

DARWIN PRECISIONS CORPORATION

Meeting Minutes of 2022 Annual General Shareholders' Meeting

Time: 9:00 a.m., June 15, 2022, Wednesday

Means: Physical Shareholders Meeting

Place: Meeting Room in GIS HSP Convention Center EINSTIEN Room

(2F, No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City, Taiwan)

Total shares represented by shareholders present in person or by proxy: 367,935,936 shares (including 363,626,226 shares casted electronically), representing 55.28% of the 665,555,114 outstanding shares of the Company, constituting the quorum.

Directors present: Kuo-Hsin (Michael) Tsai, Chairman and CEO

Sheng-Kai (SK) Huang, Director and President (attendance via video conference)

Hsuan-Bin Chen, Director

I-Shih Chen, Independent Director, Convener of Audit Committee and Remuneration Committee

Cheng-Chung Li, Independent Director, Member of Audit Committee and Remuneration Committee (attendance via video conference)

Attendee: Shyh-Huar Kuo, Certified Public Accountant of KPMG

Chair: Kuo-Hsin (Michael) Tsai, Chairman and CEO

Recorder: Lynn Chu

1. Meeting Commencement Announced (The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chair called the meeting to order.)
2. Chair's Address (Omitted)
3. Report Items
 - (1) To report the business of 2021
Explanation: The 2021 Business Report is attached hereto as Attachment 1.
 - (2) Audit Committee's Review Report of 2021
Explanation: The Audit Committee's Review Report is attached hereto as Attachment 2.
4. Recognition Items
 - (1) To accept 2021 Business Report and Financial Statements (Proposed by the Board of Directors)
Explanation:
 - a. The 2021 Financial Statements were audited by the independent auditors, Shyh-Huar Kuo and Chun-Yuan Wu of KPMG.
 - b. For the 2021 Business Report, Independent Auditors' Report, and Financial Statements thereto, please refer to Attachment 1 and Attachments 3-4.

Resolution:

Voting Results:

367,935,936 shares were represented at the time of voting (including 363,626,226 shares casted

electronically)

Voting Results	Voting Rights	Percentage of Voting Rights by Attending Shareholders
Votes in favor	349,887,270	95.10%
Votes against	301,098	0.08%
Votes invalid	0	0.00%
Votes abstained / Not voted	17,747,568	4.82%

RESOLVED, that the above proposal be and hereby was accepted as proposed after attending shareholders voted.

(2) To accept the proposal for 2021 deficit compensation (Proposed by the Board of Directors)

Explanation:

- a. The beginning balance of deficit yet to be compensated is NT\$0 and plus the 2021 net loss after tax is NT\$649,230,702 and then may propose to compensate the deficit by the Capital Surplus-Changes in equity of associates and joint ventures accounted for using the equity method of NT\$649,230,702. After the appropriation, the deficit yet to be compensated is NT\$0 at the end of 2021. It is proposed not to distribute dividend for 2021.
- b. The Proposal for Deficit Compensation Statement is as follows:

**DARWIN PRECISIONS CORPORATION
2021 Deficit Compensation Statement**

Items	Amount
Beginning balance of deficit yet to be compensated	0
Less: 2021 net loss, after tax	(649,230,702)
Deficit to be compensated—at the end of 2021	(649,230,702)
Appropriation items:	
Capital Surplus-Changes in equity of associates and joint ventures accounted for using the equity method	649,230,702
Deficit yet to be compensated after the appropriation	0

Resolution:

Voting Results:

367,935,936 shares were represented at the time of voting (including 363,626,226 shares casted electronically)

Voting Results	Voting Rights	Percentage of Voting Rights by Attending Shareholders
Votes in favor	350,279,134	95.20%
Votes against	359,317	0.10%
Votes invalid	0	0.00%
Votes abstained / Not voted	17,297,485	4.70%

RESOLVED, that the above proposal be and hereby was accepted as proposed after attending shareholders voted.

5. Discussion Items

(1) To amend the Articles of Incorporation (Proposed by the Board of Directors)

Explanation:

- a. To comply with Company Act and meet the operational needs. It is proposed to amend certain articles of the Articles of Incorporation of the Company.
- b. Comparison table for before and after the amendments of the Articles of Incorporation, please refer to Attachment 5.

Resolution:

Voting Results:

367,935,936 shares were represented at the time of voting (including 363,626,226 shares casted electronically)

Voting Results	Voting Rights	Percentage of Voting Rights by Attending Shareholders
Votes in favor	350,327,774	95.21%
Votes against	293,990	0.08%
Votes invalid	0	0.00%
Votes abstained / Not voted	17,314,172	4.71%

RESOLVED, that the above proposal be and hereby was approved as proposed after attending shareholders voted.

(2) To amend the Rules of Procedures for Shareholders Meeting (Proposed by the Board of Directors)

Explanation:

- a. To comply with Regulations Governing the Administration of Shareholder Services of Public Companies and meet the operational needs. It is proposed to amend certain articles of the Rules of Procedures for Shareholders Meeting of the Company.
- b. Comparison table for before and after the amendments of the Rules of Procedures for Shareholders Meeting, please refer to Attachment 6.

Resolution:

Voting Results:

367,935,936 shares were represented at the time of voting (including 363,626,226 shares casted electronically)

Voting Results	Voting Rights	Percentage of Voting Rights by Attending Shareholders
Votes in favor	350,338,122	95.22%
Votes against	295,642	0.08%
Votes invalid	0	0.00%
Votes abstained / Not voted	17,302,172	4.70%

RESOLVED, that the above proposal be and hereby was approved as proposed after attending shareholders voted.

(3) To amend the Handling Procedures for Acquisition or Disposal of Assets (Proposed by the Board of Directors)

Explanation:

- a. To comply with Regulations Governing the Acquisition and Disposal of Assets by Public Companies and meet the operational needs. It is proposed to amend certain articles of the Handling Procedures for Acquisition or Disposal of Assets of the Company.
- b. Comparison table for before and after the amendments of the Handling Procedures for Acquisition or Disposal of Assets, please refer to Attachment 7.

Resolution:

Voting Results:

367,935,936 shares were represented at the time of voting (including 363,626,226 shares casted electronically)

Voting Results	Voting Rights	Percentage of Voting Rights by Attending Shareholders
Votes in favor	345,788,490	93.98%
Votes against	4,844,562	1.32%
Votes invalid	0	0.00%
Votes abstained / Not voted	17,302,884	4.70%

RESOLVED, that the above proposal be and hereby was approved as proposed after attending shareholders voted.

6. Extraordinary Motion: None.

7. Meeting Adjourn: 9:20 a.m. on the same day.

Attachment 1

2021 Annual Business Report

In 2021, DARWIN has built a solid foundation in terms of manufacturing quality and capacity, and has gained the trust and recognition of its customers. Even though the global economy was heavily impacted by the COVID-19 pandemic, the demand for notebook computers and desktop PCs was driven by the stay-at-home economy, and total revenue still showed significant growth.

Apart from the overall shortage and price increase in the components and raw materials, the appreciation of the New Taiwan Dollar has further exacerbated an increase in operating costs for the Company. Therefore, the Company must speed up the adjustment of its operations strategy, actively improve costs, enhance efficiency, and continue to enhance the research and development of core technologies to enter more diversified industrial applications. By strengthening the competitiveness of its products and business, the Company seeks to gradually move towards the goal of long-term profitability.

Consolidated revenue for 2021 was NT\$20.28 billion, a 42% increase from 2020, with net operating loss of NT\$1.28 billion, net loss after tax of NT\$650 million, and basic loss per share of NT\$0.98.

Looking back at 2021, the key achievements and progress of the Company's strategic initiatives are as follows:

- **Manufacturing:**

The Company has been converting the consistently uncompetitive product lines of its Suzhou plant. At the same time, the expansion of Line 5 in Xiamen's MNT production line has been completed. Investments have been made on building up Line 6 and Line 7 to meet customer and market demand and to increase the Xiamen plant's operational capacity.

- **Precision Components:**

Deepen microstructure technical know-how, develop high brightness Fly Cut light guide components and introduce it into customer's product line for mass production. Develop mini-LED Guiding Lens for customer's notebook product verification. Front light guide plate combined with reflective LCD or electronic paper, introduced into e-readers or outdoor display products. With regards to fine metal mask (FMM), the Company is focused on the development of high-resolution OLED mobile phones. In addition, the Company has been actively developing large format fine metal masks (FMM) for large size OLED display (>10") products to meet the trend of increasing size of AMOLED displays in the future.

- **Systems integration:** The Company is expanding applications in smart transportation and has completed an industry innovation project to provide intelligent display solutions for cruise passenger flow control in Kaohsiung Penglai Cruise Terminal. At the same time, the Company is constructing demonstration sites for intelligent bus stop signs and shelters.

Overall Business Environment and Industry Trends:

- With the continued spread of the COVID-19 pandemic, as vaccination rates continue to increase and the incidences of severe symptoms from new variants decreases, some countries are gradually moving toward relaxing regulations. However, some countries are still strictly adhering to a zero-COVID policy, coupled with the war in Ukraine, as well as the overall state of the global economy undergoing rising inflation and supply chain disruptions, the industry is predicted to have a conservative outlook in the first half of 2022, while the second half of the year is still full of uncertainty.
- In terms of new technologies and applications, electric vehicles will replace fuel-powered vehicles as a major trend in industry development. 5G, AI, AIoT, and block chain will also lead to industry transformations in new applications, and the related industrial ecosystem, such as new technologies for displays, semiconductors, and sensor components, will also lead to technological shifts and competition. DARWIN must leverage its prowess in display, system integration, and precision components as the key elements for the next stage of the Company's development and growth. Providing key products, components, and services in the wave of new emerging industries will bring opportunities for the Company to transform and upgrade.

Business Strategy and Future Outlook

Looking ahead to 2022, the Company will optimize profitability and continue to develop key technologies as the key axis of its operations:

1. Optimize profitability: Enhance the automation capacity of NB modules in Wujiang plant and optimize product portfolios; complete the construction of Line6 and Line7 capacity in Xiamen plant; double the capacity of Taiwan automotive display module assembly line. Continuously review and streamline uncompetitive production lines.
2. Key technology development:
 - For the product development of the second-gen anti-peeping light guide plate (Privacy Gen II), the second generation seeks to ensure the angle distribution is in line with the TUV specifications for a more comfortable visual experience for users.
 - The development of high-brightness ultra-power-saving light guide plates made with fly-cutting technology (Fly-cut Gen I) has gradually increased in scale and market share. The energy efficiency of the first generation has improved by 10-15%, and we are now planning for the second generation, with a target energy efficiency of 40%.
 - For high-end display products, we have completed the development of optical components by leveraging our competitive advantage in advanced Micro-Lens technology, including Mini Lens Sheet, Guiding Lens and other high-end light guide products, and launched a series of Mini LED products to help customers effectively reduce the thickness and cost of products and further implement new technology for high-end products.
 - By utilizing the design and processing of precision microstructures, we have developed a nearly transparent front light source that can be applied to traditional e-readers as well as

next-generation reflective LCDs.

- Smart mobile solutions: Extend applications in intelligent display solutions for cruise passenger flow control in Kaohsiung Penglai Cruise Terminal, and continuously drive commercial applications for smart mobility.
- POS device based on modular design. With the modular design, different components can be used according to the actual needs of customers to form a variety of products, thus providing more choices for end-users.
- For the precision components business (fine metal mask, FMM), the Company seeks to develop production and R&D for its 6th generation line of high-resolution products, and the technology of WQHD high-resolution smartphone products has reached the industry standard. For large AMOLED products, the Company intends to complete the development of 15.6" 4K2K FMM samples, and then cooperate with customers to develop RGB AMOLED displays into IT products.

Apart from the intensification of industry competition, increasing operating and raw material costs, rising worldwide inflation and geopolitical uncertainty has culminated in the emergence of a new crisis in the supply chain. In the face of this turbulent environment, DARWIN will continue to spearhead stable business practices to accelerate the development of further breakthroughs in the superior deployment of cutting-edge technologies. It will also actively develop advantageous upstream and downstream industries, and continue to expand new customers, new businesses, and new fields of applications. DARWIN is committed to the improvement of operating efficiency and profitability in order to reciprocate the support of shareholders, take care of employees, and actively give back to the society. We manifest this through concretely implementing the company's sustainable development business philosophies.

Kuo-Hsin (Michael) Tsai,
Chairman

Sheng-Kai (SK) Huang,
President

Kuo-Tai Ching,
Chief Accounting Officer

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Financial Statements, and Deficit Compensation Statement Proposal for the year of 2021. Shyh-Huar Kuo and Chun-Yuan Wu, Certified Public Accountants of KPMG, have audited the Financial Statements. The 2021 Business Report, Financial Statements, and Deficit Compensation Statement Proposal have been reviewed and determined to be correct and accurate by the Audit Committee of DARWIN PRECISIONS CORPORATION. I, as the Chair of the Audit Committee, hereby submit this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

DARWIN PRECISIONS CORPORATION

Chair of the Audit Committee meeting

I-Shih Chen

April 21, 2022

Attachment 3

Independent Auditors' Report

To the Board of Directors of DARWIN PRECISIONS CORPORATION:

Opinion

We have audited the financial statements of Darwin Precision Corp. (“the Company”), which comprise the balance sheets as of December 31, 2021 and 2020, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to individual financial report Note 4(15) and Note 6(16) of the financial statements for accounting policies on revenue recognition and revenue recognition, respectively.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Group recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. In addition, the Group operates in an industry in which sales revenue is easily influenced by various external factors such as supply and demand of the market, which may impact the recognition of revenue. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; analyzing the client contract of the sample; and evaluating the transaction conditions contained in the sales contract to confirm that revenue recognition has been recorded in an appropriate period.

2. Impairment of long-term non-financial assets (excluding goodwill)

Refer to Note 4(13) "Impairment of nonfinancial assets", Note 5(1) "Critical accounting judgments and key sources of estimation and assumption uncertainty", and Note 6(7) Impairment-non-financial assets of estimation" to the financial statements.

Description of key audit matter:

The Company operates in an industry with high investment costs, and may experience volatility in response to changes in the external market; hence, it is important to assess the impairment of its long-term non-financial assets. The impairment assessment includes identifying cash-generating units, determining a valuation model, determining those significant assumptions, and computing the recoverable amounts. With the complexity of the impairment assessment process and the involvement of significant management judgment regarding the assumptions used, impairment assessment one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures included understanding and testing the Company's controls surrounding the impairment assessment and testing process; assessing whether there are impairment indications for the identified cash-generating units of the Company and its related assets; understanding and assessing the appropriateness of the valuation model used by the management in the impairment assessment and the significant assumptions used to determine related assets' future cash flows projection, useful lives, and weighted-average cost of capital; retrospectively reviewing the accuracy of assumptions used in prior-period estimates and performing a sensitivity analysis of key assumptions and results; we also appointed an inquiry of the management and identified any event after the balance sheet date to determine whether it is able to affect the results of the impairment assessment.

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

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company'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 Company'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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 investment in other entities accounted for using the equity method to express an opinion on this financial statement. We are responsible for the direction, supervision and performance of the 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 financial statements of the current period 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.

The engagement partners on the audit resulting in this independent auditors' report are Shyh-Huar Kuo and Chun-Yuan Wu.

KPMG

Taipei, Taiwan (Republic of China)
February 8, 2022

Notes to Readers

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

The independent auditors' review report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' review report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		<u>2021</u>		<u>2020</u>	
		Amount	%	Amount	%
4000	Operating Revenue (Note 6(16) and 7)	\$ 10,740,173	100	10,126,794	100
5000	Operating Costs (Note 6(5), (12), (17), Note 7 and 12)	10,767,523	100	10,312,062	102
	Gross loss from operations	<u>(27,350)</u>	-	<u>(185,268)</u>	(2)
6000	Operating expenses (Note 6(3), (12), (17), Note 7 and 12):				
6100	Selling expenses	183,107	2	198,114	2
6200	Administrative expenses	331,897	3	353,114	3
6300	Research and development expenses	321,001	3	291,524	3
		<u>836,005</u>	8	<u>842,752</u>	8
	Loss from Operations	<u>(863,355)</u>	(8)	<u>(1,028,020)</u>	(10)
7000	Non-operating income and expenses:				
7100	Interest income (Note 6(18))	1,431	-	5,497	-
7010	Other income (Note 6(18) and 7)	163,314	2	70,398	1
7020	Other gains and losses (Note 6(18) and 7)	19,295	-	6,997	-
7050	Finance costs (Note 6(18))	(36,790)	-	(37,521)	-
7070	Share of profit (losses) of subsidiaries, associates, and joint ventures accounted for using the equity method, net (Note 6(6))	43,984	-	(445,639)	(5)
		<u>191,234</u>	2	<u>(400,268)</u>	(4)
7900	Loss before income tax	(672,121)	(6)	(1,428,288)	(14)
7950	Less: income tax benefit (Note 6(13))	<u>(22,890)</u>	-	<u>(187,489)</u>	(2)
8200	Loss for the period	<u>(649,231)</u>	(6)	<u>(1,240,799)</u>	(12)
	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (Note 6(2) and (14))	-	-	4,600	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(82,195)	(1)	141,865	1
8399	Income tax related to items that may be reclassified subsequently (Note 6(13))	16,439	-	(28,373)	-
	Total items that may be reclassified subsequently to profit or loss (Note 6(14))	<u>(65,756)</u>	(1)	<u>113,492</u>	1
8300	Other comprehensive income(loss), net of tax	<u>(65,756)</u>	(1)	<u>118,092</u>	1
8500	Total comprehensive income (loss) for the year	<u>\$ (714,987)</u>	<u>(7)</u>	<u>(1,122,707)</u>	<u>(11)</u>
	Earnings (loss) per share (NT dollars) (Note 6(15))				
9750	Basic earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	
9850	Diluted earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings				Other components of equity				
	Ordinary Shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (Accumulated deficit)	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		Total	Total equity
Balance at January 1, 2020	\$ 6,655,551	4,308,845	604,164	795,270	(190,141)	1,209,293	(1,120,237)	(2,500)	(1,122,737)	11,050,952	
Appropriation and distribution of retained earnings:											
Legal reserve used to cover accumulated deficits	-	-	(190,141)	-	190,141	-	-	-	-	-	-
	-	-	(190,141)	-	190,141	-	-	-	-	-	-
Loss for the year	-	-	-	-	(1,240,799)	(1,240,799)	-	-	-	-	(1,240,799)
Other comprehensive income for the year	-	-	-	-	-	-	113,492	4,600	118,092	118,092	
Total comprehensive income (loss) for the year	-	-	-	-	(1,240,799)	(1,240,799)	113,492	4,600	118,092	(1,122,707)	
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	-	-	-	4,600	4,600	-	(4,600)	(4,600)	-	
Balance at December 31, 2020	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245	
Balance at January 1, 2021	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245	
Appropriation and distribution of retained earnings:											
Capital surplus used to cover accumulated deficits	-	(822,176)	-	-	822,176	822,176	-	-	-	-	-
Legal reserve used to cover accumulated deficits	-	-	(414,023)	-	414,023	-	-	-	-	-	-
	-	(822,176)	(414,023)	-	1,236,199	822,176	-	-	-	-	-
Loss for the year	-	-	-	-	(649,231)	(649,231)	-	-	-	-	(649,231)
Other comprehensive income for the year	-	-	-	-	-	-	(65,756)	-	(65,756)	(65,756)	
Total comprehensive income (loss) for the year	-	-	-	-	(649,231)	(649,231)	(65,756)	-	(65,756)	(714,987)	
Balance at December 31, 2021	\$ 6,655,551	3,486,669	-	795,270	(649,231)	146,039	(1,072,501)	(2,500)	(1,075,001)	9,213,258	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

DARWIN PRECISIONS CORPORATION
Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) operating activities:		
Loss before income tax	\$ (672,121)	(1,428,288)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	346,956	392,836
Expected credit gain	-	(28)
Interest expense	36,790	37,521
Interest income	(1,431)	(5,497)
Dividend income	(1,768)	(2,350)
Share of loss (profit) of subsidiaries, associates and joint ventures accounted for using the equity method	(43,984)	445,639
Gain on disposal of property, plant and equipment, net	(24,444)	(389)
Total adjustments to reconcile profit	<u>312,119</u>	<u>867,732</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in accounts receivable	50,589	(83,757)
(Increase) decrease in accounts receivable from related parties	(452,014)	444,115
Increase in other receivables	(26)	(3)
(Increase) decrease in other receivable from related parties	(884,554)	90,935
Decrease (increase) in inventories	94,316	(62,799)
Decrease in prepaid assets	4,947	10,887
Decrease in other current assets	7,158	6,064
Total changes in operating assets	<u>(1,179,584)</u>	<u>405,442</u>
Changes in operating liabilities:		
(Decrease) Increase in accounts payable	(130,131)	95,436
Increase (decrease) in accounts payable to related parties	140,173	(434,129)
Decrease in other payables	(89,573)	(166,128)
Increase (decrease) in other payable to related parties	822,026	(83,377)
Increase in provisions	29,505	38,055
Increase (decrease) in other current liabilities	196,356	(125,460)
Total changes in operating liabilities	<u>968,356</u>	<u>(675,603)</u>
Total changes in operating assets and liabilities	<u>(211,228)</u>	<u>(270,161)</u>
Total adjustments	<u>100,891</u>	<u>597,571</u>
Cash generated from operations	(571,230)	(830,717)
Interest received	1,431	5,497
Dividends received	352,471	421,507
Interest paid	(37,038)	(37,377)
Income taxes paid	(35,877)	(68,374)
Net cash used in by operating activities	<u>(290,243)</u>	<u>(509,464)</u>

(Continued)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	18,568
Acquisition of property, plant and equipment	(90,276)	(127,261)
Proceeds from disposal of property, plant and equipment	93,069	690
Increase in refundable deposits	(148)	(4)
Increase in prepayments for business facilities	(10,219)	(34,725)
Net cash used in investing activities	<u>(7,574)</u>	<u>(142,732)</u>
Cash flows from (used in) financing activities:		
Proceeds from long-term borrowings	1,986,000	3,620,000
Repayments of long-term borrowings	(2,037,351)	(2,977,351)
Decrease in guarantee deposits received	-	(92)
Net cash (used in) provided by financing activities	<u>(51,351)</u>	<u>642,557</u>
Net decrease in cash and cash equivalents	(349,168)	(9,639)
Cash and cash equivalents at beginning of year	<u>1,247,996</u>	<u>1,257,635</u>
Cash and cash equivalents at end of year	<u>\$ 898,828</u>	<u>1,247,996</u>

Attachment 4

Independent Auditors' Report

To the Board of Directors of Darwin Precisions Corporation:

Opinion

We have audited the consolidated financial statements of Darwin Precisions Corporation (“the Company”) and its subsidiaries (together referred to as “the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and 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 Group as of December 31, 2021 and 2020, 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 with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IAS”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to Note 4(15) and Note 6(19) of the consolidated financial statements for accounting policies on revenue recognition and revenue recognition, respectively.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Group recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. In addition, the Group operates in an industry in which sales revenue is easily influenced by various external factors such as supply and demand of the market, which may impact the recognition of revenue. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; analyzing the client contract of the sample; and evaluating the transaction conditions contained in the sales contract to confirm that revenue recognition has been recorded in an appropriate period.

2. Impairment of long-term non-financial assets (excluding goodwill)

Refer to Note 4(13) "Impairment of nonfinancial assets", Note 5 "Critical accounting judgments and key sources of estimation and assumption uncertainty", and Note 6(7) "Impairment-non-financial assets of estimation" of the consolidated financial statements.

Description of key audit matter:

The Group operates in an industry with high investment costs, and may experience volatility in response to changes in the external market; hence, it is important to assess the impairment of its long-term non-financial assets. The impairment assessment includes identifying cash-generating units, determining a valuation model, determining those significant assumptions, and computing the recoverable amounts. With the complexity of the impairment assessment process and the involvement of significant management judgment regarding the assumptions used, impairment assessment one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures included understanding and testing the Group's controls surrounding the impairment assessment and testing process; assessing whether there are impairment indications for the identified cash-generating units of the Group and its related assets; understanding and assessing the appropriateness of the valuation model used by the management in the impairment assessment and the significant assumptions used to determine related assets' future cash flows projection, useful lives, and weighted-average cost of capital; retrospectively reviewing the accuracy of assumptions used in prior-period estimates and performing a sensitivity analysis of key assumptions and results; In addition to the above audit procedures, we have appointed specialists to evaluate the appropriateness of the weighted-average cost of capital used and related assumptions; We also performed an inquiry of the management and identified any event after the balance sheet date to determine whether it is able to affect the results of the impairment assessment.

Other Matter

The Company has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified audit opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IAS, IFRIC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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.

Those charged with governance (inclusive of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' 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 Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 auditors' report. However, future events or conditions may cause the 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 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 consolidated financial statements of the current period 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.

The engagement partners on the audit resulting in this independent auditors' report are Shyh-Huar Kuo and Chun-Yuan Wu.

KPMG

Taipei, Taiwan (Republic of China)
February 8, 2022

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		<u>2021</u>		<u>2020</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating Revenue (note 6(19) and 7)	\$ 20,284,221	100	14,290,244	100
5000	Operating Costs (note 6(5), (15), 7 and 13)	20,287,932	100	14,634,159	102
	Gross (Loss) profit from operations	<u>(3,711)</u>	-	<u>(343,915)</u>	(2)
6000	Operating expenses (note 6(3), (13), (15), 7 and 13):				
6100	Selling expenses	246,448	1	274,206	2
6200	Administrative expenses	705,710	3	669,016	5
6300	Research and development expenses	321,001	2	291,524	2
		<u>1,273,159</u>	<u>6</u>	<u>1,234,746</u>	<u>9</u>
	Loss from Operations	<u>(1,276,870)</u>	<u>(6)</u>	<u>(1,578,661)</u>	<u>(11)</u>
	Non-operating income and expenses:				
7100	Interest income (note 6(21) and 7)	84,313	-	81,635	-
7010	Other income (note 6(21) and 7)	110,918	1	95,042	1
7020	Other gains and losses (note 6(7), (21) and 7)	744,050	4	26,432	-
7050	Finance costs (note 6(21))	(37,046)	-	(38,022)	-
7060	Share of profit (losses) of associates and joint ventures accounted for using the equity method, net (note 6(6))	<u>(107,146)</u>	<u>(1)</u>	<u>5,638</u>	<u>-</u>
		<u>795,089</u>	<u>4</u>	<u>170,725</u>	<u>1</u>
7900	Loss before income tax	<u>(481,781)</u>	<u>(2)</u>	<u>(1,407,936)</u>	<u>(10)</u>
7950	Less: income tax expense (benefit) (note 6(16))	<u>167,450</u>	<u>1</u>	<u>(167,137)</u>	<u>(1)</u>
8200	Loss for the period	<u>(649,231)</u>	<u>(3)</u>	<u>(1,240,799)</u>	<u>(9)</u>
	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (note 6(2) and (17))	<u>-</u>	<u>-</u>	<u>4,600</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(82,195)	-	141,865	1
8399	Income tax related to items that may be reclassified subsequently (note 6(16))	<u>16,439</u>	<u>-</u>	<u>(28,373)</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss (note 6(17))	<u>(65,756)</u>	<u>-</u>	<u>113,492</u>	<u>1</u>
8300	Other comprehensive income (loss), net of tax	<u>(65,756)</u>	<u>-</u>	<u>118,092</u>	<u>1</u>
8500	Total comprehensive income (loss) for the year	<u>\$ (714,987)</u>	<u>(3)</u>	<u>(1,122,707)</u>	<u>(8)</u>
	Earnings (loss) per share (NT dollars) (note 6(18))				
9750	Basic earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	
9850	Diluted earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent						Other components of equity			
	Share capital		Retained earnings				Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income			
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (Accumulated deficit)	Total	Exchange differences on translation of foreign financial statements	Total	Total equity	
Balance at January 1, 2020	\$ 6,655,551	4,308,845	604,164	795,270	(190,141)	1,209,293	(1,120,237)	(2,500)	(1,122,737)	11,050,952
Appropriation and distribution of retained earnings:										
Legal reserve used to cover accumulated deficits	-	-	(190,141)	-	190,141	-	-	-	-	-
Loss for the year	-	-	-	-	(1,240,799)	(1,240,799)	-	-	-	(1,240,799)
Other comprehensive income (loss) for the year	-	-	-	-	-	-	113,492	4,600	118,092	118,092
Total comprehensive income (loss) for the year	-	-	-	-	(1,240,799)	(1,240,799)	113,492	4,600	118,092	(1,122,707)
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	-	-	-	4,600	4,600	-	(4,600)	(4,600)	-
Balance at December 31, 2020	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245
Balance at January 1, 2021	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245
Appropriation and distribution of retained earnings:										
Capital surplus used to cover accumulated deficits	-	(822,176)	-	-	822,176	822,176	-	-	-	-
Legal reserve used to cover accumulated deficits	-	-	(414,023)	-	414,023	-	-	-	-	-
Loss for the year	-	-	-	-	(649,231)	(649,231)	-	-	-	(649,231)
Other comprehensive income (loss) for the year	-	-	-	-	-	-	(65,756)	-	(65,756)	(65,756)
Total comprehensive income (loss) for the year	-	-	-	-	(649,231)	(649,231)	(65,756)	-	(65,756)	(714,987)
Balance at December 31, 2021	\$ 6,655,551	3,486,669	-	795,270	(649,231)	146,039	(1,072,501)	(2,500)	(1,075,001)	9,213,258

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from (used in) operating activities:		
Loss before income tax	\$ (481,781)	(1,407,936)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,090,465	1,092,621
Expected credit (gain) loss	(2,318)	2,283
Gain on financial instruments at fair value through profit of loss	(63,945)	(140,633)
Interest expense	37,046	38,022
Interest income	(84,313)	(81,635)
Dividend income	(1,768)	(2,350)
Share of (profit) loss of associates and joint ventures accounted for using equity method	107,146	(5,638)
Gains on disposal of right-of-use asset	(8,294)	-
Gains on disposal of property, plant and equipment, net	(714,552)	(7,152)
Impairment loss on non-financial assets	-	8,669
Others	(143)	-
Total adjustments to reconcile profit	359,324	904,187
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in Financial assets at fair value through profit or loss	123,166	36,592
Decrease (Increase) in notes and accounts receivable	269,315	(749,446)
(Increase) Decrease in accounts receivable from related parties	(521,930)	432,342
Decrease in other receivables	1,164	776
Decrease in other receivable from related parties	461,684	124,618
(Increase) in inventories	(161,489)	(215,999)
(Increase) Decrease in other current assets	(5,418)	29,382
Decrease (Increase) in other noncurrent assets	4,350	(5,270)
Total changes in operating assets	170,842	(347,005)
Changes in operating liabilities:		
Increase in accounts payable	707,389	956,509
Increase (Decrease) in accounts payable to related parties	10,862	(173,138)
Decrease in other payables	(42,925)	(13,398)
Increase (Decrease) in other payable to related parties	3,421	(243,274)
Increase in provisions	15,748	69,442
Increase (Decrease) in other current liabilities	34,876	(14,314)
Increase in other noncurrent liabilities	44,904	20,370
Total changes in operating liabilities	774,275	602,197
Total changes in operating assets and liabilities	945,117	255,192
Total adjustments	1,304,441	1,159,379
Cash generated from operations	822,660	(248,557)

(Continued)

	<u>2021</u>	<u>2020</u>
Interest received	61,967	77,827
Dividends received	1,768	2,350
Interest paid	(37,235)	(37,878)
Income taxes paid	(126,302)	(68,641)
Net cash provided (used in) by operating activities	<u>722,858</u>	<u>(274,899)</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	-	(2,428,945)
Proceeds from disposal of financial assets at fair value through profit or loss	551,841	3,342,642
Acquisition of financial assets at amortised cost	(695,648)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	18,568
Acquisition of property, plant and equipment	(798,118)	(895,971)
Proceeds from disposal of property, plant and equipment	1,214,515	34,577
Proceed from disposal of right-of-use assets	12,752	-
Increase in prepayments for business facilities	(10,219)	(34,725)
Decrease (Increase) in refundable deposits	3,878	(3)
Net cash provided by investing activities	<u>279,001</u>	<u>36,143</u>
Cash flows from (used in) financing activities:		
Proceeds from short-term borrowings	173,426	-
Repayments of short-term borrowings	(130,000)	-
Proceeds from long-term borrowings	1,986,000	3,620,000
Repayment of long-term borrowings	(2,037,351)	(2,977,351)
Payment of lease liabilities	(4,857)	(16,143)
Increase in guarantee deposits received	19,546	1,810
Net cash provided by financing activities	<u>6,764</u>	<u>628,316</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(47,871)</u>	<u>156,588</u>
Net increase in cash and cash equivalents	960,752	546,148
Cash and cash equivalents at beginning of year	4,997,976	4,451,828
Cash and cash equivalents at end of year	<u><u>\$ 5,958,728</u></u>	<u><u>4,997,976</u></u>

Attachment 5

DARWIN PRECISIONS CORPORATION Comparison Table for the Articles of Incorporation Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. <u>The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.</u> <u>The Shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.</u></p>	<p>Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. <u>The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.</u></p>	To comply with the amendments of the Company Act and meet the operational needs.
<p>Article 13-1: A director may appoint <u>another director</u> by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.</p>	<p>Article 13-1: A director may appoint <u>another person</u> by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.</p>	To adjust wording for clearly
<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh</p>	<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh</p>	To add date of revision

After amendment	Before amendment	Reason of amendment
<p>amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. <u>The thirtieth amendment was made on June 15, 2022.</u></p>	<p>amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019.</p>	

Attachment 6

DARWIN PRECISIONS CORPORATION

Comparison Table for the Rules of Procedures for Shareholders Meeting

Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The 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>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies
<p>4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p> <p><u>The restrictions on the place of the provision in the preceding paragraph shall not apply when the Company convenes a virtual-only shareholders meeting, and shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>	<p>4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies
<p>7. The shareholders meeting, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials 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</u></p>	<p>7. The shareholders meeting, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials 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>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies

After amendment	Before amendment	Reason of amendment
<p><u>online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p>		
<p>8. The chair shall call the meeting to order at the appointed meeting time <u>and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</u> 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 1 hour, may be made. <u>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. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements <u>as referred to in the preceding paragraph,</u> but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company.</u></p> <p>...(omitted)</p>	<p>8. The chair shall call the meeting to order at the appointed meeting time. 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 1 hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>...(omitted)</p>	<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies</p>
<p>(deleted)</p>	<p><u>12. Attending shareholders shall bear the obligations of complying with the</u></p>	<p>To delete this article</p>

After amendment	Before amendment	Reason of amendment
	<u>meeting rules, obeying resolutions of the meeting and maintaining order at the meeting place.</u>	
<p><u>12. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.</u> When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p>	<p>13. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p>	<p>To adjust wording and the serial number of article</p>
<p><u>13. 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 Article 10 to 12 do not apply.</u></p>		<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies and add this article</p>
(deleted)	<p><u>15. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.</u></p>	<p>To delete this article</p>
<p>15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. ...(omitted)</p>	<p>16. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. ...(omitted)</p>	<p>To adjust the serial number of article</p>
<p><u>16. When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u> <u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and</u></p>		<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public</p>

After amendment	Before amendment	Reason of amendment
<u>elections shall be announced immediately.</u>		Companies and add this article
<p>22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting, <u>provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda.</u> The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.</p> <p>...(omitted)</p> <p><u>When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.</u></p> <p><u>A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</u></p> <p>...(omitted)</p>	<p>22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.</p> <p>...(omitted)</p> <p><u>Where a proposal submitted by a shareholder is reviewed by the board of directors and is not subject to any one of the following matters, such proposal shall be listed in the notice of a meeting of the current regular shareholders meeting:</u></p> <p><u>(1) Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;</u></p> <p><u>(2) Where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the company;</u></p> <p><u>(3) Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders proposals;</u></p> <p><u>(4) Where the said proposal containing more than 300 words (including punctuation marks) or more than one matters in a single proposal.</u></p> <p><u>A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.</u></p> <p>...(omitted)</p>	To adjust wording

Attachment 7

DARWIN PRECISIONS CORPORATION

Comparison Table for the Handling Procedures for Acquisition or Disposal of Assets Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 3: Appraisal Procedures</p> <p>When the Company acquires or disposes of securities investment or engages in derivatives trading, the financial department shall analyze the relevant benefits and evaluate the possible risks...(omitted)</p> <p>The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant. Where the Company acquires or disposes of securities or intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph and Article 6 shall be done in accordance with Article 5, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>In addition to referring to the opinions of professional appraisers or accountants and other relevant experts in accordance with the provisions of the preceding paragraph, the price determination method and reference basis of the Company acquiring or disposing of the assets shall be handled in accordance with the following: ...(omitted)</p>	<p>Article 3: Appraisal Procedures</p> <p><u>I.</u> When the Company acquires or disposes of securities investment or engages in derivatives trading, the financial department shall analyze the relevant benefits and evaluate the possible risks...(omitted)</p> <p><u>II.</u> The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant. Where the Company acquires or disposes of securities <u>that are not traded on a centralized securities exchange market or over-the-counter trading center or private equity securities</u> or intangible assets or right-of-use assets thereof, memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF).</u> However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph and Article 6 shall be done in accordance with Article 5, paragraph (1) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p><u>III.</u> In addition to referring to the opinions of professional appraisers or accountants and</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>

After amendment	Before amendment	Reason of amendment																								
	other relevant experts in accordance with the provisions of the preceding paragraph, the price determination method and reference basis of the Company acquiring or disposing of the assets shall be handled in accordance with the following: ...(omitted)																									
<p>Article 4: Operating Procedures (1)Authorization amount and level 1. Acquiring or Disposing of Assets, shall be handled in accordance with the provisions of <u>the Handling Procedures and</u> the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment". 2. Engaging in Derivatives Trading A. Hedge transactions: Authorization for exchange rate/interest rate transactions:</p> <table border="1" data-bbox="140 860 692 1370"> <thead> <tr> <th>Authorization Level</th> <th>Authorized Amount per transaction</th> <th>Authorization Amount per day</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Equivalent to USD5M above</td> <td>Equivalent to USD10M above</td> </tr> <tr> <td>General manager</td> <td>Equivalent to USD2.5M~5M (included)</td> <td>Equivalent to USD5M~10M (included)</td> </tr> <tr> <td>Functional Head of Finance Center</td> <td>Equivalent to USD2.5M below</td> <td>Equivalent to USD5M below</td> </tr> </tbody> </table> <p>...(omitted) 5. Others: The Company shall handle the procedures in accordance with the provisions of the internal control system and authorization schedule. When the transaction amount reaches the standard of public announcement and regulatory filing in Article 5, it shall be approved by the board of directors first, except that it can be subsequently submitted to and ratified by the next board of directors meeting <u>in accordance with the provisions of the Handling Procedures.</u> If there is any circumstance stipulated in Article 185 of the Company Law, it shall be approved by the shareholders' meeting first. ...(omitted)</p>	Authorization Level	Authorized Amount per transaction	Authorization Amount per day	Chairman	Equivalent to USD5M above	Equivalent to USD10M above	General manager	Equivalent to USD2.5M~5M (included)	Equivalent to USD5M~10M (included)	Functional Head of Finance Center	Equivalent to USD2.5M below	Equivalent to USD5M below	<p>Article 4: Operating Procedures (1)Authorization amount and level 1. Acquiring or Disposing of Assets, shall be handled in accordance with the provisions of the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment". 2. Engaging in Derivatives Trading A. Hedge transactions: Authorization for exchange rate/interest rate transactions:</p> <table border="1" data-bbox="762 860 1299 1249"> <thead> <tr> <th>Authorization Level</th> <th>Authorized Amount per transaction</th> <th>Authorization Amount per day</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>USD5M above</td> <td>USD10M above</td> </tr> <tr> <td>General manager</td> <td>USD2.5M~5M (included)</td> <td>USD5M~10M (included)</td> </tr> <tr> <td>Division Head of Finance</td> <td>USD2.5M below</td> <td>USD5M below</td> </tr> </tbody> </table> <p>...(omitted) 5. Others: The Company shall handle the procedures in accordance with the provisions of the internal control system and authorization schedule. When the transaction amount reaches the standard of public announcement and regulatory filing in Article 5, it shall be approved by the board of directors first, except that it can be subsequently submitted to and ratified by the next board of directors meeting <u>with regard to acquisition or disposal of equipment thereof held for business use.</u> If there is any circumstance stipulated in Article 185 of the Company Law, it shall be approved by the shareholders' meeting first. ...(omitted)</p>	Authorization Level	Authorized Amount per transaction	Authorization Amount per day	Chairman	USD5M above	USD10M above	General manager	USD2.5M~5M (included)	USD5M~10M (included)	Division Head of Finance	USD2.5M below	USD5M below	To meet the operational needs
Authorization Level	Authorized Amount per transaction	Authorization Amount per day																								
Chairman	Equivalent to USD5M above	Equivalent to USD10M above																								
General manager	Equivalent to USD2.5M~5M (included)	Equivalent to USD5M~10M (included)																								
Functional Head of Finance Center	Equivalent to USD2.5M below	Equivalent to USD5M below																								
Authorization Level	Authorized Amount per transaction	Authorization Amount per day																								
Chairman	USD5M above	USD10M above																								
General manager	USD2.5M~5M (included)	USD5M~10M (included)																								
Division Head of Finance	USD2.5M below	USD5M below																								
<p>Article 5: Public announcement and regulatory filing procedures Under any of the following circumstances, the Company acquiring or disposing of assets shall</p>	<p>Article 5: Public announcement and regulatory filing procedures <u>I.</u> Under any of the following circumstances, the Company acquiring or disposing of assets</p>	To comply with the amendments to the																								

After amendment	Before amendment	Reason of amendment
<p>publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1.Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 % or more of paid-in capital, 10 % or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.Merger, demerger, acquisition, or transfer of shares.</p> <p>3.Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts are set out in Chapter 3, Article 14, <u>subparagraph</u> 4 of this Procedures herein.</p> <p>4.Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.</p> <p>5.Where land is acquired under an arrangement of engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>6.Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A.Trading of domestic government bonds <u>or</u> foreign government bonds with a rating that is</p>	<p>shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event.</p> <p>1.Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 % or more of paid-in capital, 10 % or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.Merger, demerger, acquisition, or transfer of shares.</p> <p>3.Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts are set out in Chapter 3, Article 14, <u>paragraph</u> 4 of this Procedures herein.</p> <p>4.Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.</p> <p>5.Where land is acquired under an arrangement of engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>6.Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A.Trading of domestic government bonds.</p> <p>B.Trading of bonds under repurchase and</p>	<p>Regulations Governing the Acquisition and Disposal of Assets by Public Companies and adjust the serial number</p>

After amendment	Before amendment	Reason of amendment
<p>not lower than the sovereign rating of ROC.</p> <p>B.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <p>1.The amount of any individual transaction.</p> <p>2.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>4.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"Within the preceding year," as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowledge of such error or omission.</p> <p>Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding five paragraphs, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the</p>	<p>resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <p>1.The amount of any individual transaction.</p> <p>2.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>4.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"Within the preceding year," as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p><u>II.</u>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p><u>III.</u>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowledge of such error or omission.</p> <p><u>IV.</u>Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding five paragraphs, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p>	

After amendment	Before amendment	Reason of amendment
<p>date of occurrence of the event:</p> <p>1.Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.Change to the originally publicly announced and reported information.</p>	<p>1.Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.Change to the originally publicly announced and reported information.</p>	
<p>Article 6: Asset Appraisal Procedures ...(omitted)</p> <p>3.Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: ...(omitted)</p>	<p>Article 6: Asset Appraisal Procedures ...(omitted)</p> <p>3.Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <u>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and</u> render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: ...(omitted)</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>
<p>Article 10: Identification basis ...(omitted)</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 3, <u>paragraph 3</u> herein. ...(omitted)</p>	<p>Article 10: Identification basis ...(omitted)</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 3, <u>item 2</u> herein. ...(omitted)</p>	<p>To adjust the serial number</p>
<p>Article 11: Resolution Procedure</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company can only proceed to enter into a transaction contract or make a payment after the following matters</p>	<p>Article 11: Resolution Procedure</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, <u>the executive unit of the</u> Company can only proceed to enter into a transaction contract or make a payment after</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and adjust wording</p>

After amendment	Before amendment	Reason of amendment
<p>have been approved by the audit committee and the board of directors:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2.The reason for choosing the related party as a transaction counterparty. 3.With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13. 4.The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5.Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6.An appraisal report from a professional appraiser or a CPA's opinion is obtained in compliance with the preceding article. 7.Restrictive covenants and other important stipulations associated with the transaction. <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors delegate the board chairman to decide such matters when the transaction is within <u>NT\$300 million</u> and have the decisions subsequently submitted to and ratified by the next board of directors meeting <u>in accordance with the provisions of the first paragraph of this article:</u></p> <ol style="list-style-type: none"> 1.Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2.Acquisition or disposal of real property right-of-use assets held for business use. <p><u>If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10% or more of the Company's total assets, the Company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for</u></p>	<p>the following matters have been approved by the audit committee and the board of directors:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2.The reason for choosing the related party as a transaction counterparty. 3.With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with <u>the excluded Article of</u> Article 12 and Article 13. 4.The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5.Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6.An appraisal report from a professional appraiser or a CPA's opinion is obtained in compliance with the preceding article. 7.Restrictive covenants and other important stipulations associated with the transaction. <p><u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 5, paragraph 1 herein, and items that the audit committee has approved and the board of directors need not be counted toward the transaction amount.</u></p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors <u>may</u> delegate the board chairman to decide such matters when the transaction is within <u>a certain amount</u> and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1.Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2.Acquisition or disposal of real property right-of-use assets held for business use. <p><u>The limits of the amount shall be handled in accordance with the provisions as shown in the Attachment, namely, "Authorization Schedule</u></p>	

After amendment	Before amendment	Reason of amendment
<p>approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Company and its parent company or subsidiaries or between its subsidiaries. The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 5, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that the shareholders' meeting has approved, the audit committee and the board of directors in accordance with the Handling Procedures need not be counted toward the transaction amount.</p>	<p>for Acquisition or Disposal of Assets and the Limits on Securities Investment".</p>	
<p>Article 25: ...(omitted) When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following matters. 1.Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2.When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations. ...(omitted)</p>	<p>Article 25: ...(omitted) When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters. 1.Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2.When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3.They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations. ...(omitted)</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>
<p>Article 27: The Handling Procedures shall be approved by the board of directors and further submitted to the shareholders meeting for approval and will</p>	<p>Article 27: The Handling Procedures shall be approved by the board of directors and further submitted to the shareholders meeting for approval and will</p>	<p>To add date of revision</p>

After amendment	Before amendment	Reason of amendment
<p>become effective afterwards. The same shall apply to amendments to the Handling Procedures.</p> <p>After the promulgation of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on December 10, 2002, the Handling Procedures of the Company were amended. The first amendment was made on May 30, 2003; the second amendment was made on June 30, 2005; the third amendment was made on June 13, 2008; the fourth amendment was made on June 4, 2010; the fifth amendment was made on June 15, 2011; the sixth amendment was made on June 12, 2012; the seventh amendment was made on June 11, 2014; the eighth amendment was made on June 8, 2017; the ninth amendment was made on June 12, 2019; <u>the tenth amendment was made on June 15, 2022.</u></p>	<p>become effective afterwards. The same shall apply to amendments to the Handling Procedures.</p> <p>After the promulgation of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on December 10, 2002, the Handling Procedures of the Company were amended. The first amendment was made on May 30, 2003; the second amendment was made on June 30, 2005; the third amendment was made on June 13, 2008; the fourth amendment was made on June 4, 2010; the fifth amendment was made on June 15, 2011; the sixth amendment was made on June 12, 2012; the seventh amendment was made on June 11, 2014; the eighth amendment was made on June 8, 2017; the ninth amendment was made on June 12, 2019.</p>	

After amendment					Before amendment					Reason of amendment
Appendix: Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment (in NTD thousands / %)					Appendix: Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment (in NTD thousands / %)					To meet the operational needs
Asset Item	Approver	Authority	Aggregate Investment Limit	Individual Investment Limit	Asset Item	Approver	Authority	Aggregate Investment Limit	Individual Investment Limit	
Real property or right-of-use assets thereof not for business use	Board of Director		10% of the equity	5% of the equity	Real property thereof not for business use	Board of Director		10% of the equity	5% of the equity	
Equity investment in 100% held subsidiaries	Board of Director	≥ 300,000	150% of the equity	150% of the equity	Strategic investment in equities	Board of Director	≥ 300,000	50% of the equity	25% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000			
Equity investment in non 100% held subsidiaries	Board of Director	≥ 300,000	100% of the equity	50% of the equity	Financial investment in equities	Board of Director	≥ 200,000	50% of the equity	25% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<200,000			
Other investments in equities	Board of Director	≥ 300,000	50% of the equity	25% of the equity	Long term investment in secured bonds	Board of Director	≥ 300,000	20% of the equity	10% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000			
Long term investment in secured bonds	Board of Director	≥ 300,000	20% of the equity	10% of the equity	Long term investment in unsecured bonds	Board of Director		10% of the equity	5% of the equity	
	Board of Director Chairman	<300,000				Division Head of Finance				
Long term investment in unsecured bonds	Board of Director		10% of the equity	5% of the equity	Short term investment in bonds and bond funds	Division Head of Finance		30% of the equity	15% of the equity	
Short term investment in bonds and bond funds	Functional Head of Finance Center		30% of the equity	15% of the equity	Other securities	Board of Director	≥ 300,000	10% of the equity	5% of the equity	
Other securities	Board of Director	≥ 300,000	10% of the equity	5% of the equity	Acquisition or disposal of equipment or right-of-use assets, or real property, right-of-use assets thereof held for business use, and when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries.	Board of Director	≥ 300,000			
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000	10% of the equity	5% of the equity	