

Stock code : 6189



PROMATE ELECTRONIC CO., LTD

**Handbook for the 2023
Annual Meeting of Shareholders**

Time of Shareholders' Meeting: 9:00 a.m., June 14, 2023

Location of Shareholders' Meeting: Conference Room, 3rd Floor, No. 32, Section 1, Huanshan Road, Neihu District, Taipei City

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PROMATE ELECTRONIC CO., LTD
Procedures for the 2023 General Meeting of
Shareholders

1. Chairman's address
2. Report matters
3. Recognize matters
4. Discuss matters
5. Provisional motion
6. Adjournment

PROMATE ELECTRONIC CO., LTD
Agenda of the 2023 General Meeting of Shareholders

1. Time: June 14, 2023 (Wednesday) at 9 o'clock in the morning
2. Location: 3rd Floor (Meeting Room), No. 32, Section 1, Huanshan Road, Neihu District, Taipei City
3. Method of convening: Entity shareholders' meeting.
4. Report the total number of shares attending
5. Chairman's address
6. Report matters
 - (1) The business report for the year 2022.
 - (2) The Audit Committee reviewed the report of the 2022 final accounts.
 - (3) The total report of endorsement and guarantee responsibilities for the year 2022.
 - (4) Directors' remuneration and employee remuneration distribution report for the year 2022.
 - (5) 2022 Annual Report on Directors' Remuneration.
 - (6) Report of Communication between Independent Directors and Internal Audit Officer
7. Recognize matters
 - (1) Recognize the 2022 business report and financial statement proposal.
 - (2) Recognize the surplus distribution case for the year 2022.
8. Discuss matters
Amendment to the "Articles of Association" of the company.
9. Provisional motion
10. Adjournment

I. Chairman's address

II. Report matters

(I) The business report for the year 2022.

Description: Please refer to appendix 1 "2022 Business Report".

(II) The Audit Committee reviewed the report of the 2022 final accounts.

Description: Please refer to Appendix 2 "Agreement and Audit Report of the Audit Committee for the Year 2022".

(III) Report on the total amount of endorsement and guarantee responsibilities for the year 2022.

Description: As of December 31, 2022, the amount of the external endorsement guarantee, (please refer to the attached table), did not exceed the limit stipulated in the company's "Endorsement Guarantee Operation Method". The nature of the guarantee is financing guarantee. The objects are all subsidiaries of the company or reinvestment businesses.

Unit: NTD1000

Endorser company name	Object of endorsement guarantee		Amount of a single enterprise endorsement guarantee limit	Maximum endorsement guarantee balance for the current period	Endorsement guarantee balance at the end of the period	Amount of endorsement guaranteed by property	Ratio of the accumulated endorsement guarantee amount to the net value of the latest financial statement%	Maximum amount of endorsement guarantee
	company name	relationship						
The company	Promate Electronics (Shanghai) Co., Ltd.	Note 1	\$ 1,801,261	\$ 27,036	\$ -	\$ -	-	\$2,573,230
	Jiahefeng Electronics (Shenzhen) Co., Ltd.		\$ 1,801,261	\$ 36,048	\$ 35,264	\$ -	0.69	\$2,573,230
Promate Electronics (Shanghai) Co., Ltd.	Jiahefeng Electronics (Shenzhen) Co., Ltd.		\$ 1,801,261	\$ 27,036	\$ 26,448	\$ 26,448	0.51	\$2,573,230

Note 1 : A subsidiary of the company.

Note 2 :

- (1) The endorsement guarantee limit is based on the company's compliance with Article 36 and Article 38 of the Securities Exchange Law and the Securities and Futures Management Commission of the Ministry of Finance on February 12, 1997 (86) Taiwan Caizheng (6) No. 00669 Procedures for endorsements and guarantees approved by the letter and the shareholders' meeting: the total amount of the company's external endorsement guarantee is 50% of the net equity value and the limit of the endorsement guarantee for a single company is 35% of the net equity value.
- (2) According to the above regulations, the maximum limit of the company's 2021 endorsement guarantee is the net value of 5,146,460 (NTD1000) \times 50% = 2,573,230 (NTD1000); in addition, the net value of the endorsement guarantee for a single enterprise is 5,146,460 (NTD1000). \times 35% = 1,801,261 (NTD1000).

(IV) The report on directors' remuneration and employee remuneration distribution for the year 2022.

Note: In accordance with the company's articles of association, NTD 83,000,000 of employee remuneration and NTD 17,000,000 of directors' remuneration are set forth and paid in cash.

(V) 2022 Annual Report on Directors' Remuneration.

Notes:

1. The remuneration payment policy, system, standard and structure of general directors and independent directors of the Company, and the correlation with the amount of remuneration paid according to the responsibilities, risks, investment time and other factors:
 - a. According to Article 16, Chapter 4 of the Articles of Association of the Company, the remuneration of all directors is authorized to be agreed by the board of directors according to the degree of their participation in the operation of the Company and

- the value of their contribution, regardless of the profit and loss of the operation.
- b. The Company regularly evaluates the remuneration of directors in accordance with the Measures for Performance Evaluation of the Board of Directors, and according to Article 20, Chapter 6 of the Articles of Association, no more than 3% of the annual remuneration of directors shall be allocated.
 - c. The remuneration committee will give reasonable remuneration after considering the degree of participation in the company's operation, contribution value, whether there are moral hazard events or other risk events that have negative impact on the company's image and goodwill, improper internal management, personnel abuse and other comprehensive considerations, as well as the overall operating conditions of the company.
2. Please refer to Appendix 3 for details of individual details of directors' remuneration of the Company in 2022, and submit the report to the shareholders' meeting in accordance with Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

(VI) Report of Communication between Independent Directors and Internal Audit Officer

Note: The communication between independent directors and internal audit officer is as follows:

Date	Focus on	Results
2022/03/16	◆ Audit Report in the 1 st Quarter of 2022 ◆ Effectiveness Assessment of Internal Control System of the Company in 2021 and Issuance of Report of “Internal Control Statement”	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2022/06/14	◆ Audit Report in the 2 nd Quarter of 2022	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2022/08/09	◆ Audit Report in the 3 rd Quarter of 2022	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2022/11/08	◆ Audit Report in the 4 th Quarter of 2022	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2022/12/21	◆ Proposal for Audit Plan of the Company for the Year 2023	No deficiency was involved and independent directors didn't express any opinion or suggestion.

III. Recognize matters

Case 1: proposed by the board of directors

Proceedings: Recognition of the 2022 business report and financial statements.

Description: The 2022 financial statements and consolidated financial statements have been prepared, and the accountant has issued an unqualified opinion (please refer to Appendix 4) and financial statements (please refer to Appendix 5), please acknowledge.

Resolution:

Case 2: proposed by the board of directors

Proceedings: Recognition of the 2022 surplus distribution case.

Description:

1. Please refer to Appendix 6 for the company's surplus distribution table for 2022.
2. The proposed distribution of cash dividends to shareholders is NTD3.45 per share, totaling NTD728,687,231.
3. The distribution of cash dividends for each shareholder is calculated to the end of the NTD, and the total amount below the NTD, the abnormal amount of less than one NTD, will be transferred to the Promate Electronics Employee Welfare Committee, and the chairman of the board will be authorized to set another dividend base date after the shareholders' meeting has passed it, and it shall be handled according to law.
4. If the number of outstanding shares changes due to the conversion of convertible bonds to ordinary shares or the repurchase of treasury shares, and the dividend ratio needs to be adjusted, it is proposed to authorize the chairman of the board to deal with it.

Resolution:

IV. Discuss matters

proposed by the board of directors

Proceedings: Proposal for Amendment to "Articles of Association" of the Company

Description:

1. Planned amendment to the dividend payment policy to coordinate with the appraisal standard of corporate governance.
2. Please refer to Appendix 7 for the comparison table of amendments to the "Articles of Association" of the company.

Resolution:

V. Provisional motion

VI. Adjournment

PROMATE ELECTRONIC CO., LTD

2022 Business Report

i. 2022 Business Report

(i) Business plan implementation results

Paragraphs	2022	2021	Increase (decrease) amount	Increase (decrease)%
Business income	28,073,205	32,469,053	(4,395,848)	(13.54)
Business interest	936,360	1,234,817	(298,457)	(24.17)
Net profit after tax	885,907	848,904	37,003	4.36

(ii) Budget execution

The Group did not disclose its financial forecasts in 2022, so there is no situation in which the budget has been reached.

(iii) Financial income and expenditure and profitability analysis

Paragraphs		2022	2021
Financial structure (%)	Debt to assets ratio	61.70	67.10
	Ratio of long-term funds to real estate, plant and equipment	1,699.32	1,767.20
Solvency (%)	Current ratio	159.54	156.19
	Quick ratio	109.30	114.61
	Interest coverage ratio	10.69	19.79
Profitability	Return on assets (%)	6.61	6.56
	Return on equity (%)	16.83	18.32
	Ratio of net profit before tax to paid-in capital (%)	54.27	54.78
	Net profit rate (%)	3.16	2.61
	Earnings per share (NTD)	4.08	4.31

(iv) Research development status

Research and development expenditures in the last three years

Unit: NTD1000

	2020	2021	2022
R&D expenses	70,959	70,364	81,970
R&D expenses as a percentage of revenue	0.27%	0.22%	0.29%

The Company has successfully acted as the agent of domestic and foreign electronics major components products, with FAE and many R&D personnel, mainly to provide customers with technical support for the use of products, help customers save R&D expenses and shorten the product launching time, and provide customers with complete solutions, including the panel displays, wireless links, terminal servers, automotive electronic applications and application-specific chips, low-power-consumption and high-efficiency power management IC solutions, etc., focusing on the niche market segments to enhance the Company's added value.

ii. Summary of this (2023) annual business plan

According to the report of “World Economic Outlook” published by the International Monetary Fund (IMF) in October 2022, the global economic growth rate was predicted to decline from 6.0% in 2021 to 3.2% in 2022 and 2.7% in 2023. As for inflation, it was predicted in this report that the global inflation rate would rise from 4.7% in 2021 to 8.8% in 2023, but this figure was expected to drop to 6.5% in 2023. In 2024, this figure might even drop to 4.1%. For Taiwan, the economic growth rate in 2022 and 2023 was expected to reach 3.3% and 2.8% respectively. Compared with that in April, the economic growth rate was slightly increased by 0.1% this year and slightly decreased by 0.1% next year. For major Asian countries, the economic growth rate of mainland China was significantly decreased from 8.1% last year to 3.2% in 2022 and 4.4% in 2023 respectively. The estimated value of the inflation of this year and next year was 2.2%; the economic growth rate of Japan was expected to be 1.7% and 1.6% in 2022 and 2023 respectively, with inflation rate of 2.0% and 1.4%.

(1) Operating strategy & Important production and sale policies

- 1) Implement the enterprise sustainable management, strengthen the employees' humanistic quality, enhance the integration of work and life, and continue to enrich the professional skills and strengthen the partnership with upstream and downstream manufacturers, jointly create the added value, create a win-win cause, and pursue the sustainable operation.
- 2) Provide the customers a complete supply plan to coordinate with the downstream system manufacturer's production plan, help the customers to shorten the product development time, provide a complete solution to the customer, make the customers more focusing on the core technology research and development, enable the customers to shorten new product development time, grab the market opportunities, improve the overall efficiency, competitiveness, and increase the satisfaction of the final market and the Company's added value.
- 3) Clarifying the product market positioning, focusing on the familiar industries, and distributing the product lines, LCD panels, special application chips, power management ICs and wireless communication products, the Company is positioned in the high-technology and high-value-added design-in market, with the application fields covering the information, consumer electronics and communication industries. The technical competitiveness has become the biggest competitive advantage of Promate, which has formed an obvious market specialty division between Promate and other agents and domestic peers.

(2) Expected sales volume and its basis

The various electronic components for agent sales by the Company are used in various electronic consumer products and industrial fields, such as personal computers, information home appliances, broadband network, wireless communication systems, vehicle-related applications, etc., with a wide range of applications and deep into the general family life field. Looking forward to 2023, in the face of the influence of factors such as inventory reduction speed and the technological competition between China and the United States, and considering the upstream and downstream industries and related electronic consumer market supply and demand, as well as the agency of the original factory's expected target and internal business planning, the growth of related product sales in 2023 is challenging but still cautiously optimistic.

Promate Electronic Co., Ltd. will continue to develop potential agent products in all fields in 2023, and meanwhile aim at intensifying its core competitive ability to march into critical key components and products with high added values of high-growth industry in mid-and-long term prudent mode. Besides, it was expected that the interest rate in current year would be maintained at a relatively high level for a long term, and emphasis should be placed on inventory management, and maintenance of a stable financial structure and good cash flows, thus to reduce its future development risks, and add revenue and profit-making motion meanwhile. So please support, give advice and offer encouragement as always, to maximize the interests of shareholders via increased performance and ongoing growth.

Sincerely yours,

Chairman: Chen Chengfang

Manager: Chen Chengfang

Accounting Supervisor: Chiu Huiling

Appendix 2: Audit Committee Approval and Audit Report for the 2022 Annual

PROMATE ELECTRONIC CO., LTD

Audit Committee's Approval and Inspection Report

Hereby Approve

The board of directors of the company prepared the 2022 business report, financial statements, and surplus distribution proposal. The financial statements were reviewed by Deloitte & Touche Accountants, Wong, Bo-Ren and Kuo, Nai-Hua, and issued an unqualified review report. The accountant has communicated with the audit committee on the key audit paragraphs in the audit report. The Audit Committee found that there is no discrepancy after reviewing the aforementioned forms. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, the Audit Committee has prepared a report for verification.

Best regards.

PROMATE ELECTRONIC CO., LTD 2023 Annual General Meeting of Shareholders

Convener of the Audit Committee: Chen, Mei-Chi

March 15, 2023

Statement of Financial Report on Consolidation of Related Enterprises

In the year 2022 of the company (from January 1 to December 31, 2022), in accordance with the "Compilation Standards for Consolidated Financial Statements of Affiliated Companies and Consolidated Financial Statements of Related Enterprises" according to International Financial Reporting Standard No. 10, the companies that should be included in the preparation of the consolidated financial statements of the parent and subsidiary companies are all the same, and the relevant information that should be disclosed in the consolidated financial statements of the affiliated companies has been disclosed in the previously disclosed consolidated financial reports of the parent and subsidiary companies, and will not be prepared separately by the consolidated financial statements of related companies.

Hereby above declaration.

Company name: PROMATE ELECTRONIC CO., LTD

Person in charge: Chen, Cheng-fang

March 15, 2023

Appendix 3: Contents of Director's Remuneration

Title	Name	Director's remuneration								Total amounts of A, B, C and D and percentage in profit after tax % (Note 10)		Pay received as an employee								Total amounts of A, B, C, D, E, F and G and percentage in profit after tax % (Note 10)		Remuneration received from invested companies other than subsidiaries or the parent company (Note 11)
		Remuneration (A) (Note 2)		Pension (B)		Remuneration to directors (C) (Note 3)		Business expense (D) (Note 4)				Salary, bonus and special allowance (E) (Note 5)		Pension (F)		Employee compensation (G) (Note 6)						
		The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	The Company	All Consolidated Entities (Note7)	Cash	Stock	Cash	Stock	
Chairperson	Eric Chen	0	0	0	0	1,889	1,889	0	0	0.23	0.23	9,356	9,356	-	-	7,300	-	7,300	0	2.26	2.26	-
Director	Cheer Du	0	0	0	0	1,889	1,889	0	0	0.23	0.23	8,700	11,716	-	-	8,800	-	8,800	0	2.36	2.73	-
Director	Ciou-Jiang Hu	0	0	0	0	1,889	1,889	0	0	0.23	0.23	0	0	0	0	0	0	0	0	0.23	0.23	-
Director	Yi-Lin Sung (note 1)	0	0	0	0	944	944	0	0	0.12	0.12	0	0	0	0	0	0	0	0	0.12	0.12	-
Director	Chuang Fong investment Co., Ltd.(Representative: Ming-Jhen Jhu)	0	0	0	0	3,779	3,779	0	0	0.46	0.46	0	0	0	0	0	0	0	0	0.46	0.46	-
Independent Director	Jiang-Long Guo	0	0	0	0	1,889	1,889	0	0	0.23	0.23	0	0	0	0	0	0	0	0	0.23	0.23	-
Independent Director	Siou-Ming Huang	0	0	0	0	1,889	1,889	0	0	0.23	0.23	0	0	0	0	0	0	0	0	0.23	0.23	-
Independent Director	Min-Chih Chien(note 1)	0	0	0	0	944	944	0	0	0.12	0.12	0	0	0	0	0	0	0	0	0.12	0.12	-
Independent Director	Mei-Chi Chen (note 1)	0	0	0	0	944	944	0	0	0.12	0.12	0	0	0	0	0	0	0	0	0.12	0.12	-
Independent Director	Han-Liang Hu (note 2)	0	0	0	0	944	944	0	0	0.12	0.12	0	0	0	0	0	0	0	0	0.12	0.12	-
<p>1. Please describe the policy, system, standard, and structure of remuneration to independent directors, and the correlation between duties, risk, and time input with the amount of remuneration: The Company has made regular assessments on director's remuneration according to "Performance Assessment Methods for Board of Directors". According to Article 20 of Chapter 6 in <i>Articles of Association</i>, and in case of having a profit of this year (namely income before tax by deducting staff and director remunerations), shall allocate not more than 3% as directors' remunerations by referring their degree of participation in company operation, contributed values, whether involved in any ethical risk event or others which may cause adverse effects on company image and reputation, such as improper inner management and personnel fraud, etc., as well as company's operating status comprehensively and reasonably.</p> <p>2. In addition to the above disclosures, directors' remuneration from service provision (e.g. assumed as non-employee consultant of patent company/all companies in financial statements/invested enterprises) of recent years: None.</p> <p>Note 1: Newly appointed on June 15, 2022 Note 2: Relieved from office on June 15, 2022.</p>																						

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Promate Electronics Co. Ltd.

Opinion

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

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, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the 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 Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2022 is stated as follows:

Occurrence of shipment with revenue gained from specific clients

The Group specializes in trading distributed components, liquid crystal display products, and image processing IC. Based on the materiality and auditing standards, revenue recognition is presumed to be a significant risk. Therefore, the engaging partner believes that the existence of sales revenue with

specific clients would materially affect the occurrence of the financial statement, which is the reason the audit team listed the occurrence of shipment with sales revenue from certain clients as the key audit matter of 2022 audit process. Refer to note 4(12) for more details of revenue recognition policy.

Our main audit procedures performed in respect of above matter include the following:

1. We understood the internal control procedures for revenue recognition and the relevant approval process followed by the Group's management.
2. We understood the internal control procedures for revenue recognition and the relevant approval process followed by the Group's management.
3. We ascertained sales returns and discounts that occurred after the balance sheet date, to ensure whether there is a material misstatement on sales revenue from specific clients in the group's financial statement.

Other Matters

We have also audited the parent company only financial statements of Promate Electronics Co. Ltd as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified 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 IFRS, IAS, IFRIC, and 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, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the 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 the 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 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 for the year ended December 31, 2022 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 audits resulting in this independent auditors' report are Po-Jen Weng and Nai-Hua Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 28, 2023

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

PROMATE ELECTRONIC CO., LTD. AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS**
(In Thousands of New Taiwan Dollars)

	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 32)	\$ 2,536,276	18	\$ 1,976,856	13
Financial assets at fair value through profit or loss - current (Notes 4, 7, 20, and 32)	20,813	-	13,382	-
Financial assets at amortized cost - current (Notes 4, 9, 10, 32 and 34)	3,972	-	2,236	-
Contract assets - current (Notes 4 and 26)	1,856	-	-	-
Notes receivable (Notes 4, 11 and 32)	40,685	-	92,798	1
Accounts receivable (Notes 4, 11 and 32)	4,560,982	32	6,868,984	45
Accounts receivable from related parties (Notes 4, 11, 32 and 33)	36	-	1,693	-
Other receivables (Notes 4, 11 and 32)	1,293,746	9	727,041	5
Current tax assets (Notes 4 and 28)	566	-	391	-
Inventories (Notes 4 and 12)	3,853,470	27	3,489,971	23
Other current assets (Notes 18)	34,852	-	23,207	-
Total current assets	<u>12,347,254</u>	<u>86</u>	<u>13,196,559</u>	<u>87</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4, 8 and 32)	175,654	1	166,654	1
Property, plant and equipment (Notes 4, 15, 27, 30 and 34)	393,410	3	382,717	2
Right-of-use assets (Notes 4, 16, 27 and 33)	77,037	-	105,289	1
Other intangible assets (Notes 4, 17 and 27)	7,091	-	9,837	-
Deferred tax assets (Notes 4 and 28)	294,796	2	174,778	1
Prepayments for business facilities (Notes 18, 30 and 35)	569	-	6,834	-
Refundable Deposits (Notes 18 and 32)	1,128,516	8	1,169,931	8
Total non-current assets	<u>2,077,073</u>	<u>14</u>	<u>2,016,040</u>	<u>13</u>
TOTAL	<u>\$ 14,424,327</u>	<u>100</u>	<u>\$ 15,212,599</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4, 19, 30, 32, 34 and 35)	\$ 3,257,405	23	\$ 2,645,942	17
Short-term bills payable (Notes 4, 19, 30 and 32)	150,000	1	180,000	1
Contract liabilities - current (Notes 22 and 26)	217,013	2	146,306	1
Notes payable (Notes 21 and 32)	344	-	8,447	-
Accounts payable (Notes 21 and 32)	2,385,905	17	4,083,540	27
Accounts payable to related parties (Notes 21, 32 and 33)	28,175	-	13,893	-
Other payables (Notes 22 and 32)	729,380	5	558,738	4
Current tax liabilities (Notes 4 and 28)	204,908	1	279,163	2
Provisions- current (Notes 4 and 23)	5,821	-	2,938	-
Lease liabilities - current (Notes 4, 16, 30, 32 and 33)	40,054	-	37,289	-
Current portion of bonds payable (Note 4, 20 and 32)	106,985	1	-	-
Other current liabilities (Note 22)	613,055	4	492,968	3
Total current liabilities	<u>7,739,045</u>	<u>54</u>	<u>8,449,224</u>	<u>55</u>
NON-CURRENT LIABILITIES				
Bonds Payable (Note 4, 20 and 32)	-	-	539,418	4
Long-term borrowings (Notes 4, 19, and 32)	100,000	1	-	-
Provisions- noncurrent (Notes 4 and 23)	3,703	-	1,386	-
Deferred tax liabilities (Notes 4 and 28)	13,166	-	53,883	-
Lease liabilities - noncurrent (Notes 4, 16, 30, 32 and 33)	37,661	-	68,470	1
Net defined benefit liabilities - noncurrent (Notes 4 and 24)	36,274	-	42,643	-
Guarantee Deposits (Notes 22 and 32)	969,377	7	1,051,904	7
Total non-current liabilities	<u>1,160,181</u>	<u>8</u>	<u>1,757,704</u>	<u>12</u>
Total liabilities	<u>8,899,226</u>	<u>62</u>	<u>10,206,928</u>	<u>67</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 13, 25, and 29)				
Share capital				
Ordinary shares	2,087,964	15	1,934,141	13
Capital surplus	1,290,786	9	1,008,022	7
Retained earnings				
Legal reserve	954,454	6	872,428	6
Unappropriated earnings	829,680	6	821,907	5
Total retained earnings	1,784,134	12	1,694,335	11
Other equity	(16,424)	-	2,551	-
Total equity attributable to owners of the Company	5,146,460	36	4,639,049	31
NON-CONTROLLING INTERESTS (Notes 13 and 25)	<u>378,641</u>	<u>2</u>	<u>366,622</u>	<u>2</u>
Total equity	<u>5,525,101</u>	<u>38</u>	<u>5,005,671</u>	<u>33</u>
TOTAL	<u>\$ 14,424,327</u>	<u>100</u>	<u>\$ 15,212,599</u>	<u>100</u>

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

PROMATE ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 26 and 33)				
Sales	\$ 28,073,205	100	\$ 32,469,053	100
OPERATING COSTS (Notes 4, 12, 27 and 33)				
Cost of sales	(25,891,565)	(92)	(30,102,015)	(93)
GROSS PROFIT	<u>2,181,640</u>	<u>8</u>	<u>2,367,038</u>	<u>7</u>
OPERATING EXPENSES (Notes 27 and 33)				
Selling and marketing expenses	(1,005,204)	(4)	(924,717)	(3)
General and administrative expenses	(158,106)	(1)	(137,140)	-
Research and development expenses	(81,970)	-	(70,364)	-
Total operating expenses	(<u>1,245,280</u>)	(<u>5</u>)	(<u>1,132,221</u>)	(<u>3</u>)
OPERATING PROFIT	<u>936,360</u>	<u>3</u>	<u>1,234,817</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4 and 33)				
Interest income	9,087	-	2,390	-
Other income- others	14,407	-	10,463	-
Other gains and losses	290,147	1	(131,210)	(1)
Finance costs	(116,902)	-	(56,396)	-
Share of profit (loss) of associates accounted for using equity method	<u>-</u>	<u>-</u>	(<u>607</u>)	<u>-</u>
Total non-operating income and expenses	<u>196,739</u>	<u>1</u>	(<u>175,360</u>)	(<u>1</u>)
PROFIT BEFORE INCOME TAX	1,133,099	4	1,059,457	3
INCOME TAX EXPENSE (Notes 4 and 28)	(<u>247,192</u>)	(<u>1</u>)	(<u>210,553</u>)	<u>-</u>
NET PROFIT FOR THE PERIOD	<u>885,907</u>	<u>3</u>	<u>848,904</u>	<u>3</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 24)	5,163	-	3,727	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income (Notes 4 and 25)	(26,439)	-	17,224	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 28)	<u>1,505</u>	<u>-</u>	(<u>745</u>)	<u>-</u>
	(<u>19,771</u>)	<u>-</u>	<u>20,206</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				

	2022		2021	
	Amount	%	Amount	%
Exchange differences on translating the financial statements of foreign operations (Notes 25)	4,437	-	(2,439)	-
Unrealized gain on investments in debt instruments at fair value through other comprehensive income (Notes 4, 9 and 25)	-	-	2,788	-
Income tax relating to items that may be reclassified subsequently to profit or loss (Notes 4 and 28)	(887)	-	488	-
	<u>3,550</u>	-	<u>837</u>	-
Other comprehensive income (loss) for the period, net of income tax	(16,221)	-	21,043	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>\$ 869,686</u>	<u>3</u>	<u>\$ 869,947</u>	<u>3</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 820,324	3	\$ 793,979	3
Non-controlling interests	<u>65,583</u>	-	<u>54,925</u>	-
	<u>\$ 885,907</u>	<u>3</u>	<u>\$ 848,904</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 807,845	3	\$ 816,037	3
Non-controlling interests	<u>61,841</u>	-	<u>53,910</u>	-
	<u>\$ 869,686</u>	<u>3</u>	<u>\$ 869,947</u>	<u>3</u>
EARNINGS PER SHARE (Note 29)				
Basic	<u>\$ 4.08</u>		<u>\$ 4.31</u>	
Diluted	<u>\$ 3.83</u>		<u>\$ 3.75</u>	

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

(Concluded)

PROMATE ELECTRONIC CO., LTD. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Company										
	Issued Capital			Retained Earnings			Other Equity		Total	Noncontrolling Interest	Total Equity
	Shares (Thousands)	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operation	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2021	179,126	\$ 1,791,260	\$ 712,730	\$ 818,510	\$ 15,204	\$ 541,910	(\$ 5,218)	\$ 11,996	\$ 3,886,392	\$ 377,344	\$ 4,263,736
Appropriation of 2020 earnings											
Legal reserve	-	-	-	53,918	-	(53,918)	-	-	-	-	-
Special reserve	-	-	-	-	(15,204)	15,204	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(501,553)	-	-	(501,553)	-	(501,553)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(64,632)	(64,632)
Conversion of convertible bonds to common stock	14,288	142,881	295,292	-	-	-	-	-	438,173	-	438,173
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	24,410	-	(24,410)	-	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	-	793,979	-	-	793,979	54,925	848,904
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,875	(1,836)	22,019	22,058	(1,015)	21,043
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	795,854	(1,836)	22,019	816,037	53,910	869,947
BALANCE AT DECEMBER 31, 2021	193,414	1,934,141	1,008,022	872,428	-	821,907	(7,054)	9,605	4,639,049	366,622	5,005,671
Appropriation of 2021 earnings											
Legal reserve	-	-	-	82,026	-	(82,026)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(737,021)	-	-	(737,021)	-	(737,021)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(49,822)	(49,822)
Conversion of convertible bonds to common stock	15,382	153,823	282,764	-	-	-	-	-	436,587	-	436,587
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	-	2,940	-	(2,940)	-	-	-
Net profit for the year ended December 31, 2022	-	-	-	-	-	820,324	-	-	820,324	65,583	885,907
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	3,556	3,574	(19,609)	(12,479)	(3,742)	(16,221)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	823,880	3,574	(19,609)	807,845	61,841	869,686
BALANCE AT DECEMBER 31, 2022	208,796	\$ 2,087,964	\$ 1,290,786	\$ 954,454	\$ -	\$ 829,680	(\$ 3,480)	(\$ 12,944)	\$ 5,146,460	\$ 378,641	\$ 5,525,101

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

PROMATE ELECTRONIC CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,133,099	\$ 1,059,457
Adjustments for:		
Expected loss on credit impairment	12,027	13,216
Depreciation expenses	66,033	62,945
Amortization expenses	3,378	2,932
Finance costs	116,902	56,396
Share of loss(profit) of associates accounted for using the equity method	-	607
Interest income	(9,087)	(2,390)
Dividend income	(4,798)	(6,813)
Loss (gain) on inventory impairment	353,518	130,068
Loss (gain) on disposal of property, plant and equipment	(24)	(429)
Loss (gain) on lease modification	(364)	(1,668)
Loss (gain) on disposal of investments	-	13
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	6,367	(3,242)
Net loss (gain) on foreign currency exchange	(5,725)	(8,575)
Loss (gain) on scrap of inventories	8,289	4,081
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(13,800)	9,237
Dncrease (iecrease) in contract assets	(1,856)	-
Decrease (increase) notes receivable	52,113	(23,981)
Decrease (increase) in accounts receivable	2,295,984	(1,368,855)
Decrease (increase) in accounts receivable due from related parties	1,657	501
Decrease (increase) in other receivable	(566,705)	(10,173)
Decrease (increase) in inventories	(725,307)	(1,283,789)
Decrease (increase) in other current assets	(11,645)	(13,936)
Increase (decrease) in contract liabilities	70,707	68,602
Increase (decrease) in notes payable	(8,103)	8,423
Increase (decrease) in accounts payable	(1,697,635)	1,344,064
Increase (decrease) in accounts payable to related parties	14,282	(6,006)
Increase (decrease) in other payable	156,577	153,099
Increase (decrease) in provisions	5,200	(1,200)
Increase (decrease) in net defined benefit liability	(1,206)	(1,189)
Increase (decrease) in other current liabilities	<u>120,087</u>	<u>183,362</u>
Cash generated from (used in) operations	1,369,965	364,757
Interest paid	(99,850)	(41,607)
Income tax paid	<u>(481,739)</u>	<u>(156,895)</u>
Net cash generated from (used in) operating activities	<u>788,376</u>	<u>166,255</u>

	<u>2022</u>	<u>2021</u>
		(Continued)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(6,748)	(46,963)
Acquisition of financial assets at fair value through other comprehensive income	(39,330)	(107,878)
Proceeds from disposal of financial assets at amortized cost	5,180	133,914
Proceeds from disposal of financial assets at fair value through other comprehensive income	3,891	36,881
Interest received	9,087	2,390
Other dividends received	4,798	6,813
Increase in prepayments for business facilities	(26,063)	(17,011)
Acquisition of property, plant and equipment	(1,594)	(7,886)
Acquisition of intangible assets	-	(1,908)
Proceeds from disposal of property, plant and equipment	177	429
Refundable deposits paid	-	(764,949)
Refundable deposits refunded	<u>41,415</u>	<u>-</u>
Net cash used in investing activities	(<u>9,187</u>)	(<u>766,168</u>)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term loans	617,020	248,297
Decrease in short-term loans	(30,000)	(10,000)
Increase of long-term debt	100,000	-
Payments of lease liabilities	(41,659)	(40,130)
Guarantee deposits received	-	767,040
Guarantee deposits refunded	(82,527)	-
Payments of cash dividends	(737,021)	(501,553)
Dividends paid to non-controlling interests	(<u>49,822</u>)	(<u>64,632</u>)
Net cash generated from financing activities	(<u>224,009</u>)	<u>399,022</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>4,240</u>	(<u>1,200</u>)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	559,420	(202,091)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	<u>1,976,856</u>	<u>2,178,947</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	<u>\$ 2,536,276</u>	<u>\$ 1,976,856</u>

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

(Concluded)

Appendix 6: Earnings Distribution Statement

PROMATE ELECTRONIC CO., LTD

Earnings Distribution Statement

2022

Unit: NTD

Paragraphs	Amount		Note
Undistributed surplus at the beginning of the period		2,859,865	
2022 net profit after tax	820,324,475		EPS 4.086 NTD per share
Plus: Right to sanction at fair value through other comprehensive gains and losses			
Beneficial tool investment	2,940,002		
Determine the benefit plan and remeasure the number			
Recognized in retained earnings	3,556,007		
The net profit after tax for the current period plus the number of paragraphs other than the net profit after tax for the current period included in the current year's undistributed surplus		826,820,484	
Assignment paragraphs:			
Statutory reserve		(82,682,048)	10% in accordance with the law
Profit (loss) from investments in equity instruments measured at fair value through other comprehensive income		(12,943,364)	
Exchange Differences on Translating the Financial Statements of Foreign Operations		(3,480,740)	
Cash dividend		(728,687,231)	NTD 3.45 per share
Undistributed surplus at the end of the period		<u>1,886,966</u>	
Note:			
Allotment of directors' remuneration		17,000,000	1.5% (<3%)
Allotment of employee ' remuneration		83,000,000	7.5% (7.5~10%)
		<u>100,000,000</u>	

- (1) The dividend per share is calculated based on the number of 211,213,690 shares outstanding of the Japanese company on February 28, 2023.
- (2) Cash dividends are calculated up to NTD, and those below NTD are rounded up.

Chairman: Chen Chengfang

Manager: Chen Chengfang

Accounting Supervisor: Qiu Huiling

Appendix 7: "Articles of Association" Amendment Table

Articles	Provisions after amendment	Provisions before amendment	Revision notes
Article 21	<p>The dividend payment policy of the company is executed based on the company's capital budget, medium and long-term operation planning, and financial position, and with reference to the general dividend payment level in the same trade and the capital market. The relevant surplus distribution shall <u>not be lower than fifty percent of the distributable surplus in current year in principle</u>. The dividend distribution can be made in form of stock dividend or cash dividend. However, the distribution ratio of cash dividends shall not be lower than twenty percent of the total dividends. The payment ratio will be increased in when the company has surplus and relatively abundant capital in the future.</p>	<p>The dividend payment policy of the company is executed based on the company's capital budget, medium and long-term operation planning, and financial position, and with reference to the general dividend payment level in the same trade and the capital market. The relevant surplus distribution may be executed in form of stock dividend or cash dividend. However, the distribution ratio of cash dividends shall not be lower than twenty percent of the total dividends. The payment ratio will be increased in when the company has surplus and relatively abundant capital in the future.</p>	<p>Added to coordinate the actual demand of the company</p>
Article 23	<p>This charter was established on May 1, 1986. The first amendment was made on September 12, 1986. ...omitted... <u>The thirty-fifth amendment was made on June 14, 2023</u></p>	<p>This charter was established on May 1, 1986. The first amendment was made on September 12, 1986. ...omitted... The thirty-fourth amendment was made on June 15, 2022</p>	<p>Add the amended date</p>

Appendix 8: "Articles of Association" (before amendment)

Articles of Association of PROMATE ELECTRONIC CO., LTD

Chapter 1 General Provisions

- Article 1: The company is organized in accordance with the provisions of the Company Law and is named as PROMATE ELECTRONIC CO., LTD.
- Article 2: The businesses operated by the company are as follows:
- (1) CB01010 Machinery Equipment Manufacturing
 - (2) CB01020 Affairs Machine Manufacturing
 - (3) CC01080 Electronics Components Manufacturing
 - (4) CC01110 Computer and Peripheral Equipment Manufacturing
 - (5) CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 - (6) CE01030 Optical Instruments Manufacturing
 - (7) CE01040 Watches and Clocks Manufacturing
 - (8) CH01040 Toys Manufacturing
 - (9) E605010 Computer Equipment Installation
 - (10) F106010 Wholesale of Hardware
 - (11) F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
 - (12) F110010 Wholesale of Clocks and Watches
 - (13) F113010 Wholesale of Machinery
 - (14) F113020 Wholesale of Electrical Appliances
 - (15) F113030 Wholesale of Precision Instruments
 - (16) F113050 Wholesale of Computers and Clerical Machinery Equipment
 - (17) F118010 Wholesale of Computer Software
 - (18) F119010 Wholesale of Electronic Materials
 - (19) F206010 Retail Sale of Hardware
 - (20) F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
 - (21) F210010 Retail Sale of Watches and Clocks
 - (22) F213010 Retail Sale of Electrical Appliances
 - (23) F213030 Retail Sale of Computers and Clerical Machinery Equipment
 - (24) F213040 Retail Sale of Precision Instruments
 - (25) F213080 Retail Sale of Other Machinery and Equipment
 - (26) F218010 Retail Sale of Computer Software
 - (27) F219010 Retail Sale of Electronic Materials
 - (28) F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 - (29) I301010 Software Design Services
 - (30) I301020 Data Processing Services
 - (31) I401010 General Advertisement Service
 - (32) ZZ99999 All business paragraphs that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The company may guarantee external guarantees and reinvest in other businesses for business needs, and the total amount of reinvestment may exceed 40% of the company's paid-in share capital.
- Article 4: The establishment of the company's head office in Taipei City may establish branches at home

and abroad through a resolution of the board of directors when necessary.

Article 5: The company's announcement method shall be handled in accordance with Article 28 of the Company Law.

Chapter 2 Shares

Article 6: The registered capital of the company is NT\$2500 million, divided into NT\$250 million shares, each share with an amount of NTD10, issued in multiples, and the board of directors of unissued shares authorizes the board of directors to issue resolutions based on actual needs. . The total amount of capital in the preceding paragraph retains NT\$100 million for the issuance of warrants, corporate bonds with warrants, and special stocks with warrants for the exercise of stock options, a total of 10 million shares, with an amount of NTD10 per share, and shall authorize the board of directors to decide on the issue as required.

Article 7: The Company's shares are in registered form, signed or sealed by the directors representing the company, and issued after legal visa. Shares issued by the Company may also be exempted from printing, but registration shall be handled with the centralized securities depository.

Article 8: The renaming and transfer of stocks shall be stopped within 60 days before the regular shareholders meeting, 30 days before the extraordinary shareholders meeting, or 5 days before the base date of the company's Resolution to distribute dividends and bonuses or other benefits; the company's share affairs The handling is reported to be handled in accordance with the "Guidelines for the Handling of Share Issues of Public Companies" promulgated by the competent authority.

Chapter 3 Shareholders' Meeting

Article 9: There are two types of shareholders' meetings: regular meetings and temporary meetings. The regular meetings are held once a year and shall be convened by the board of directors in accordance with the law within six months after the end of each fiscal year. Temporary meetings will be convened according to law when necessary.

The Company may convene shareholders' meetings by video conference or other means announced by the Ministry of Economic Affairs.

Article 10: When a shareholder is unable to attend the shareholders meeting for some reason, he shall obtain a proxy statement issued by the company stating the scope of authorization and entrust an agent to attend the meeting. The method for shareholders' entrusted attendance is not only in accordance with the provisions of Article 177 of the Company Law, but also in accordance with the "Rules for the Use of Power of Attorney for Public Offering Companies to Attend Shareholders Meetings" promulgated by the competent authority.

Article 11: All shareholders of the company have one vote per share, except for restricted or non-voting cases stipulated in Article 179 of the Company Law.

Article 12: Unless otherwise provided by relevant laws and regulations, the resolutions of the shareholders meeting shall be attended by shareholders representing more than half of the total number of issued shares, and shall be executed with the approval of more than half of the voting rights of the shareholders present. However, in the following circumstances, its voting rights shall be attended by two-thirds of the total number of issued shares in person or by proxy, and shall be exercised with the approval of more than half of the voting rights of the present shareholders.

1. Purchasing or merging other enterprises at home and abroad.
2. Dissolution or liquidation or division.

Article 12-1: The shareholders' meeting shall be convened by the board of directors, with the chairman of the board as the chairman. When the chairman is absent, the chairman shall appoint one of the directors to act as his agent. If no appointment is made, the director shall elect one person to act as his agent. The chairman shall be held by the person with the right to convene, and if there are more than two persons with the right to convene, one of the other persons shall be elected as the chairperson.

Article 12-2: The minutes of the resolutions of the shareholders meeting shall be prepared and signed or

stamped by the chairman of the shareholders meeting, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The dissemination of the proceedings of the preceding paragraph shall be done by way of public announcement.

Chapter 4 Directors

- Article 13: The Company has five to nine directors (one of whom is selected by the shareholders' meeting) with a term of three years and can take office if re-elected. In accordance with Article 14-4 of the Securities and Exchange Act, an audit committee is set up, which is responsible for performing the functions and powers of supervisors stipulated in the Company Law, the Securities and Exchange Act and other laws and regulations. The audit committee is composed of all independent directors. The number, term of office, authority, rules of procedure and resources to be provided by the company when exercising the authority of the audit committee shall be separately stipulated by the organizational rules of the audit committee. The total shareholding ratio of all directors shall be handled in accordance with the relevant regulations of the competent securities authority.
- Article 13-1: In accordance with the provisions of Article 14-2 of the Securities Exchange Law, the number of independent directors in the above-mentioned number of directors of the company shall not be less than three, and shall not be less than one-fifth of the number of directors. The election of directors adopts a candidate nomination system, and the shareholders' meeting selects from the list of candidates. The method of accepting the nomination of director candidates, announcements and other related matters shall be handled in accordance with the relevant laws and regulations of the Company Law and the Securities Exchange Law. Independent directors and non-independent directors shall be elected together, and the number of elected positions shall be calculated separately.
- Article 14: The board of directors shall be organized by directors, with the presence of more than two-thirds of the directors and the consent of more than half of the directors present, and a chairman of the board shall be mutually recommended, and the chairman shall represent the company externally.
When a director is unable to attend the board of directors for some reason, he may appoint another director to attend as an agent. However, when a director attends the board of directors as an agent, only one person may be entrusted.
- Article 14-1: The resolution of the board of directors, unless otherwise provided by the Company Law, shall be carried out with the presence of more than half of the directors and the consent of more than half of the directors present.
- Article 14-2: In case of emergency, the company may convene the board of directors at any time and notify all directors electronically.
- Article 15: When the chairman of the board asks for leave or is unable to exercise his powers for some reason, the chairman of the board shall appoint one of the directors to act as his agent. If the chairman of the board does not appoint an agent, the directors shall appoint one of them to act as the agent.
- Article 16: The remuneration of all directors authorizes the board of directors to negotiate according to the degree of participation of the directors in the operation of the company and the value of their contributions, and with reference to the domestic and foreign industry levels.
- Article 16-1: The purchase of liability insurance for all directors shall be determined by the shareholders' meeting, and the company may purchase liability insurance for the directors in accordance with the law for the scope of the execution of the business during their tenure.
- Article 17: The board of directors is organized by directors, and its functions and powers are as follows:
1. Approval and revision of company organization, rules, systems and business changes.
 2. Approval and revision of the business plan.
 3. Propose a proposal for surplus distribution or loss compensation.
 4. Propose a proposal for capital increase or decrease.

5. The establishment and abolition of branches.
6. Establish or change important accounting principles or conventions.
7. Check the selection of accountants and legal advisers.
8. Approval and major amendments to the investment plan for plant construction or expansion.
9. Acquisition and authorization of technical and commercial rights, copyrights and patent rights.
10. Other powers are given in accordance with the company law or the resolutions of the shareholders meeting or the board of directors.

Chapter 5 Managers

Article 18: The company has a manager, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Law.

Chapter 6 Accounting

Article 19: The company shall, at the end of each fiscal year, prepare (1) Business Report, (2) Financial Statements, (3) Surplus Distribution or loss compensation, and other forms and submit them to the general meeting of shareholders in accordance with the law to request recognition.

Article 20: If the company makes annual profits, it shall allocate 7.5% to 10% for employee compensation, and directors' compensation shall not exceed 3%. However, when the company still has accumulated losses, it shall reserve the compensation amount in advance.

The above-mentioned employee remuneration can be paid in stocks or cash, and the board of directors shall take the resolutions approved by more than two-thirds of the directors present and more than half of the present directors, and report to the shareholders meeting.

The above-mentioned employee remuneration is issued to stock or cash objects, including employees of affiliated companies who meet certain conditions, and the conditions are determined to authorize the board of directors to deal with it.

Article 20-1: The net profit of the company's annual final accounts shall be distributed in the following order:

1. Withholding and paying income tax according to law;
2. Make up for previous years' losses (including adjustments to undistributed surplus);
3. Ten percent of the allocation is the statutory surplus reserve, but this is not the case when the statutory surplus reserve has reached the total capital of the company;
4. When special surplus reserve is drawn according to the provisions of laws and regulations or based on operation needs, for the insufficient amount drawn from the net amount of other equity deductions accumulated in the previous period, special surplus reserve of same amount shall be drawn from the undistributed surplus of the previous period before surplus distribution. If it is still insufficient, the amount of the net profit after tax in current period plus the items other than the net profit after tax in current period and included in undistributed surplus in current period shall be drawn. Later, when the net amount of other equity deductions is reversed, the special surplus reserve can be reserved concerning the reserved part to distribute surplus;

After each preceding balance is deducted, the board of directors will draft a shareholder dividend distribution proposal concerning the balance and the accumulated undistributed surplus of previous years, and submit it to the shareholders' meeting for distribution with a resolution.

Chapter 7 Supplementary Provisions

Article 21: The company's dividend payment policy is based on the company's capital budget, medium- and long-term operating plan and financial status, and with reference to the general level of dividends in the industry and the capital market, as the basis for the dividend policy. The relevant surplus distribution can be carried out in the form of stock dividends or cash dividends, but the proportion of cash dividend distribution shall not be less than 20% of the total dividend. However, if future surpluses and funds are sufficient, the distribution ratio will be increased.

- Article 21-1: If the company intends to issue employee stock option certificates at a subscription price lower than the market price, it shall be handled in accordance with relevant laws and regulations, and the issue can only be issued after the resolution of the shareholders meeting.
- Article 21-2: If the company intends to issue employee stock warrants at a subscription price lower than the market price, it shall comply with the provisions of Article 56-1 and Article 76 of the issuer's guidelines for the handling of securities offerings and issuance, and shall be approved by the shareholders' meeting. After the resolution is made, it can be issued.
- Article 22: Matters not stipulated in the Articles of Association shall be handled in accordance with the provisions of the Company Law.
- Article 23: The Articles of Association was established on May 1, 1986.
The first amendment was made on September 12, 1986.
The second amendment was made on December 9, 1986.
The third amendment was on March 25, 1988.
The fourth amendment was made on October 20, 1988.
The fifth amendment was made on April 22, 1989.
The sixth amendment was made on August 5, 1992.
The seventh amendment was made on September 21, 1992.
The eighth amendment was made on September 1, 1995.
The ninth amendment was made on June 17, 1996.
The tenth amendment was made on November 12, 1996.
The eleventh amendment was made on December 2, 1997.
The twelfth amendment was made on May 5, 1998.
The thirteenth amendment was made on May 28, 1999.
The fourteenth amendment was made on October 6, 1999.
The fifteenth amendment was made on May 12, 2000.
The sixteenth amendment was made on May 24, 2001.
The seventeenth amendment was made on December 28, 2001.
The eighteenth amendment was made on May 28, 2002.
The nineteenth amendment was made on May 15, 2003.
The twentieth amendment was made on June 11, 2004.
The twenty-first amendment was made on June 3, 2005.
The twenty-second amendment was made on March 1, 2006.
The twenty-third amendment was made on June 15, 2006.
The twenty-fourth amendment was made on June 13, 2007.
The twenty-fifth amendment was made on June 13, 2008.
The twenty-sixth amendment was made on June 10, 2009.
The twenty-seventh amendment was made on June 15, 2010
The twenty-eighth amendment was made on June 27, 2012
The twenty-ninth amendment was made on June 10, 2013
The thirtieth amendment was made on June 14, 2016
The thirty-first amendment was made on June 14, 2019
The thirty-second amendment was made on June 15, 2020
The thirty-third amendment was made on July 26, 2021
The thirty-fourth amendment was made on June 15, 2022

PROMATE ELECTRONIC CO., LTD

Chairman: Chen Chengfang

Appendix 9: "Rules of Procedure for Shareholders' Meetings"

PROMATE ELECTRONIC CO., LTD

Rules of Procedure of Shareholders' Meeting

The Rules were drafted and passed on June 27, 2012

The first amendment was on June 14, 2019

The second amendment was on June 15, 2020

The third amendment was on July 26, 2021

The fourth amendment was on June 15, 2022

1. The shareholders meeting of the company shall be handled in accordance with these rules.

The matters not stipulated in this rule shall be handled in accordance with the Company Law, Securities Exchange Law, the Articles of Association and other relevant laws and regulations.

2. Unless otherwise provided by laws and regulations, the shareholders' meeting of the company shall be convened by the board of directors.

Changes to how the company convenes its shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meeting notice.

The company shall, in 30 days before the regular shareholders' meeting or in 15 days before the extraordinary shareholders' meeting, provide the reasons for various proposals such as the notice of the shareholders meeting, the paper for the power of attorney, relevant approval proposals, discussion proposals, appointment or dismissal of directors, etc. The explanatory data is made into an electronic file and sent to the public information observatory. And in 21 days before the regular shareholders meeting or in 15 days before the extraordinary shareholders meeting, the shareholders meeting manual and supplementary data of the meeting will be prepared and sent to the public information observation station. If, however, the company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In 15 days before the shareholders meeting is held, a handbook of the current shareholders meeting and supplementary materials for the meeting shall be prepared for shareholders to request at any time, displayed on the company and its stock affairs agency, and shall be distributed on-site at the shareholders meeting.

The company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- (1) For physical shareholders' meetings, to be distributed on-site at the meeting.
- (2) For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual

meeting platform.

(3) For virtual shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The notice and announcement shall specify the reason for the convening; if the notice is approved by the counterparty, it may be done electronically.

Article 172-Paragraph 5, Article 185-Paragraph 1, of the Company Law, Articles 26-1, 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Guidelines for the Issuer's Offering and Issuance of Securities shall list and explain the main contents in the reasons for the convening, and may not be proposed by a temporary motion.

The reason for convening the shareholders' meeting has been stated for the full re-election of directors and the date of appointment. After the re-election of the shareholders' meeting is completed, the same meeting shall not change the appointment date by ad hoc motion or other means.

Shareholders who hold more than 1% of the total number of issued shares may submit a proposal for the shareholders' general meeting to the Company. Only one proposal is allowed, and more than one proposal will not be included in the proposal. In addition, the board of directors may not list the proposal proposed by the shareholders as a proposal in any of the situations mentioned in Paragraph 4 of Article 172-1 of the Company Law. Shareholders may put forward proposals to urge the company to promote public interests or fulfill its social responsibilities. The procedure shall be limited to one proposal in accordance with the relevant provisions of Article 172-1 of the Company Law. If there is more than one proposal, it shall not be included in the proposal.

The Company shall announce the acceptance of the shareholders' proposal, the written or electronic acceptance method, the acceptance place and the acceptance period before the suspension of share transfer before the shareholders' regular meeting; The acceptance period shall not be less than ten days.

A proposal proposed by a shareholder shall be limited to 300 characters. Anything exceeding 300 characters shall not be included in the proposal; the proposing shareholder shall attend the shareholders' meeting in person or entrust others to attend and participate in the discussion of the proposal.

The company shall notify the proposing shareholders of processing results before the notice day of the shareholders meeting, and list the proposals that conform to the provisions of this Article in the notice of the meeting. For shareholder proposals that are not included in the proposal, the board of directors shall explain the reasons for not being included in the shareholders meeting.

3. At each meeting of shareholders, shareholders may issue a power of attorney issued by the company, specifying the scope of authorization, and appoint an agent to attend the meeting.

A shareholder shall issue a power of attorney, and only one person shall be entrusted, and it shall be delivered to the company five days before the meeting. In the event of duplicate power of attorney, the first one shall prevail. However, those who declare to revoke the previous entrustment shall not be subject to this limit.

After the power of attorney is served to the company, shareholders who wish to attend the shareholders meeting in person, or who wish to exercise their voting rights in writing or electronically, shall notify the

company in writing of the revocation of the proxy two days before the meeting of shareholders; The voting rights exercised by the entrusted agent shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

4. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

The Company shall furnish the attending shareholders or proxies entrusted by the shareholders (collectively "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

- 4-1. To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:

- (1) How shareholders attend the virtual meeting and exercise their rights.
- (2) Actions to be taken if the virtual meeting platform or participation in the virtual meeting is

obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- a. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
- b. Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
- c. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
- d. Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

(3) To convene a virtual shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

5. The place of the shareholders' meeting shall be at the place of the company or at a place convenient for shareholders' attendance and suitable for the shareholders' meeting. The start time of the meeting shall not be earlier than 9 am or later than 3 pm. The place and time of the meeting shall be fully considered Opinions of independent directors.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders' meeting.

6. If the shareholders' meeting is convened by the board of directors, the chairman shall be the chairman. When the chairman asks for leave or is unable to exercise his powers for some reason, it shall be represented by the vice chairman. If there is no vice chairman or vice chairman, he also asks for leave or cannot exercise his powers for some reason. At the time, the chairman of the board shall appoint one executive director to act as his agent; if he does not have an executive director, he appoints one director to act as his agent, and if the chairman does not appoint an agent, the executive director or the other directors shall appoint one person to act as the agent. The shareholders meeting convened by the board of directors should be attended by more than half of the directors of the board of directors.

If the shareholders' meeting is convened by a convener other than the board of directors, the chairman shall be the convener. If there are two or more conveners, one of the other conveners shall be elected.

The company may appoint attorneys, accountants or related personnel appointed by the company to attend the shareholders' meeting as non-voting delegates.

7. The company shall record and record the entire meeting process of the shareholders' meeting and keep it for at least one year. However, if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, it shall be kept until the end of the lawsuit.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. Besides, the 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.

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

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

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

Before the end of the meeting, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may make a false resolution and submit it to the shareholders meeting for voting in accordance with Article 174 of the Company Law.

9. If the shareholders' meeting is convened by the board of directors, the agenda shall be set by the board of directors. All relevant proposals shall be voted on one by one. The meeting shall be conducted in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

If the shareholders' meeting is convened by someone other than the board of directors who has the right to convene, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

Before the meeting (including provisional motions) is over, the chairman shall not announce the

adjournment of the meeting without a resolution; if the chairman violates the rules of procedure and announces the adjournment of the meeting, other members of the board of directors shall promptly assist the shareholders present in accordance with the law and establish procedures. More than half of the shareholders present agreed to elect one person to serve as the chairman and continue the meeting.

The chairman shall give full explanations and opportunities to discuss the motions and amendments or interim motions proposed by shareholders. When he believes that the voting has been reached, he may announce the cessation of discussions and put them to vote.

10. Before attending shareholders' speeches, they must fill in the statement of speech, stating the main point of the speech, shareholder account number (or attendance certificate number) and account name, and the chairman will decide the order of speech. Shareholders present who only make a statement but do not make a statement shall be deemed to have not made a statement. If the content of the speech does not match the record of the speech, the content of the speech shall prevail.

When the shareholders attend the speech, other shareholders shall not interfere with the speech except with the consent of the chairman and the speaking shareholder. Violators shall be stopped by the chairman.

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

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

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

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 4 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

11. The voting of the shareholders meeting shall be calculated on the basis of shares.

The resolutions of the shareholders' meeting shall not be included in the total number of issued shares for the number of shares of non-voting shareholders.

When shareholders have their own interests in matters of the meeting that may be harmful to the interests of the company, they shall not participate in the voting, and shall not act on behalf of other shareholders to exercise their voting rights.

The number of shares for which voting rights cannot be exercised in the preceding paragraph shall not be

counted as the number of voting rights of shareholders present.

Except for a trust enterprise or a stock agency approved by the competent authority, when one person is entrusted by two or more shareholders at the same time, the voting rights of the agent shall not exceed 3% of the total voting rights of the issued shares. I calculate.

12. Shareholders have one voting right per share, except for those who are restricted or have no voting rights listed in Article 179 b of the Company Law.

When the company convenes a shareholder meeting, it shall implement electronic means and may implement its voting rights in writing; when it exercises its voting rights in writing or electronically, its exercise method shall be stated in the notice of the shareholders meeting. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the shareholders meeting in person. However, the provisional motion and the amendment to the original proposal of the shareholders meeting shall be deemed as abstention.

For those who exercise voting rights in writing or electronically in the preceding paragraph, their expression of intention shall be delivered to the company two days before the meeting of shareholders. However, those who express their intentions before the declaration is revoked are not limited to this.

After shareholders have exercised their voting rights in writing or electronically, if they wish to attend the shareholders meeting in person, they shall revoke the expression of their intention to exercise the voting rights in the preceding paragraph in the same manner as when they exercise their voting rights at least two days before the meeting; voting rights exercised electronically shall prevail. If the voting rights are exercised in writing or electronically and an agent is entrusted to attend the shareholders meeting with a power of attorney, the voting rights exercised by the entrusted agent shall prevail.

The voting of the proposal shall be passed with the approval of a majority of the voting rights of the shareholders present, unless otherwise provided in the Company Law and the Articles of Association of the Company. At the time of voting, the chairman or his designated person announces the total number of voting rights of the shareholders present before voting.

When there are amendments or alternatives to the same motion, the chairman shall determine the order of voting in accordance with the original motion. If one of the bills has been passed, the other bills are deemed to be rejected and there is no need to vote again.

The scrutineers and vote-counters for voting on proposals shall be appointed by the chairman, but the scrutineers shall be shareholders, and the vote-counting shall be made publicly at the shareholders' meeting. The results of the voting shall be reported and recorded.

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.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 4 decide to attend the physical shareholders'

meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

13. When the shareholders' meeting elects directors, it shall proceed in accordance with the relevant election rules set by the company, and shall announce the results of the election on the spot.

The ballots for the election paragraphs mentioned in the preceding paragraph shall be sealed and signed by the scrutineers, and then properly kept for at least one year. However, if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, it shall be kept until the end of the lawsuit.

14. The resolutions of the shareholders' meeting shall be recorded in the minutes, which shall be signed or stamped by the chairman, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The distribution of the proceedings can be done by public announcement.

The minutes of the proceedings should be recorded according to the year, month, day, venue, name of the chairman, resolution method, key points of the proceedings and results of the meeting, and should be kept permanently during the company's existence.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

15. On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable

laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

16. The meeting staff handling the shareholders meeting should wear identification cards or armbands.

The chairman may direct pickets or security personnel to help maintain order in the venue. When pickets or security personnel are present to help maintain order, they should wear a "Pickett" armband or identification card.

If the venue is equipped with amplifying equipment, the chairman may stop it when the shareholder does not use the equipment configured by the company to speak.

If a shareholder violates the rules of procedure and does not obey the chairman's correction, and obstructs the progress of the meeting and fails to comply with it, the chairman may direct the picket or security personnel to ask him to leave the venue.

17. When the meeting is in progress, the chairman may announce a break at his discretion. In the event of irresistible circumstances, the chairman may rule to suspend the meeting temporarily and announce the renewal of the meeting according to the situation.

Before the meeting (including provisional motions) of the agenda scheduled for the shareholders meeting ends, the meeting venue cannot be used at that time, and the shareholders meeting may decide to find another venue to continue the meeting.

The shareholders' meeting may, in accordance with Article 182 of the Company Law, decide to postpone or continue the meeting within five days.

18. In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

19. When the Company convenes a virtual 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.

20. In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

21. When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.
22. These rules will be implemented after being approved by the board of directors and passed by the shareholders meeting, and the revision time will be the same.

Appendix 10: Shareholding Situation of Directors

PROMATE ELECTRONIC CO., LTD

Shareholding Situation of Directors

1. The paid-in capital of the company as of this regular shareholder meeting is NT\$2,124,314,220, and the number of issued shares is 212,431,422 shares.
2. In accordance with the provisions of Article 26, Paragraph 2 of the Securities Exchange Law and the number of shares of directors and supervisors of public companies and the implementation rules for verification, all directors should hold a minimum of 12,000,000 shares. The company has set up an audit committee, so there is no Applicability of the number of shares held by the supervisor.
3. The number of shares held by directors as recorded in the shareholder register as of the closing date of this regular shareholders meeting (April 16,2023) is as follows:

Title	Name	Appointment date	Term of office	Number of shares held in the shareholder register on the date of closing	
				Number of shares	proportion%
Chairman	Chen Chengfang	2022/06/15	3 years	8,667,851	4.08
Director	Du Huaiqi	2022/06/15	3 years	3,385,088	1.59
Director	Hu Qiujiang	2022/06/15	3 years	2,248,949	1.06
Director	Sung YiLin	2022/06/15	3 years	2,992,000	1.41
Director	Zhu Mingzhen, representative of Chuangfeng Investment (Stock) Company	2022/06/15	3 years	3,694,901	1.74
Independent Director	Guo Jianglong	2022/06/15	3 years	-	-
Independent Director	Huang Xiuming	2022/06/15	3 years	-	-
Independent Director	Chien MinChih	2022/06/15	3 years	-	-
Independent Director	Chen MeiChi	2022/06/15	3 years	-	-
	Total			20,988,789	9.88