi Chang and Mr. Chien-Hsin Hsieh, of Deloitte & Touche.

2. 2022 Business Report, and Independent Auditors' Report, the aforementioned Financial Statements are attached hereto as Attachments I and III.

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 83,237,427

Voting Results	% of the total represented share present
Votes in favor: 82,400,321	98.99%
Votes against: 19,292	0.02%
Votes invalid/ abstained: 817,814	0.99%

Resolution: With 98.99% of the eligible shares voting for this proposal, this motion is approved as proposed.

II. To accept the Proposal for Distribution of 2022 Profits

(Proposed by the Board of Directors)

Explanatory Notes:

1. GEM's 2022 net income was NT\$930,322,544 (please see below for the 2022 Earnings Distribution Table).

GEM Services, Inc.
Earnings Distribution Table
Year 2022

(Unit: NTDS)

Items	Total
Beginning retained earnings	1,031,920,383
Net income of 2022	930,322,544
Legal reserve appropriation (10%)	(93,032,254)
Special reserve appropriation	(5,923,916)
Retained earnings available for distribution	1,863,286,757
Appropriation:	
Cash dividends (\$ 5.5)	(709,760,612)
Unappropriated Retained Earnings	1,153,526,145

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 83,237,427

Voting Results	% of the total represented share present
Votes in favor: 82,394,321	98.98%
Votes against: 25,292	0.03%
Votes invalid/ abstained: 817,814	0.99%

Resolution: With 98.98% of the eligible shares voting for this proposal, this motion is approved as proposed.

III. Amendment to GEM's "Articles of Incorporation"

(Proposed by the Board of Directors)

Explanatory Notes:

1. In order to conform to the needs of amendments to related laws, GEM hereby proposes to amend GEM's "Articles of Incorporation".
2. Please refer to Attachment V for details.

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 83,237,427

Voting Results	% of the total represented share present
Votes in favor: 82,377,171	98.96%
Votes against: 24,292	0.02%
Votes invalid/ abstained: 835,964	1.02%

Resolution: With 98.96% of the eligible shares voting for this proposal, this motion is approved as proposed.

IV. Amendment to the "Rules of Procedure for Shareholders Meetings"

(Proposed by the Board of Directors)

Explanatory Notes:

1. In order to conform to the needs of amendments to related laws, GEM hereby proposes to amend the "Rules of Procedure for Shareholders Meetings". Please refer to Attachment VI for details.

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 83,237,427

Voting Results	% of the total represented share present
Votes in favor: 82,376,170	98.96%
Votes against: 25,293	0.03%
Votes invalid/ abstained: 835,964	1.01%

Resolution: With 98.96% of the eligible shares voting for this proposal, this motion is approved as proposed.

4. **Motions: None**

5. **Adjournment: The meeting adjourned at 9:23 am**



Chu-Liang Cheng
Chairman



Pei-Yun, Hsieh
Meeting Secretary

Attachment I

GEM Services, Inc. Business Report

Dear Shareholders:

Thanks to the support and supervision of all shareholders, the Company continues to grow and thrive under the impact of COVID-19 epidemic. The management team follows and develops in accordance with the 4A guidelines of Ahead, Able, Agile, and Accountable to maximize the interests of all shareholders. The summary report of the Company's 2022 annual operation and future business plan is as follows:

I. 2022 annual operation results:

(I) Implementation of the business plan:

The 2022 consolidated revenue of the Company was NT\$5,221,467 thousand and the consolidated net profit after tax was NT\$930,323 thousand with a earnings per share of NT\$7.21 and a net value per share of NT\$33.66. Through intensive development of both existing and new products and customers, improving production capacity utilization, and other effective measures such as cost and quality management, the Company maintained a steady profit in 2022.

(II) Budget execution status:

The 2022 financial forecast has not been made public, so there is no budget achievement.

(III) Analysis of receipts, expenditures, and profitability:

The Company's consolidated liabilities accounted for 37% of its consolidated assets and the consolidated current ratio was 165% which are on a healthy level in financial structure, solvency and profitability indicators.

(IV) Research and development work:

1. Continuously development on the manufacturing process, improvement on production efficiency, and understanding market trends and customer demands to further increase market share.
2. Utilize the Company's accumulated technology and knowledge related to manufacturing processes and materials and develop new application with customers and products to solidify market positioning.

II. Summary of 2023 business plan:

(I) Business strategy:

In addition to continuing to develop existing product lines, the Company is actively collaborating with customers to develop new and high value-added products.

(II) Expected sales and basis of estimation:

The Company forecast the sales plan for 2023 based on the sales in 2022 and the current industry overview. According to the current industry information, it is estimated that the market will continue to grow, but with rapid changes in the international trade environment and many uncertain factors, the Company's sales will be based on the latest market changes, customer operation, and the industry development trends.

(III) Important production and marketing policies:

1. Marketing strategy:

- (1) Active collaboration with customers to strengthen services. Seek to establish strategic partnerships with customers.
- (2) Continue to improve on the Company's brand image through product upgrades and lead the power semiconductor packaging and testing market.

2. Production strategy:

- (1) Maintain long-term partnership with automation equipment manufacturers, and become strategic partners to develop specialized production processes, reduce production costs, and develop high-quality, multi-functional and competitive products.
- (2) Continue to collaborate with customers to strengthen the planning and management of production capacity and quality to provide the services to the customer.

(IV) Future development strategy:

1. Combine the customer applications and develop versatility in the product line to diversify the products and provide a total solution for the customers.
2. Continue to develop key technologies or patents, and develop new-generation products in response to industry trends to maintain as an industry leader.

(V) The effect of external competition, the legal environment, and the overall business environment:

The demand for electronic products changes with the consumer market, trade environment, and government policies of various countries. In recent years, the

size and performance of electronic components have been improved with the product life getting shorter with increase in the competition in the supply chain, and the relevant laws and regulations have included more requirements for products and factories. The Company pays attention to relevant market demand and changes, and works closely with customers to locate market opportunities and take necessary measures to respond to market changes and relevant regulatory requirements, to reduce the risks caused by market fluctuation. Facing future challenges, the Company will continue to maximize the interests of all shareholders with leading R&D and manufacturing capabilities with efficient business management.

Cheng, Chu-Liang, Chairman of the Board
Tang, Yen-Chiang, President
Wang, Jui-Ping, Accounting Officer

Attachment II

**GEM Services, Inc.
Audit Committee's Review Report**

March 22, 2023

The Board of Directors of GEM Services, Inc. (GEM) has prepared the GEM's 2022 Business Report, Financial Statements, and the Proposal for profit appropriation. The CPA Mr. Keng-Hsi Chang and Mr. Chien-Hsin Hsieh from Deloitte & Touche were retained to audit GEM's Financial Statements and have issued an audit report relating to the Financial Statements. The said Business Report, Financial Statements, and Proposal for profit appropriation have been reviewed and determined to be correct and accurate by the Audit Committee of GEM in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

GEM Services, Inc.

Yeh, Shu, Chairman of the Audit Committee

Attachment III

CPA's Audit Report

GEM Services, Inc.:

Opinion

We have audited the accompanying consolidated financial statements of GEM Services, Inc. and its subsidiaries (collectively, the "GEM Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the related notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the GEM Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China (ROC).

Basis for the audit opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the GEM Group's consolidated financial statements for the year ended December 31, 2022 are stated as follows:

The veracity of the sales revenue of specific customers

The GEM Group's consolidated operating revenue in 2022 was NT\$5,221,467 thousand, with a consolidated operating revenue growth rate of about 10%. However, among the customers with significant sales volume in 2022, the total revenue of the customers with larger revenue growth accounted for about 59% of the consolidated operating revenue, resulting in significant influence on the consolidated financial statements. Thus, we believe that the main risk lies in the veracity of the sales revenue of the customers with significant sales volume and larger revenue growth rate in 2022, and it is included in the key audit matters of the 2022 consolidated financial statements. Please refer to Note 4 (14) of the Consolidated Financial Statements for the description of the revenue recognition policy.

Our audit procedures for this include:

By understanding the relevant internal control systems and operating procedures of the sales

transaction cycle, we design the internal control auditing procedures according to the veracity of the sales revenue and confirm and evaluate the relevant internal control procedure during the sales transactions for whether the design and implementation are effective.

We obtain the list of the above-mentioned customers in 2022, and evaluate whether their relevant background, transaction amount, credit line and company size are reasonable.

We select samples from the above-mentioned customer sales details, examine the sales slips, customs declarations, bills of lading, sales invoices, post-period collections, and post-period major sales returns to confirm the veracity of the sales revenue.

Responsibilities of Management and Governing Units for Consolidated Financial Statements

The responsibility of management is to prepare properly represented consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by FSC of the ROC, and maintain the necessary internal control related to the preparation of the consolidated financial statements to ensure no significant misrepresentation are contained in the consolidated financial statements resulting from fraud or error.

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

The GEM Group's governance units (including the Audit Committee) are responsible for overseeing the financial reporting process.

CPA's responsibilities for the audit of the consolidated financial statements

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

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

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

Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the GEM Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate,

to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the GEM Group to cease to continue as a going concern.

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

Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the GEM Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Deloitte & Touche

CPA Keng-Hsi, Chang

CPA Chien-Hsin, Hsieh

Approved for recordation by Securities and
Futures Commission, Ministry of Finance
Tai-Tsai-Cheng-Liu-Tzu No. 0920123784

Approved for recordation by Securities and
Futures Commission, Ministry of Finance
Tai-Tsai-Cheng-Liu-Tzu No. 0920123784

March 22, 2023

GEM SERVICES, INC. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 1,973,637	29	\$ 1,652,649	25
1140	Current contract assets (Notes 4, 5 and 20)	90,632	1	125,648	2
1170	Accounts receivable (Notes 4, 5, 7 and 20)	823,024	12	1,006,963	15
1180	Accounts receivable due from related parties (Notes 4, 5, 20 and 29)	9,583	-	8,717	-
1200	Other receivables (Notes 4, 5 and 7)	148,357	2	161,058	3
1210	Other receivables due from related parties (Notes 4, 5 and 29)	43	-	110	-
1220	Current tax assets (Notes 4 and 22)	10,082	-	-	-
130X	Inventories (Notes 4 and 8)	200,519	3	288,713	4
1410	Prepayments (Note 15)	23,353	-	142,379	2
11XX	Total current assets	<u>3,279,230</u>	<u>47</u>	<u>3,386,237</u>	<u>51</u>
	Non-current assets				
1550	Investments accounted for using equity method (Notes 4 and 10)	101,489	1	88,869	1
1600	Property, plant and equipment (Notes 4, 11 and 25)	2,914,089	42	2,437,086	37
1755	Right-of-use assets (Notes 4 and 12)	106,165	2	133,793	2
1760	Investment property (Notes 4 and 13)	57,214	1	64,529	1
1780	Other intangible assets (Notes 4 and 14)	1,827	-	3,721	-
1840	Deferred tax assets (Notes 4 and 22)	38,834	1	24,867	-
1990	Other non-current assets (Notes 4, 15 and 29)	415,496	6	538,220	8
15XX	Total non-current assets	<u>3,635,114</u>	<u>53</u>	<u>3,291,085</u>	<u>49</u>
1XXX	Total assets	<u>\$ 6,914,344</u>	<u>100</u>	<u>\$ 6,677,322</u>	<u>100</u>
	Liabilities and equity				
	Current liabilities				
2130	Current contract liabilities (Notes 4, 20 and 29)	\$ 11,679	-	\$ 9,139	-
2170	Accounts payable	678,568	10	813,644	12
2180	Accounts payable due to related parties (Note 29)	1,907	-	-	-
2200	Other payables (Notes 16 and 26)	997,311	14	938,371	14
2230	Current tax liabilities (Notes 4 and 22)	96,994	1	110,237	2
2250	Current provisions (Notes 4 and 17)	30,000	1	30,000	1
2281	Current lease liabilities (Notes 4 and 12)	30,947	1	29,845	-
2282	Current lease liabilities - related parties (Notes 4, 12 and 29)	-	-	116	-
2300	Other current liabilities (Notes 16 and 26)	143,607	2	95,056	1
21XX	Total current liabilities	<u>1,991,013</u>	<u>29</u>	<u>2,026,408</u>	<u>30</u>
	Non-current liabilities				
2570	Deferred tax liabilities (Notes 4 and 22)	2,546	-	3,809	-
2581	Non-current lease liabilities (Notes 4 and 12)	36,935	-	62,329	1
2582	Non-current lease liabilities - related parties (Notes 4, 12 and 29)	-	-	325	-
2670	Other non-current liabilities (Notes 16, 26 and 29)	540,041	8	455,279	7
25XX	Total non-current liabilities	<u>579,522</u>	<u>8</u>	<u>521,742</u>	<u>8</u>
2XXX	Total liabilities	<u>2,570,535</u>	<u>37</u>	<u>2,548,150</u>	<u>38</u>
	Equity attributable to owners of the Company (Notes 4 and 19)				
3110	Common stock	1,290,474	19	1,290,474	19
3200	Capital surplus	624,536	9	624,536	10
	Retained earnings				
3310	Legal reserve	472,481	7	386,682	6
3320	Special reserve	203,112	3	205,656	3
3350	Unappropriated earnings	1,962,243	28	1,824,936	27
3300	Total retained earnings	2,637,836	38	2,417,274	36
3400	Other equity	(209,037)	(3)	(203,112)	(3)
3XXX	Total equity	<u>4,343,809</u>	<u>63</u>	<u>4,129,172</u>	<u>62</u>
	Total liabilities and equity	<u>\$ 6,914,344</u>	<u>100</u>	<u>\$ 6,677,322</u>	<u>100</u>

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

Chairman: Chu-Liang, Cheng

General Manager: Yen-Chiang, Tang

Head-Finance & Accounting:
Jui-Ping, Wang

GEM SERVICES, INC. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 20 and 29)	\$ 5,221,467	100	\$ 4,755,929	100
5000	Operating costs (Notes 8, 21, 25 and 29)	(3,970,230)	(76)	(3,349,622)	(70)
5900	Gross profit from operations	<u>1,251,237</u>	<u>24</u>	<u>1,406,307</u>	<u>30</u>
	Operating expenses (Notes 4, 7, 20, 21, 25 and 29)				
6100	Selling expenses	(17,980)	-	(17,897)	(1)
6200	Administrative expenses	(317,798)	(6)	(250,931)	(5)
6300	Research and development expenses	(52,749)	(1)	(46,260)	(1)
6450	(Reversal of) Expected credit impairment loss and gains	<u>2,494</u>	<u>-</u>	(<u>5,486</u>)	<u>-</u>
6000	Total operating expenses	(<u>386,033</u>)	(<u>7</u>)	(<u>320,574</u>)	(<u>7</u>)
6900	Profit from operations	<u>865,204</u>	<u>17</u>	<u>1,085,733</u>	<u>23</u>
	Non-operating income and expenses				
7100	Interest income (Notes 4 and 21)	16,084	-	5,970	-
7010	Other income (Notes 4 and 21)	12,025	-	9,033	-
7020	Other gains and losses (Notes 4 and 21)	230,508	5	(58,394)	(1)
7050	Finance costs (Notes 4, 21 and 29)	(3,277)	-	(559)	-
7060	Share of profit of subsidiaries and associates accounted for using equity method (Notes 4 and 10)	<u>14,635</u>	<u>-</u>	<u>10,964</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>269,975</u>	<u>5</u>	(<u>32,986</u>)	(<u>1</u>)

(Continued)

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Code		2022		2021	
		Amount	%	Amount	%
7900	Profit before income tax	\$ 1,135,179	22	\$ 1,052,747	22
7950	Income tax expense (Notes 4 and 22)	(204,856)	(4)	(194,762)	(4)
8200	Net income	<u>930,323</u>	<u>18</u>	<u>857,985</u>	<u>18</u>
	Other comprehensive income (loss) (Notes 4 and 19)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8341	Translation differences from functional currency to presentation currency	399,495	8	(82,474)	(2)
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(405,420)	(8)	85,018	2
8300	Other comprehensive income (net amount after tax)	(5,925)	-	2,544	-
8500	Total comprehensive income	<u>\$ 924,398</u>	<u>18</u>	<u>\$ 860,529</u>	<u>18</u>
	Earnings per share (Note 23)				
	From continuing operations				
9710	Basic earnings per share	<u>\$ 7.21</u>		<u>\$ 6.65</u>	
9810	Diluted earnings per share	<u>\$ 7.12</u>		<u>\$ 6.59</u>	

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

Chairman:
Chu-Liang, Cheng

General Manager:
Yen-Chiang, Tang

Head-Finance & Accounting:
Jui-Ping, Wang

GEM SERVICES, INC. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		Equity attributable to owners of the Company					Other equity	Total equity
		Common stock	Capital surplus	Retained earnings		Unappropriated earnings	Exchange differences on translation of foreign financial statements	
		Legal reserve	Special reserve					
A1	Balance as of January 1, 2021	\$ 1,290,474	\$ 624,536	\$ 318,216	\$ 209,559	\$ 1,612,227	(\$ 205,656)	\$ 3,849,356
	Distribution of 2020 earnings (Note 19)							
B1	Legal reserve	-	-	68,466	-	(68,466)	-	-
B3	Special reserve	-	-	-	(3,903)	3,903	-	-
B5	Cash dividends	-	-	-	-	(580,713)	-	(580,713)
		-	-	68,466	(3,903)	(645,276)	-	(580,713)
D1	Net income in 2021	-	-	-	-	857,985	-	857,985
D3	Other comprehensive income in 2021	-	-	-	-	-	2,544	2,544
D5	Total comprehensive income in 2021	-	-	-	-	857,985	2,544	860,529
Z1	Balance as of December 31, 2021	1,290,474	624,536	386,682	205,656	1,824,936	(203,112)	4,129,172
	Distribution of 2021 earnings (Note 19)							
B1	Legal reserve	-	-	85,799	-	(85,799)	-	-
B3	Special reserve	-	-	-	(2,544)	2,544	-	-
B5	Cash dividends	-	-	-	-	(709,761)	-	(709,761)
		-	-	85,799	(2,544)	(793,016)	-	(709,761)
D1	Net income in 2022	-	-	-	-	930,323	-	930,323
D3	Other comprehensive income in 2022	-	-	-	-	-	(5,925)	(5,925)
D5	Total comprehensive income in 2022	-	-	-	-	930,323	(5,925)	924,398
Z1	Balance as of December 31, 2022	\$ 1,290,474	\$ 624,536	\$ 472,481	\$ 203,112	\$ 1,962,243	(\$ 209,037)	\$ 4,343,809

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

Chairman: Chu-Liang, Cheng

General Manager: Yen-Chiang, Tang

Head-Finance & Accounting: Jui-Ping, Wang

GEM SERVICES, INC. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		2022	2021
	Cash flows from operating activities		
A10000	Profit before tax	\$ 1,135,179	\$ 1,052,747
A20010	Adjustments for:		
A20100	Depreciation expense	546,240	384,841
A20200	Amortization expense	2,545	2,290
A20300	(Reversal of) Expected credit impairment loss and gains	(2,494)	5,486
A20900	Finance costs	3,277	559
A21200	Interest income	(16,084)	(5,970)
A22300	Share of profit of subsidiaries and associates accounted for using equity method	(14,635)	(10,964)
A22500	Gains on disposal of property, plant and equipment	(2,846)	-
A23700	Loss on decline in market value and obsolete and slow-moving inventories	5,030	16,882
A24100	Foreign currency exchange (gain) or loss	(143,741)	28,241
A29900	Liability provisions	666	2,276
A29900	Profit from lease modification	(7)	-
A30000	Changes in operating assets and liabilities:		
A31125	Contract assets	38,314	(34,321)
A31150	Accounts receivable	132,351	(229,507)
A31160	Accounts receivable due from related parties	(734)	(701)
A31180	Other receivables	14,121	(20,069)
A31200	Inventories	88,214	(188,597)
A31230	Prepayments	121,960	(69,344)
A32125	Contract liabilities	2,481	(5,367)
A32150	Accounts payable	(142,507)	231,385
A32160	Accounts payable due to related parties	1,918	-
A32180	Other payables	51,429	57,131
A32200	Liability provisions	(666)	(2,276)
A32230	Other current liabilities	(1)	(3,996)
A33000	Net cash inflows generated from operating activities	1,820,010	1,210,726
A33100	Interest received	14,868	6,484
A33300	Interest paid	(3,277)	(559)
A33500	Income taxes paid	(243,264)	(168,421)
AAAA	Net cash generated from operating activities	<u>1,588,337</u>	<u>1,048,230</u>

(Continued)

(Continued from previous page)

Code		2022	2021
	Cash flows from investing activities		
B02700	Acquisition of property, plant and equipment	(\$ 457,850)	(\$ 686,446)
B02800	Proceeds from disposal of property, plant and equipment	12,302	-
B03700	Increase in refundable deposits	(355)	(933)
B03800	Decrease in refundable deposits	369	1,405
B04400	Decrease in other receivables due from related parties	68	45
B04500	Acquisition of intangible assets	(578)	(1,443)
B07100	Increase in prepayments for equipment	(399,142)	(492,287)
B07600	Dividends received	<u>3,398</u>	<u>3,376</u>
BBBB	Net cash used in investing activities	<u>(841,788)</u>	<u>(1,176,283)</u>
	Cash flows from financing activities		
C03000	Increase in guarantee deposits received	178,352	545,630
C03100	Decrease in guarantee deposits received	(89)	(1,172)
C04020	Repayment of the principal portion of lease liabilities	(31,267)	(30,757)
C04500	Cash dividends	<u>(709,701)</u>	<u>(580,668)</u>
CCCC	Net cash used in financing activities	<u>(562,705)</u>	<u>(66,967)</u>
DDDD	Effect of exchange rate changes on cash and equivalents	<u>137,144</u>	<u>(29,405)</u>
EEEE	Net increase (decrease) in cash and cash equivalents	320,988	(224,425)
E00100	Cash and cash equivalents at beginning of year	<u>1,652,649</u>	<u>1,877,074</u>
E00200	Cash and cash equivalents at end of year	<u>\$ 1,973,637</u>	<u>\$ 1,652,649</u>

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

Chairman:
Chu-Liang, Cheng

General Manager:
Yen-Chiang, Tang

Head-Finance & Accounting:
Jui-Ping, Wang

Attachment IV

GEM Services, Inc.

Rules of Procedure for Board of Directors Meetings

- Article 1. To establish a strong governance system and sound supervisory capabilities for GEM's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
- Article 2. With respect to the board of directors meetings, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.
- Article 3. The board of directors shall meet at least quarterly.
A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients. All matters set forth under Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.
- Article 4. The designated unit responsible for the board meetings of this Corporation shall be Board Secretariat.
The agenda working group shall prepare agenda items for board of directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.
A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 5. When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.
Directors shall attend board meetings in person. A director unable to attend in

person may appoint another director to attend the meeting in his or her place in accordance with GEM's articles of incorporation. Attendance by videoconference will be deemed attendance in person.

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

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

Article 6. A board of directors meeting shall be held at the location and during the business hours of GEM, or at a place and time convenient to all directors and suitable for holding such a meeting.

Article 7. Where a meeting of the board of directors is called by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Article 8. When a board meeting is held, the management (or the designated unit responsible for the board meetings) shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by GEM may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

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

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

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

Article 9. Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

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

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

Article 10. Agenda items for regular board meetings of GEM shall include at least the following:

1. Matters to be reported:
 - (I.) Minutes of the last meeting and action taken.
 - (II.) Important financial and business matters.
 - (III.) Internal audit activities.
 - (IV.) Other important matters to be reported.
2. Matters for discussion:

- (I.) Items for continued discussion from the last meeting.
- (II.) Items for discussion at this meeting.

3. Extraordinary motions.

Article 11. A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting. The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting. At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply *mutatis mutandis*.

Article 12. GEM shall submit the following items for discussion by the board of directors:

1. Corporate business plan.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.

8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)

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

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 13. When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

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

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

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

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

Article 14. Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

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

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

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

Article 15. If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important

aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of GEM, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, paragraph 2 of the Company Act, as applied *mutatis mutandis* under Article 206, paragraph 4 of that Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 16. Minutes shall be prepared of the discussions at board of directors meetings.

The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 4.

8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.

9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. Any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of GEM.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of GEM.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17. With the exception of matters required to be discussed at a board meeting under Article 12, paragraph 1, when the board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or GEM's articles of incorporation, the levels of such delegation and the content or matters it covers shall be definite and specific.

Article 18. The provisions of Article 2, Article 3, paragraph 2, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 apply, mutatis mutandis, to GEM's meetings of

the board of managing directors, provided that when meetings of the board of managing directors are held at regular intervals of 7 days or less, notices of such meetings may be given to each managing director before 2 days before the meeting.

Article 19. These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules.

Attachment V

GEM Service, Inc.
Comparison Table for GEM's "Articles of Incorporation"

Before revision	After revision	Reasons
(as adopted by a Special Resolution dated on <u>June 27, 2022</u>)	(as adopted by a Special Resolution dated on <u>May 31, 2023</u>)	GEM intends to pass the new articles of association at the 2023 annual general meeting of shareholders, so the date of this amendment to the articles of association is May 31, 2023.
1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: "Electronic Transactions Act" means the Electronic Transactions Act (Revised) of the Cayman Islands.	1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: "Electronic Transactions Act" means the Electronic Transactions Act (<u>As</u> Revised) of the Cayman Islands. <u>"Mainland Area" means the territory of the R.O.C. outside the Taiwan Area.</u> <u>"Mainland Area Investors" means the investors of the Mainland Area, as defined under the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.</u> <u>"Taiwan Area" means Taiwan, Penghu, Kinmen, Matsu, and any other area under the effective control of the R.O.C. government.</u>	In order to conform to the needs of amendments to related laws.
16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided	16.4 The general meetings shall be held at such time and place as the Directors shall appoint, <u>or by</u>	In order to conform to the needs of amendments to related laws.

Before revision	After revision	Reasons
<p>that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in R.O.C. For general meetings to be held outside R.O.C., the Company shall apply to the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside R.O.C., the Company shall engage a professional securities agent in R.O.C. to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).</p>	<p><u>video conference or in any manner prescribed by the Applicable Public Company Rules. Unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be physically held in R.O.C. For general meetings to be physically held outside R.O.C., the Company shall apply to the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside R.O.C., the Company shall engage a professional securities agent in R.O.C. to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). Where a general meeting is held through video conference, the conditions, operating procedures and other matters for compliance with respect to the video conference shall be in accordance with the regulations of the Applicable Public Company Rules. Participation by a shareholder through video conference in a general meeting is treated as presence in person at that meeting.</u></p>	
<p>17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a</p>	<p>17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, before the Company has acquired public company status, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.</p>	<p>notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, <u>the manner in which the meeting shall be convened</u>, the general nature of the business <u>and other relevant matters</u> and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, before the Company has acquired public company status, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.</p>	
<p>17.3 The Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such</p>	<p>17.3 The Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System.</p>	<p>information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any <u>annual</u> general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or the total shareholding of foreign investors and the Mainland Area Investors reaches 30% or more as recorded in the Register of Members of the general meeting held in the immediately preceding year, transmission of these electronic documents shall be made by at least thirty days before the annual general meeting.</u></p>	
<p>19.6 Upon convening a general meeting of the Members, the Company shall include voting by way of an electronic transmission as one of the</p>	<p>19.6 Upon convening a general meeting of the Members, the Company shall include voting by way of an electronic transmission as one of the</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>methods of exercising voting power as well as voting by written ballot. If a general meeting is to be held outside of R.O.C., the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at</p>	<p>methods of exercising voting power as well as voting by written ballot. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or</p>	

Before revision	After revision	Reasons
<p>the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.</p>	<p>amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.</p>	
<p>22.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has forfeited his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price: (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others; (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such</p>	<p>22.1 <u>Subject to the Statute,</u> in the event any of the following resolutions is adopted at a general meeting, any Member who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has <u>casted a veto or forfeited</u> his/her/its voting right during the general meeting may request the Company to buy back all of his/her/its Shares at the then prevailing fair price: (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others; (b) The Company transfers the whole or a material part of its business or assets, provided</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>transfer is pursuant to the dissolution of the Company;</p> <p>(c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company’s business operations;</p> <p>(d) Spin-Off (other than a Short-form Spin-off);</p> <p>(e) Merger (other than a Short-form Merger);</p> <p>(f) Acquisition; or</p> <p>(g) Share Exchange (other than a Short-form Share Exchange).</p>	<p>that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;</p> <p>(c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company’s business operations;</p> <p>(d) Spin-Off (other than a Short-form Spin-off);</p> <p>(e) Merger (other than a Short-form Merger);</p> <p>(f) Acquisition; or</p> <p>(g) Share Exchange (other than a Short-form Share Exchange).</p> <p><u>The voting right of the Member who has forfeited pursuant to this Article shall not be counted in the number of votes of Members present at the general meeting.</u></p>	
<p>25.1</p> <p>There shall be a board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new</p>	<p>25.1</p> <p>There shall be a board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>Director elected at the general meeting shall fill the vacancy for the residual term of office.</p>	<p>Director elected at the general meeting shall fill the vacancy for the residual term of office. <u>There shall be no less than a majority of the members of the board of Directors domiciled in the R.O.C. Where a corporate Member is elected as a Director, the domicile requirement shall apply to its beneficial owner.</u></p>	
<p>25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.</p>	<p>25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>two</u> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.</p>	<p>In order to conform to the needs of amendments to related laws.</p>
<p>30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors, shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any relatives within the second degree of kinship with a Director, or company(s) which has controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of</p>	<p>30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors, shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any relatives within the second degree of kinship with a Director, or company(s) which has controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of</p>	<p>In order to conform to the needs of amendments to related laws.</p>

Before revision	After revision	Reasons
<p>another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution.</p>	<p>another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution. <u>The Company shall specify the material content of the director's personal interest and the reason(s) for the approval or objection to the proposed resolution in the meeting notice of the general meeting and the content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.</u></p>	

Attachment VI

GEM Service, Inc.
Comparison Table for GEM's "Rules of Procedure for Shareholders Meetings"

After revision	Before revision	Reasons
<p>3. Unless otherwise provided by law or regulation, GEM's shareholders meetings shall be convened by the Board of Directors ("BOD").</p> <p><u>Changes to how GEM convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>GEM shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload <u>them</u> to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. GEM shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload <u>them</u> to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, GEM has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In additions, before 15 days</p>	<p>3. Unless otherwise provided by law or regulation, GEM's shareholders meetings shall be convened by the Board of Directors ("BOD").</p> <p>GEM shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. GEM shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In additions, before 15 days before the date of the shareholders meeting, GEM shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at GEM and the professional shareholder services agent designated thereby and distributed on site at the shareholders meeting.</p> <p>(the rest omitted)</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>before the date of the shareholders meeting, GEM shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at GEM and the professional shareholder services agent designated thereby.</p> <p><u>GEM shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <p><u>(1.) _____ For physical shareholders meetings, to be distributed on-site at the meeting.</u></p> <p><u>(2.) _____ For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>(3.) _____ For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></p> <p>(the rest omitted)</p>		
<p>4. (the rest omitted)</p> <p>After a proxy form has been delivered to GEM, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to GEM before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to GEM, a shareholder wishes to attend the shareholders meeting</u></p>	<p>4. (the rest omitted)</p> <p>After a proxy form has been delivered to GEM, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to GEM before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p><u>online, a written notice of proxy cancellation shall be submitted to GEM two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>		
<p>5. The venue for a shareholders meeting shall be the premises of GEM, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><u>The restrictions on the place of the meeting shall not apply when GEM convenes a virtual-only shareholders meeting.</u></p>	<p>5. The venue for a shareholders meeting shall be the premises of GEM, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<p>In order to conform to the needs of amendments to related laws</p>
<p>6. GEM shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</p> <p>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders</u></p>	<p>6. GEM shall specify in its shareholders meeting notices the time during which attendance registrations for shareholder will be accepted, the place to register for attendance, and other matters for attention.</p> <p>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.</p> <p>Shareholders, solicitors and proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. GEM may not arbitrarily add</p>	<p>In order to conform to the needs of amendments to related laws</p>

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

After revision	Before revision	Reasons
<p>6.1 <u>To convene a virtual shareholders meeting, GEM shall include the follow particulars in the shareholders meeting notice:</u> <u>(1.) How shareholders attend the virtual meeting and exercise their rights.</u> <u>(2.) Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <u>(a.) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u> <u>(b.) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> <u>(c.) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>(d.) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u> <u>(3.) To convene a virtual-only shareholders</u></p>		<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p><u>meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>		
<p>8. (the rest omitted)</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, GEM shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by GEM, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by GEM during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, GEM is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	<p>8. (the rest omitted)</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>In order to conform to the needs of amendments to related laws</p>
<p>9. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform,</u> plus the number of shares whose voting rights are exercised by correspondence or</p>	<p>9. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, GEM shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; All shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to GEM in accordance with Article 6.</u></p> <p>(the rest omitted)</p>	<p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.</p> <p>(the rest omitted)</p>	
<p>11. (the rest omitted)</p>	<p>11. (the rest omitted)</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>	<p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	
<p>13. (the rest omitted)</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to GEM, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting,</p>	<p>13. (the rest omitted)</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to GEM, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting,</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>(the rest omitted) Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the number of votes, shall be announced on-site at the meeting, and a record made of the vote.</p> <p>When GEM convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</p> <p>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</p> <p>When GEM convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</p> <p>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the</p>	<p>the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>(the rest omitted) Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the number of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	

After revision	Before revision	Reasons
<p>shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</p>		
<p>15. (the rest omitted)</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of GEM.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, GEM shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>	<p>15. (the rest omitted)</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of GEM.</p>	<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>16. On the day of a shareholders meeting, GEM shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, GEM shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During GEM's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p><u>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, GEM shall upload the content of such resolution to the MOPS within the prescribed time period.</u></p>	<p>16. On the day of a shareholders meeting, GEM shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.</p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, GEM shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>In order to conform to the needs of amendments to related laws</p>
<p>19. <u>In the event of a virtual shareholders meeting, GEM shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p>20. <u>When GEM convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>		<p>In order to conform to the needs of amendments to related laws</p>
<p>21. <u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights</u></p>		<p>In order to conform to the needs of amendments to related laws</p>

After revision	Before revision	Reasons
<p><u>represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.</u></p> <p><u>When GEM convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the first paragraph, GEM shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p>		

After revision	Before revision	Reasons
<p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, GEM shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.</u></p>		
<p><u>22. When convening a virtual-only shareholders meeting, GEM shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>		<p>In order to conform to the needs of amendments to related laws</p>
<p><u>23.</u> These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.</p>	<p><u>19.</u> These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.</p>	<p>Change article number</p>