



## MINUTES OF THE 2024 ANNUAL GENERAL MEETING

Time of meeting: May 27, 2024 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: 81,518,285 shares

Percentage of shares present at the meeting: 63.16%

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)

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 2023 employees’ profit sharing and directors’ compensation (see Handbook for the 2024 Annual Meeting)
- II. Reported the business of 2023 (see Attachment I)
- III. Audit Committee’s review report (see Attachment II)
- IV. Reported 2023 earnings distribution (see Handbook for the 2024 Annual Meeting)
- V. Amendment to the “Rules of Procedure for Board of Directors Meetings” (see Attachment IV)

### 3. Resolutions

#### I. To accept 2023 Business Report and Financial Statements

(Proposed by the Board of Directors)

##### Explanatory Notes:

1. GEM’s 2023 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. 2023 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: 81,518,285

Voting Results
Votes in favor: 80,536,836
Votes against: 146,786
Abstained/ non-voting: 834,663

**Resolution:** With 98.79% of the eligible shares voting for this proposal, this motion is approved as proposed.

## II. To accept the Proposal for Distribution of 2023 Profits

(Proposed by the Board of Directors)

**Explanatory Notes:**

1. GEM's 2023 net income was NT\$566,093,606 (please see below for the 2023 Earnings Distribution Table).

GEM Services, Inc.  
Earnings Distribution Table  
Year 2023

(Unit: NTDS\$)

Items	Total
Beginning retained earnings	1,153,526,145
Net income of 2023	566,093,606
Legal reserve appropriation (10%)	( 56,609,361 )
Special reserve appropriation	( 44,873,137 )
Retained earnings available for distribution	1,618,137,253
Appropriation:	
Cash dividends (\$ 3.5)	( 451,665,844 )
Unappropriated Retained Earnings	1,166,471,409

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 81,518,285

Voting Results
Votes in favor: 80,538,231
Votes against: 145,391
Abstained/ non-voting: 834,663

**Resolution:** With 98.79% of the eligible shares voting for this proposal, this motion is approved as proposed.

## 4. Discussion and Election Items

### I. Proposal to elect new directors

(Proposed by the Board of Directors)

**Explanatory Notes:**

1. Whereas the term of office of 5th Board of Directors will be ended on July 20, 2024. Pursuant to Article 199-1 of Company Act, where all directors of the Company are re-elected prior to the expiration of the term of office of 5th Board of Directors, the term of office of 5th Board of Directors will be deemed discharged in advance.
2. Pursuant to Articles of Incorporation of the Company, the Board of Directors shall consist of 5 to 9 directors (including independent directors). Each of whom shall have a term of office of three years, there shall be at least 3 independent directors among the aforesaid directors. It is proposed to propose the re-election of 9 directors at the general meeting of shareholders, 4 of whom are independent directors, and the term of office of the new directors after the re-election will be from May 27, 2024 to May 26, 2027.
3. Candidate nomination systems is applicable to the current election of directors and independent directors and the shareholders shall elect from the lists of candidates. Independent directors and directors shall be elected together, and the number of elected directors shall be counted separately.
4. Please refer to Attachment V of this manual for the list of candidates for directors and independent directors.

**Resolution:**

No.	Title	Name	Votes Obtained
1	Director	Chu-Liang, Cheng	115,432,382
2	Director	Wen-Hsing, Huang	77,969,512
3	Director	Elite Advanced Laser Corporation Legal representative: Tien-Tseng, Sung	77,689,245
4	Director	Tay-Jen, Chen	77,445,720
5	Director	Wei-Chung, Pan	74,545,286
6	Independent Director	Shu, Yeh	75,896,116
7	Independent Director	Chun-Chi, Yang	75,219,686
8	Independent Director	Wen-Chen, Huang	74,484,769
9	Independent Director	Chi-Yu, Yang	74,293,539

**II. Proposal to release the non-competition restrictions on new directors**

(Proposed by the Board of Directors)

**Explanatory Notes:**

1. Pursuant to Article 209 of Company Act, Directors conducting business for himself or on behalf of others that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such business and acquire its approval. Therefore, it is proposed, pursuant to without prejudice to the interests of the Company or in serious violation of applicable law, to the Shareholders' Meeting to agree to release the non-competition restrictions on new directors. The non-competition content is supplemented on the spot before discussing.

There are no shareholder questions at the general meeting.

Voting Results:

Shares represented at the time of voting: 81,518,285

Voting Results
Votes in favor: 77,099,231
Votes against: 3,545,242
Abstained/ non-voting: 873,812

**Resolution:** With 94.57% of the eligible shares voting for this proposal, this motion is approved as proposed.

**5. Motions: None**

**6. Adjournment: The meeting adjourned at 9:30 am**



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Chu-Liang Cheng  
Chairman



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Pei-Yun, Hsieh  
Meeting Secretary

## **Attachment I**

### **GEM Services, Inc.**

#### **Consolidated Business Report 2023**

Dear Shareholders:

The semiconductor industry not yet recovered due to the macro-economic environment and the consumer market in 2023. Therefore, as clients' inventory levels were still high and the forecast for orders placed was adjusted downward, the Company's operating revenue was in decline. However, 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 2023 annual operation and future business plan is as follows:

**I. 2023 annual operation results:**

**(I) Implementation of the business plan:**

The 2023 consolidated revenue of the Company was NT\$4,418,989 thousand and the consolidated net profit after tax was NT\$566,094 thousand with a earnings per share of NT\$4.39 and a net asset value per share of NT\$32.20. 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 2023.

**(II) Budget execution status:**

The 2023 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 32% of its consolidated assets and the consolidated current ratio was 205% 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 2024 business plan:

(I) Business strategy:

1. Looking at the big picture and having insights into the needs of the industry, applications, and clients, and formulating a business plan in advance.
2. Continuously enhancing our research and development capabilities to respond to the needs for new products, new markets, and new business activities.
3. Flexibly and quickly responding to changes and needs inside and outside the organization.
1. Taking responsibility and meeting clients' needs.

(II) Expected sales and basis of estimation:

The Company forecast the sales plan for 2024 based on the sales in 2023 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 volume and performance of electronic components have been continuously improved, product lifetime shorter, supply chain competition increasingly fierce, and the requirements of laws and regulations on products and factories increasing. In response, the Company has striven to increase product applications, develop potential clients, expand product series, control investment risks, continue to pay attention to changes in the supply chain caused by geopolitical factors, and take countermeasures. Internally, we work to identify potential risks and formulate countermeasures through constant review of business and an internal control mechanism to reduce operational risks based on the industry environment and business conditions.

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.

May I wish you all

Good health and good luck

Chairman:  
Chu-Liang, Cheng

General Manager:  
Yen-Chiang, Tang

Head-Finance &  
Accounting: Jui-Ping, Wang

**Attachment II**

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

March 12, 2024

The Board of Directors of GEM Services, Inc. (GEM) has prepared the GEM's 2023 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

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, 2023 and 2022, 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, 2023 and 2022, 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, 2023. 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, 2023 are stated as follows:

The veracity of the sales revenue of specific customers

The GEM Group's consolidated operating revenue for the year ended December 31, 2023 was NT\$4,418,989 thousand, a decrease by about 15% compared with the year ended December 31, 2022. The total revenue of the customers with significant sales volume and continuous growth in sales accounted for about 30% 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 continuous growth in sales in 2023 and included it in the key audit matters of the consolidated financial statements for the year ended December 31, 2023. 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:

1. 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.
2. We obtain the list of the above-mentioned customers in 2023, and evaluate whether their relevant background, transaction amount, credit line and company size are reasonable.
3. We select samples from the above-mentioned customer sales details, examine the sales slips, customs declarations, bills of lading, sales invoices, payment collections, and major sales returns after the balance sheet date 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 GEM 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:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the GEM Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the 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.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient 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 2023 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 12, 2024

GEM SERVICES, INC. AND ITS SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2023		December 31, 2022 (After restatement)	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 1,731,493	28	\$ 1,973,637	29
1140	Current contract assets (Notes 4, 5 and 20)	116,493	2	90,632	1
1170	Accounts receivable (Notes 4, 5, 7 and 20)	780,906	13	823,024	12
1180	Accounts receivable due from related parties (Notes 4, 5, 20 and 28)	9,885	-	9,583	-
1200	Other receivables (Notes 4, 5 and 7)	108,801	2	148,357	2
1210	Other receivables due from related parties (Notes 4, 5 and 28)	45	-	43	-
1220	Current tax assets (Notes 4 and 22)	2,055	-	10,082	-
130X	Inventories (Notes 4 and 8)	172,243	3	200,519	3
1410	Prepayments (Note 15)	28,021	-	23,353	-
11XX	Total current assets	<u>2,949,942</u>	<u>48</u>	<u>3,279,230</u>	<u>47</u>
	Non-current assets				
1550	Investments accounted for using equity method (Notes 4 and 10)	116,704	2	101,489	1
1600	Property, plant and equipment (Notes 4, 11 and 24)	2,883,166	47	2,914,089	42
1755	Right-of-use assets (Notes 4 and 12)	72,997	1	106,165	2
1760	Investment property (Notes 4 and 13)	48,811	1	57,214	1
1780	Other intangible assets (Notes 4 and 14)	3,634	-	1,827	-
1840	Deferred tax assets (Notes 3, 4 and 22)	42,628	1	55,265	1
1990	Other non-current assets (Notes 4, 15 and 28)	29,097	-	415,496	6
15XX	Total non-current assets	<u>3,197,037</u>	<u>52</u>	<u>3,651,545</u>	<u>53</u>
1XXX	Total assets	<u>\$ 6,146,979</u>	<u>100</u>	<u>\$ 6,930,775</u>	<u>100</u>
	Liabilities and equity				
	Current liabilities				
2130	Current contract liabilities (Notes 4, 20 and 28)	\$ 27,248	-	\$ 11,679	-
2170	Accounts payable	592,455	10	678,568	10
2180	Accounts payable due to related parties (Note 28)	-	-	1,907	-
2200	Other payables (Notes 16 and 25)	594,417	10	997,311	14
2230	Current tax liabilities (Notes 4 and 22)	7,876	-	96,994	1
2250	Current provisions (Notes 4 and 17)	30,000	-	30,000	1
2281	Current lease liabilities (Notes 4 and 12)	30,832	-	30,947	1
2300	Other current liabilities (Notes 16 and 25)	158,251	3	143,607	2
21XX	Total current liabilities	<u>1,441,079</u>	<u>23</u>	<u>1,991,013</u>	<u>29</u>
	Non-current liabilities				
2570	Deferred tax liabilities (Notes 3, 4 and 22)	14,897	-	18,977	-
2581	Non-current lease liabilities (Notes 4 and 12)	5,481	-	36,935	-
2670	Other non-current liabilities (Notes 16, 25 and 28)	530,253	9	540,041	8
25XX	Total non-current liabilities	<u>550,631</u>	<u>9</u>	<u>595,953</u>	<u>8</u>
2XXX	Total liabilities	<u>1,991,710</u>	<u>32</u>	<u>2,586,966</u>	<u>37</u>
	Equity attributable to owners of the Company (Notes 4 and 19)				
	Share capital				
3110	Common stock	1,290,474	21	1,290,474	19
3200	Capital surplus	624,536	10	624,536	9
	Retained earnings				
3310	Legal reserve	565,513	9	472,481	7
3320	Special reserve	209,037	4	203,112	3
3350	Unappropriated earnings	1,719,619	28	1,962,243	28
3300	Total retained earnings	2,494,169	41	2,637,836	38
3400	Other equity	( 253,910 )	( 4 )	( 209,037 )	( 3 )
3XXX	Total equity	<u>4,155,269</u>	<u>68</u>	<u>4,343,809</u>	<u>63</u>
	Total liabilities and equity	<u>\$ 6,146,979</u>	<u>100</u>	<u>\$ 6,930,775</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, 2023 AND 2022

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

Code		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 20 and 28)	\$ 4,418,989	100	\$ 5,221,467	100
5000	Operating costs (Notes 8, 21, 24 and 28)	( <u>3,466,447</u> )	( <u>78</u> )	( <u>3,970,230</u> )	( <u>76</u> )
5900	Gross profit from operations	<u>952,542</u>	<u>22</u>	<u>1,251,237</u>	<u>24</u>
	Operating expenses (Notes 4, 7, 20, 21, 24 and 28)				
6100	Selling expenses	( 19,979 )	( 1 )	( 17,980 )	-
6200	Administrative expenses	( 263,987 )	( 6 )	( 317,798 )	( 6 )
6300	Research and development expenses	( 47,786 )	( 1 )	( 52,749 )	( 1 )
6450	Gain on reversal of expected credit impairment	<u>2,067</u>	<u>-</u>	<u>2,494</u>	<u>-</u>
6000	Total operating expenses	( <u>329,685</u> )	( <u>8</u> )	( <u>386,033</u> )	( <u>7</u> )
6900	Net operating income	<u>622,857</u>	<u>14</u>	<u>865,204</u>	<u>17</u>
	Non-operating income and expenses				
7100	Interest income (Notes 4 and 21)	40,839	1	16,084	-
7010	Other income (Notes 4 and 21)	19,245	-	12,025	-
7020	Other gains and losses (Notes 4 and 21)	12,020	-	230,508	5
7050	Finance costs (Notes 4, 21 and 28)	( 2,108 )	-	( 3,277 )	-
7060	Share of profit of subsidiaries and associates accounted for using equity method (Notes 4 and 10)	<u>21,650</u>	<u>1</u>	<u>14,635</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>91,646</u>	<u>2</u>	<u>269,975</u>	<u>5</u>

(Continued)

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Code		2023		2022	
		Amount	%	Amount	%
7900	Profit before income tax	\$ 714,503	16	\$ 1,135,179	22
7950	Income tax expense (Notes 4 and 22)	( 148,409 )	( 3 )	( 204,856 )	( 4 )
8200	Net income	<u>566,094</u>	<u>13</u>	<u>930,323</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	( 30,102 )	( 1 )	399,495	8
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	( 14,771 )	-	( 405,420 )	( 8 )
8300	Other comprehensive income (net amount after tax)	( 44,873 )	( 1 )	( 5,925 )	-
8500	Total comprehensive income	<u>\$ 521,221</u>	<u>12</u>	<u>\$ 924,398</u>	<u>18</u>
	Earnings per share (Note 23)				
	From continuing operations				
9710	Basic earnings per share	<u>\$ 4.39</u>		<u>\$ 7.21</u>	
9810	Diluted earnings per share	<u>\$ 4.34</u>		<u>\$ 7.12</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, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

		Equity attributable to owners of the Company					Other equity Exchange differences on translation of foreign financial statements	Total equity
Code		Share capital	Retained earnings			Unappropriated earnings		
		Common stock	Capital surplus	Legal reserve	Special reserve			
A1	Balance as of January 1, 2022	<u>\$ 1,290,474</u>	<u>\$ 624,536</u>	<u>\$ 386,682</u>	<u>\$ 205,656</u>	<u>\$ 1,824,936</u>	<u>( \$ 203,112 )</u>	<u>\$ 4,129,172</u>
	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 )
		<u>-</u>	<u>-</u>	<u>85,799</u>	<u>( 2,544 )</u>	<u>( 793,016 )</u>	<u>-</u>	<u>( 709,761 )</u>
D1	Net income in 2022	-	-	-	-	930,323	-	930,323
D3	Other comprehensive income in 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 5,925 )</u>	<u>( 5,925 )</u>
D5	Total comprehensive income in 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>930,323</u>	<u>( 5,925 )</u>	<u>924,398</u>
Z1	Balance as of December 31, 2022	<u>1,290,474</u>	<u>624,536</u>	<u>472,481</u>	<u>203,112</u>	<u>1,962,243</u>	<u>( 209,037 )</u>	<u>4,343,809</u>
	Distribution of 2022 earnings (Note 19)							
B1	Legal reserve	-	-	93,032	-	( 93,032 )	-	-
B3	Special reserve	-	-	-	5,925	( 5,925 )	-	-
B5	Cash dividends	-	-	-	-	( 709,761 )	-	( 709,761 )
		<u>-</u>	<u>-</u>	<u>93,032</u>	<u>5,925</u>	<u>( 808,718 )</u>	<u>-</u>	<u>( 709,761 )</u>
D1	Net income in 2023	-	-	-	-	566,094	-	566,094
D3	Other comprehensive income in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>( 44,873 )</u>	<u>( 44,873 )</u>
D5	Total comprehensive income in 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>566,094</u>	<u>( 44,873 )</u>	<u>521,221</u>
Z1	Balance as of December 31, 2023	<u>\$ 1,290,474</u>	<u>\$ 624,536</u>	<u>\$ 565,513</u>	<u>\$ 209,037</u>	<u>\$ 1,719,619</u>	<u>( \$ 253,910 )</u>	<u>\$ 4,155,269</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 CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

Code		2023	2022
	Cash flows from operating activities		
A10000	Profit before tax	\$ 714,503	\$ 1,135,179
A20010	Adjustments for:		
A20100	Depreciation expense	645,515	546,240
A20200	Amortization expense	1,355	2,545
A20300	Gain on reversal of expected credit impairment	( 2,067 )	( 2,494 )
A20900	Finance costs	2,108	3,277
A21200	Interest income	( 40,839 )	( 16,084 )
A22300	Share of (profit) loss of subsidiaries and associates accounted for using equity method	( 21,650 )	( 14,635 )
A22500	Losses (gains) on disposal of property, plant and equipment	239	( 2,846 )
A23700	Loss on decline in market value and obsolete and slow-moving inventories	173	5,030
A24100	Foreign currency exchange (gain) loss	7,551	( 143,741 )
A29900	Liability provisions	1,570	666
A29900	Profit from lease modification	( 1 )	( 7 )
A30000	Changes in operating assets and liabilities		
A31125	Contract assets	( 26,186 )	38,314
A31150	Accounts receivable	( 28,013 )	132,351
A31160	Accounts receivable due from related parties	( 473 )	( 734 )
A31180	Other receivables	41,833	14,121
A31200	Inventories	25,236	88,214
A31230	Prepayments	( 5,160 )	121,960
A32125	Contract liabilities	15,636	2,481
A32150	Accounts payable	( 81,820 )	( 142,507 )
A32160	Accounts payable due to related parties	( 1,914 )	1,918
A32180	Other payables	( 39,677 )	51,429
A32200	Liability provisions	( 1,570 )	( 666 )
A32230	Other current liabilities	<u>2</u>	<u>( 1 )</u>
A33000	Net cash inflows generated from operating activities	1,206,351	1,820,010
A33100	Interest received	39,172	14,868
A33300	Interest paid	( 2,108 )	( 3,277 )
A33500	Income taxes paid	<u>( 221,270 )</u>	<u>( 243,264 )</u>
AAAA	Net cash generated from operating activities	<u>1,022,145</u>	<u>1,588,337</u>

(Continued)

(Continued from previous page)

Code		2023	2022
	Cash flows from investing activities		
B02700	Acquisition of property, plant and equipment	(\$ 557,823)	(\$ 457,850)
B02800	Proceeds from disposal of property, plant and equipment	761	12,302
B03700	Increase in refundable deposits	( 885)	( 355)
B03800	Decrease in refundable deposits	15	369
B04300	Increase in other receivables due from related parties	( 2)	-
B04400	Decrease in other receivables due from related parties	-	68
B04500	Acquisition of intangible assets	( 3,231)	( 578)
B07100	Increase in prepayments for equipment	( 15,438)	( 399,142)
B07600	Dividends received	<u>4,387</u>	<u>3,398</u>
BBBB	Net cash used in investing activities	( <u>572,216</u> )	( <u>841,788</u> )
	Cash flows from financing activities		
C03000	Increase in guarantee deposits received	61,445	178,352
C03100	Decrease in guarantee deposits received	-	( 89)
C04020	Repayment of the principal portion of lease liabilities	( 31,096)	( 31,267)
C04500	Cash dividends	( <u>709,801</u> )	( <u>709,701</u> )
CCCC	Net cash used in financing activities	( <u>679,452</u> )	( <u>562,705</u> )
DDDD	Effect of exchange rate changes on cash and equivalents	( <u>12,621</u> )	<u>137,144</u>
EEEE	Net (decrease) increase in cash and cash equivalents	( 242,144)	320,988
E00100	Opening balance of cash and cash equivalents	<u>1,973,637</u>	<u>1,652,649</u>
E00200	Ending balance of cash and cash equivalents	<u>\$ 1,731,493</u>	<u>\$ 1,973,637</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 on that day, 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*.

If, at any time during the proceeding of a board meeting, the chairperson is unable to preside over the meeting for any reason or does not adjourn the meeting in accordance with paragraph 2, the election of his or her proxy shall be in accordance with the procedures in Article 7, paragraph 3.

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.**  
**List of Candidates for Directors (including Independent Directors)**

Category	Name	Shareholding (Shares)	Education	Experience	Current Posts
Director	Chu-Liang, Cheng	207,000	Ph.D., Electrical Engineering, Rutgers University, USA	AT&T Bell Lab/ Researcher Fiber Optic Communication Company PCO/ Director LITE-ON Technology/ Deputy General Manager	Chairman of the Company Elite Advanced Laser Corporation/ Chairman and CSO Mitsubishi Electric GEM Power Device (Hefei) Company Limited/ Director Centra Photonics Inc./ Chairman
Director	Wen-Hsing, Huang	264,000	BA., Electrical Engineering, Chung Yuan Christian University, Taiwan	Fore Shot Industrial Corporation/ Deputy General Manager LITE-ON Technology/ Director	Vice Chairman of the Company Elite Advanced Laser Corporation/ Vice Chairman Fore Shot Industrial Corporation/ Director
Director	Tay-Jen, Chen	240,990	Shih Chien University	QC, Consolidate Graphics Inc. CA, USA	Director of the Company Elite Advanced Laser Corporation/ Director Modern Women's Foundation/ Director
Director	Wei-Chung, Pan	0	Ph.D., Social Psychology, California School of Professional Psychology, GSPP	SINO-INDO Company Ltd./ Chairman	Director of the Company SINO-INDO Company Ltd./ Director
Director	Elite Advanced Laser Corporation Representative of juristic person:	65,809,451	MBA, Atlanta International University	Vice President of the Company Sea & Land Integrated Corp./ President CO-TECH Development Corp./	Elite Advanced Laser Corporation/ General Manager Director of the Company (Juristic person)

Category	Name	Shareholding (Shares)	Education	Experience	Current Posts
	Tien-Tseng, Sung			Vice President GVC/ Assistant Vice President	
Independent Director	Shu, Yeh	0	Ph.D., Accounting, University of California, Los Angeles	Chunghwa Telecom Co., Ltd./ CFO & SEVP Chunghwa Telecom Co., Ltd./ Independent Director AP Memory Technology Corporation/ Independent Director, Remuneration and Auditing Committee Lungyen Life Service Corporation/ Independent Director, Remuneration and Auditing Committee	Professor of Department of Accounting, National Taiwan University Independent Director, Remuneration and Auditing Committee of the Company Powerchip Semiconductor Manufacturing Corporation/ Independent Director and Audit Committee
Independent Director	Wen Chen, Huang	0	BA., Department of Industrial Management Science of the National Cheng Kung University School of Management MBA, NCCU MBA Program	China Development Financial Holding Corp/ Assistant Manager CDIB & Partners Investment Holding Corporation/ Senior Manager The CID Group Ltd./ Vice President Elite Advanced Laser Corporation/ Director	ALPHA Optical Co., Ltd./ Director Independent Director, Remuneration and Auditing Committee of the Company
Independent Director	Chun-Chi, Yang	0	Ph D. Graduate Institute of Business Administration, National Taiwan University	Dean of Office of International Education, Fu Jen Catholic University Chair of Department of Business Administration, Fu Jen Catholic University Elite Advanced Laser	Professor of Department of Business Administration, Fu Jen Catholic University Director of Center for Sustainable Development and Management, Fu Jen Catholic University

Category	Name	Shareholding (Shares)	Education	Experience	Current Posts
				Corporation/ Independent Director	Wonderful Hi-Tech Co., Ltd. / Independent Director and Audit Committee Powertech Industrial Co., Ltd. Independent Director, Remuneration and Auditing Committee Makalot Industrial Co., Ltd. /Independent Director, Remuneration and Auditing Committee
Independent Director	Chi-Yu, Yang	0	National Chengchi University MBA in Finance	Advanced Power Electronics Co., Ltd./ Director	LandMark Optoelectronics Corporation/ Director & CFO Elite Advanced Laser Corporation/ Independent Director, Remuneration and Auditing Committee The CID Group Inc./ Partner Equity Dynamic Asia Limited/ Director Prime Reliance Investment Limited/ Director Ruicheng Investment Limited/ Director

(Note) The number of shares held by directors as recorded in the shareholders register as of the closing date March 29,2024 for current shareholders meeting.