Stock code：6189

Promate Electronic Co., Ltd

Handbook for the 2024 Annual Meeting of Shareholders

Time of Shareholders' Meeting: 9:00 a.m., May 28, 2024
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

2024 Annual Meeting of Shareholders Meeting Procedure

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 2024 Annual Meeting of Shareholders

1. Time: 9:00 a.m., Tuesday, May 28, 2024
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 2023.
   (2) The Audit Committee reviewed the report of the 2023 final accounts.
   (3) The total report of endorsement and guarantee responsibilities for the year 2023.
   (4) Directors' remuneration and employee remuneration distribution report for the year 2023.
   (5) 2023 Annual Report on Directors' Remuneration.
   (6) Report of Communication between Independent Directors and Internal Audit Officer
   (7) Report on the execution of convertible corporate bonds.
7. Recognize matters
   (1) Recognize the 2023 business report and financial statement proposal.
   (2) Recognize the surplus distribution case for the year 2023.
8. Discuss matters
   (1) Amendment to the "Articles of Association" of the Company.
   (2) Proposed Issuance of Employee Stock Option Certificates at Below-Market Prices.
9. Provisional motion
10. Adjournment

I. Chairman's address

II. Report matters

(I) The business report for the year 2023.

Description: Please refer to appendix 1 "2023 Business Report".

(II) The Audit Committee reviewed the report of the 2023 final accounts.

Description: Please refer to Appendix 2 "Agreement and Audit Report of the Audit Committee for the Year 2023".

(III) Report on the total amount of endorsement and guarantee responsibilities for the year 2023.

Description: As of December 31, 2023, 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	$ 1,887,434	$ 13,551	$ 13,134	$ -	0.24	$2,696,334
	Jiahefeng Electronics (Shenzhen) Co., Ltd.		$ 1,887,434	$ 35,560	$ 35,024	$ -	0.65	$2,696,334
Promate Electronics (Shanghai) Co., Ltd.	Jiahefeng Electronics (Shenzhen) Co., Ltd.		$ 1,887,434	$ 26,670	$ 26,268	$ 26,268	0.49	$2,696,334

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 2023 endorsement guarantee is the net value of 5,392,668 (NTD1000) × 50% = 2,696,334 (NTD1000); in addition, the net value of the endorsement guarantee for a single enterprise is 5,392,668 (NTD1000). ×35%=1,887,434 (NTD1000).

(IV) The report on directors' remuneration and employee remuneration distribution for the year 2023.

Note: In accordance with the company's articles of association, NTD84,000,000 of employee remuneration and NTD18,000,000 of directors' remuneration are set forth and paid in cash.

(V) 2023 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 2023, 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
2023/03/15	◆Audit Report in the 1st Quarter of 2023 ◆Effectiveness Assessment of Internal Control System of the Company in 2022 and Issuance of Report of "Internal Control Statement"	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2023/06/14	◆Audit Report in the 2nd Quarter of 2023	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2023/08/08	◆ Audit Report in the 3rd Quarter of 2023	No deficiency was involved and independent directors didn't express any opinion or suggestion.
2023/12/13	◆ Audit Report in the 4th Quarter of 2023 ◆Proposal for Audit Plan of the Company for the Year 2024	No deficiency was involved and independent directors didn't express any opinion or suggestion.

(VII) Report on the execution of convertible corporate bonds.

Details:

Corporate bond type	4th domestic issue of unsecured convertible corporate bond (Promate 4)
Issuance date	November 10, 2023
Total value	NT$500 million
Interest rate	Coupon rate: 0%
Tenor	5 years; maturity date: November 10, 2028
Method of repayment	After the maturity of the convertible bonds, within the next ten business days, the bond holders will receive one bullet payment in cash at 102.5251% of the face value (with a real interest rate of 0.5%)
Purpose of capital	Repayment of bank loan
Progress on use of capital	Bank loans were repaid in full in 2023 Q4

III. Recognize matters

Case 1: proposed by the board of directors

Proceedings: Recognition of the 2023 business report and financial statements.

Description: The 2023 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 2023 surplus distribution case.

Description:

1. Please refer to Appendix 6 for the company's surplus distribution table for 2023.
2. The proposed distribution of cash dividends to shareholders is NTD3.50 per share, totaling NTD751,856,746.
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

Case 1: proposed by the board of directors

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

Description:

1. In alignment with the operational requirements of the Company, in accordance with Article 240, Paragraph 5, and Article 241 of the Company Act, and in response to the stipulations outlined in Corporate Governance 3.0, it is hereby proposed to make partial amendments to the Company's Articles of Incorporation.
2. Please refer to Appendix 7 for the comparison table of amendments to the "Articles of Association" of the company.

Case 2: proposed by the board of directors

Proceedings: Proposed Issuance of Employee Stock Option Certificates at Below-Market Prices.

Description:

I. To attract and retain the professional talent required by the Company, and to enhance employees' centripetal force towards and sense of belonging to the Company, in accordance with Article 28-3 of the Securities and Exchange Act and Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers among other relevant provisions, the Company issues employee stock option certificates at below-market prices. These are to be issued in stages within two years from the date the competent authority's notification of effectiveness is received, with the actual issuance dates to be determined by the Chairman authorized hereby.

II. Regarding the 2024 Employee Stock Option Certificate Issuance and Subscription Procedures, please refer to Appendix VIII.

III. In accordance with Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the key details are as follows:

1. The total number of units issued for employee stock option certificates, the number of shares that can be subscribed per unit of stock option certificate, and the total number of new shares to be issued due to the exercise of stock options: The total number of units of employee stock option certificates issued this time is 2,000,000 units, with each unit allowing the subscription of 1 share. The total number of new ordinary shares to be issued due to the exercise of stock options is 2,000,000 shares.
2. Basis and rationality for setting the subscription price: The subscription price shall be no less than 50% of the closing price of the Company's ordinary shares on the issuance date of the stock option certificates, with the actual subscription price to be determined by the Board of Directors. Considering the effects of company selection, retention, and motivation, while also safeguarding shareholder interests and stipulating that the employee stock option certificates may only be exercised in stages after two years from the issuance date according to the set ratio during the rights period, setting the subscription price below market price is deemed reasonable.
3. Eligibility criteria for stock option holders and number of shares they may subscribe:

   Limited to full-time employees of the Company and its domestic and international subsidiaries who joined the company before the stock subscription reference date. The subscription reference date shall be determined by the Chairman authorized by the Board of Directors. The employees who actually become stock option holders and the number of shares they can subscribe shall be determined based on performance targets, overall contributions, or special achievements set by the Company. These standards shall be approved by the Chairman and consented to by the Board of Directors. Directors and managers who are employees must have their cases discussed by the Compensation Committee and then submitted to the Board of Directors for approval; non-managerial employees must first have their cases discussed by the Audit Committee and then submitted to the Board of Directors for approval.

   In accordance with Article 56-1(1) of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the total number of shares a single stock option holder can subscribe to, when combined with any restricted stock units they have accumulated as an employee, shall not exceed 0.3% of the total issued shares. Additionally, the cumulative number of shares that can be subscribed to by a single option holder, under the provisions of Article 56-1, shall not exceed 1% of the total issued shares.
4. Necessary rationale for issuing these employee stock options:

   To attract and retain the professional talent required by the Company, to enhance employees' loyalty and sense of belonging to the Company, and to jointly create benefits for both the Company and its shareholders.
5. Impact on Shareholders' Equity:

   (1) Potential Cost Amortization and Dilution of Earnings Per Share:

   Calculated using the closing price on the last business day prior to the Board of Directors meeting, specifically 2024/4/9, and employing the option pricing model, the anticipated expenses allocated from 2 to 5 are

NT$32,420 thousand, NT$15,166 thousand, NT$13,059 thousand, and NT$11,013 thousand, respectively, totaling NT$71,658 thousand. The respective dilutive impact on earnings per share for these periods is NT$0.15, NT$0.07, NT$0.06, and NT$0.05.

(2) Regarding performance obligations fulfilled via the issuance of existing shares, the financial burden posed to the Company: Non-applicable.

IV. If amendments to these procedures are necessitated during the review process by the regulatory authority, the Chairman shall be empowered to make provisional modifications as required, with subsequent approval by the Board of Directors.

V. Further, should additional issues arise, such as legislative changes by the regulatory authority or modifications due to other objective environmental factors, it is proposed that the shareholders' meeting authorize the Board of Directors to manage these matters according to the relevant regulations.

VI. Please proceed for discussion.

Resolution:

V. Provisional motion

VI. Adjournment

Appendix 1

Promate Electronic Co., Ltd

2023 Business Report

i. 2023 Business Report

(i) Business plan implementation results

Unit: NTD1000

Paragraphs	2023	2022	Increase (decrease) amount	Increase (decrease)%
Business income	29,513,926	28,073,205	1,440,721	5.13
Business interest	1,270,970	936,360	334,610	35.74
Net profit after tax	939,305	885,907	53,398	6.03

(ii) Budget execution

The Group did not disclose its financial forecasts in 2023, so there is no situation in which the budget has been reached.

(iii) Financial income and expenditure and profitability analysis

Paragraphs		2023	2022
Financial structure (%)	Debt to assets ratio	66.09	61.70
	Ratio of long-term funds to real estate, plant and equipment	1,853.45	1,699.32
Solvency (%)	Current ratio	151.48	159.54
	Quick ratio	103.14	109.30
	Interest coverage ratio	8.01	10.69
Profitability	Return on assets (%)	6.78	6.61
	Return on equity（ %）	16.58	16.83
	Ratio of net profit before tax to paid-in capital（ %）	53.46	54.27
	Net profit rate（ %）	3.18	3.16
	Earnings per share (NTD)	4.00	4.08

(iv) Research development status

Research and development expenditures in the last three years

Unit: NTD1000

	2021	2022	2023
R&D expenses	70,364	81,970	100,665
R&D expenses as a percentage of revenue	0.22%	0.29%	0.34%

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 (2024) annual business plan

The International Monetary Fund (IMF) forecasts that the global growth rate will reach 3.1% in 2024 and 3.2% in 2025. The projection for 2024 is 0.2 percentage points higher than the forecast made in the October 2023 World Economic Outlook (WEO), due to stronger-than-expected resilience in the United States and several large emerging markets and developing economies, as well as fiscal support provided by China. However, the forecasts for 2024-2025 are below the historical average of 3.8% for the years 2000-2019. Factors such as interest rate hikes by central banks to combat inflation, the phasing out of fiscal support amidst a high debt environment, and slow potential productivity growth are expected to hinder economic activity. Amid easing supply-side issues and the impacts of contractionary monetary policy, inflation in most regions is declining faster than anticipated. Global inflation is expected to decrease to 5.8% in 2024 and further to 4.4% in 2025.

(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 2024, in the face of a temporary conclusion in inventory digestion and witness the rising adoption of new technologies, the Company also factor in the dynamics of upstream and downstream industries, as well as the supply and demand within the electronic consumer market. Additionally, it's crucial to consider the anticipated targets set by the original factory and our internal business planning. Despite the challenges posed by the growth of related product sales in 2023, we remain cautiously optimistic about the future.

Promate Electronic Co., Ltd. will continue to develop potential agent products in all fields in 2024, 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 l evel 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: Eric Chen Manager: Cheer Du Accounting Supervisor: Mandy Chiu

Appendix 2: 2023 Audit Committee Approval and Audit Report

Promate Electronic Co., Ltd

Audit Committee's Approval and Inspection Report

Hereby Approve

The board of directors of the company prepared the 2023 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 2024 Annual Meeting of Shareholders

Convener of the Audit Committee: Chen, Mei-Chi

March 13, 2024

Appendix 3: 2023 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)		The Company	All Consolidated Entities (Note7)	
																Cash	Stock	Cash	Stock			
Chairperson	Eric Chen	0	0	0	0	2,000	2,750	0	0	0.21	0.29	10,022	10,022	-	-	7,500	-	7,500	0	2.08	2.16	-
Director	Cheer Du	0	0	0	0	2,000	2,750	0	0	0.21	0.29	7,895	10,111	-	-	9,500	-	11,500	0	2.06	2.59	-
Director	Ciou-Jiang Hu	0	0	0	0	2,000	2,750	0	0	0.21	0.29	0	0	0	0	0	0	0	0	0.21	0.29	-
Director	Yi-Lin Sung	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	
Director	Chuang Fong investment Co., Ltd.(Representative: Ming-Jhen Jhu)	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	-
Independent Director	Jiang-Long Guo	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	-
Independent Director	Siou-Ming Huang	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	-
Independent Director	Min-Chih Chien	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	
Independent Director	Mei-Chi Chen	0	0	0	0	2,000	2,000	0	0	0.21	0.21	0	0	0	0	0	0	0	0	0.21	0.21	

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 *Articles of Association*, 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.
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.

Appendix 4: 2023 Accountant Audit Report

Statement of Financial Report on Consolidation of Related Enterprises

In the year 2023 of the company (from January 1 to December 31, 2023), 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: Eric Chen

March 13, 2024

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, 2023 and 2022, 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, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission 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, 2023 is stated as follows:

<u>Occurrence of shipment with revenue gained from specific clients</u>

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, 2023 and 2022 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, 2023 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, 2024

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.

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Appendix 5:2023 Financial Statements

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Promate Electronic Co., Ltd. and its subsidiaries
Consolidated Balance Sheets

Units: NT$1,000

	December 31, 2023		December 31, 2022	
ASSETS	**Amount**	%	**Amount**	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 6)	$ 2,475,865	15	$ 2,536,276	18
Financial assets at fair value through profit or loss - current (Notes 7)	29,393	-	20,813	-
Financial assets at amortized cost - current (Notes 9)	70,013	1	3,972	-
Contract assets - current (Notes 25)	3,549	-	1,856	-
Notes receivable (Notes 11)	45,175	-	40,685	-
Accounts receivable (Notes 11)	5,644,106	33	4,560,982	32
Accounts receivable from related parties (Notes 11 and 32)	294	-	36	-
Other receivables (Notes 11)	2,108,605	12	1,293,746	9
Current tax assets (Notes 27)	432	-	566	-
Inventories (Notes 12)	4,819,849	28	3,853,470	27
Other current assets (Notes 17)	43,893	-	34,852	-
Total current assets	15,241,174	89	12,347,254	86
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - noncurrent (Notes 8)	309,493	2	175,654	1
Property, plant and equipment (Notes 14)	380,187	2	393,410	3
Right-of-use assets (Notes 15)	106,202	1	77,037	-
Other intangible assets (Notes 16)	4,625	-	7,091	-
Deferred tax assets (Notes 27)	304,950	2	294,796	2
Prepayments for business facilities	-	-	569	-
Refundable deposits (Notes 17)	745,149	4	1,128,516	8
Prepayments for investments (Notes 17)	16,000	-	-	-
Total non-current assets	1,866,606	11	2,077,073	14
TOTAL	$ 17,107,780	100	$ 14,424,327	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18)	$ 3,053,932	18	$ 3,257,405	23
Short-term bills payable (Notes 18)	100,000	1	150,000	1
Contract liabilities - current (Notes 25)	311,225	2	217,013	2
Notes payable (Notes 20)	9,474	-	344	-
Accounts payable (Notes 20)	4,656,663	27	2,385,905	17
Accounts payable to related parties (Notes 20 and 32)	20,134	-	28,175	-
Other payables (Notes 21)	965,802	6	729,380	5
Current tax liabilities (Notes 27)	193,796	1	204,908	1
Provisions- current (Notes 22)	7,341	-	5,821	-
Lease liabilities - current (Notes 15 and 32)	34,501	-	40,054	-
Current portion of bonds payable（Note 19）	-	-	106,985	1
Other current liabilities (Note 21)	708,347	4	613,055	4
Total current liabilities	10,061,215	59	7,739,045	54
NON-CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - current (Notes 7)	1,300	-	-	-
Bonds payable（Note 19）	459,338	3	-	-
Long-term borrowings (Notes 18)	100,000	1	100,000	1
Provisions- noncurrent (Notes 22)	4,283	-	3,703	-
Deferred tax liabilities (Notes 27)	19,994	-	13,166	-
Lease liabilities - noncurrent (Notes 15 and 32)	70,802	-	37,661	-
Net defined benefit liabilities - noncurrent (Notes 23)	35,584	-	36,274	-
Guarantee deposits (Notes 21)	553,162	3	969,377	7
Total non-current liabilities	1,244,463	7	1,160,181	8
Total liabilities	11,305,678	66	8,899,226	62
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 24)				
Share capital				
Ordinary shares	2,124,314	13	2,087,964	15
Capital surplus	1,394,116	8	1,290,786	9
Retained earnings				
Legal reserve	1,037,136	6	954,454	6
Special reserve	16,424	-	-	-
Unappropriated earnings	849,167	5	829,680	6
Total retained earnings	1,902,727	11	1,784,134	12
Other equity	(28,489)	-	(16,424)	-
Total equity attributable to owners of the Company	5,392,668	32	5,146,460	36
NON-CONTROLLING INTERESTS (Notes 24)	409,434	2	378,641	2
Total equity	5,802,102	34	5,525,101	38
TOTAL	$ 17,107,780	100	$ 14,424,327	100

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

Promate Electronic Co., Ltd. and its subsidiaries

Consolidated Statement of Comprehensive Income
Jan. 1 to Dec. 31, 2023 and Jan. 1 to Dec. 31, 2022

Units: NT$1,000,Except Earnings Per Share

	2023		2022	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUE (Notes 25 and 32)				
Sales	$ 29,513,926	100	$ 28,073,205	100
OPERATING COSTS (Notes 12, 26 and 32)				
Cost of sales	(27,023,072)	(92)	(25,891,565)	(92)
GROSS PROFIT	2,490,854	8	2,181,640	8
OPERATING EXPENSES (Notes 26 and 32)				
Selling and marketing expenses	(963,798)	(3)	(1,005,204)	(4)
General and administrative expenses	(155,421)	(1)	(158,106)	(1)
Research and development expenses	(100,665)	-	(81,970)	-
Total operating expenses	(1,219,884)	(4)	(1,245,280)	(5)
OPERATING PROFIT	1,270,970	4	936,360	3
NON-OPERATING INCOME AND EXPENSES (Notes 26 and 32)				
Interest income	32,155	-	9,087	-
Other income- others	23,095	-	14,407	-
Other gains and losses	(28,547)	-	290,147	1
Finance costs	(162,088)	-	(116,902)	-
Total non-operating income and expenses	(135,385)	-	196,739	1
PROFIT BEFORE INCOME TAX	1,135,585	4	1,133,099	4
INCOME TAX EXPENSE (Notes 27)	(196,280)	(1)	(247,192)	(1)
NET PROFIT FOR THE PERIOD	939,305	3	885,907	3
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(206)	-	5,163	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	(8,303)	-	(26,439)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(1,892)	-	1,505	-
	(10,401)	-	(19,771)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	(1,144)	-	4,437	-

	2023		2022	
	Amount	%	Amount	%
Unrealized gain on investments in debt instruments at fair value through other comprehensive income	(5,574)	-	-	-
Income tax relating to items that may be reclassified subsequently to profit or loss	1,344	-	(887)	-
	(5,374)	-	3,550	-
Other comprehensive income (loss) for the period, net of income tax	(15,775)	-	(16,221)	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$ 923,530	3	$ 869,686	3
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 847,418	3	$ 820,324	3
Non-controlling interests	91,887	-	65,583	-
	$ 939,305	3	$ 885,907	3
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	$ 835,215	3	$ 807,845	3
Non-controlling interests	88,315	-	61,841	-
	$ 923,530	3	$ 869,686	3
EARNINGS PER SHARE (Note 28)				
Basic	$ 4.00		$ 4.08	
Diluted	$ 3.94		$ 3.83	

The accompanying notes are an integral part of the consolidatedfinancial statements. (Concluded)

Promate Electronic Co., Ltd. and its subsidiaries

Consolidated Statements of Changes In Equity

For The Years Ended December 31, 2023 And 2022

Units: NT$1,000

	Equity Attributable to Owners of the Company										
	Issued Capital			Retained Earnings			Other 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	Total	Noncontrolling Interest	Total Equity
BALANCE AT JANUARY 1, 2022	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 t 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
Appropriation of 2022 earnings											
Legal reserve	-	-	-	82,682	-	(82,682)	-	-	-	-	-
Special reserve	-	-	-	-	16,424	(16,424)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(728,687)	-	-	(728,687)	-	(728,687)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(57,522)	(57,522)
Conversion of convertible bonds to common stock	3,635	36,350	63,340	-	-	-	-	-	99,690	-	99,690
Recognition of equity components due to the issuance of convertible corporate bonds-occurred by subscription right	-	-	39,990	-	-	-	-	-	39,990	-	39,990
Net profit for the year ended December 31, 2023	-	-	-	-	-	847,418	-	-	847,418	91,887	939,305
Other comprehensive income (loss) f for the year ended December 31, 2023	-	-	-	-	-	(138)	(839)	(11,226)	(12,203)	(3,572)	(15,775)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	847,280	(839)	(11,226)	835,215	88,315	923,530
BALANCE AT DECEMBER 31, 2023	212,431	$ 2,124,314	$ 1,394,116	$ 1,037,136	$ 16,424	$ 849,167	($ 4,319)	($ 24,170)	$ 5,392,668	$ 409,434	$ 5,802,102

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

Promate Electronic Co., Ltd. and its subsidiaries

Consolidated Statements of Cash Flows

Jan. 1 to Dec. 31, 2023 and Jan. 1 to Dec. 31, 2022

Units: NT$1,000

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 1,135,585	$ 1,133,099
Adjustments for:		
Expected loss on credit impairment	11,350	12,027
Depreciation expenses	70,782	66,033
Amortization expenses	3,312	3,378
Finance costs	162,088	116,902
Interest income	(32,155)	(9,087)
Dividend income	(4,027)	(4,798)
Loss on inventory impairment	-	353,518
Recovery gain on inventory impairment	(73,534)	-
Loss (gain) on disposal of property, plant and equipment	57	(24)
Loss (gain) on lease modification	(1,226)	(364)
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(18,859)	6,367
Loss (gain) on scrap of inventories	2,827	8,289
Recognition of provisions	14,371	10,371
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	6,497	(13,800)
Dncrease (iecrease) in contract assets	(1,693)	(1,856)
Decrease (increase) notes receivable	(4,490)	52,113
Decrease (increase) in accounts receivable	(1,094,401)	2,295,984
Decrease (increase) in accounts receivable due from related parties	(258)	1,657
Decrease (increase) in other receivable	(823,087)	(566,705)
Decrease (increase) in inventories	(895,645)	(725,307)
Decrease (increase) in other current assets	4,317	(11,645)
Financial liabilities held for trading	(1,219)	-
Increase (decrease) in contract liabilities	94,212	70,707
Increase (decrease) in notes payable	9,130	(8,103)
Increase (decrease) in accounts payable	2,270,758	(1,697,635)
Increase (decrease) in accounts payable to related parties	(8,041)	14,282
Increase (decrease) in other payable	245,480	156,577
Increase (decrease) in provisions	(12,271)	(5,171)
Increase (decrease) in net defined benefit liability	(896)	(1,206)
Increase (decrease) in other current liabilities	95,292	120,087
Cash generated from (used in) operations	1,154,256	1,375,690
Interest paid	(165,426)	(103,200)
Income tax paid	(211,132)	(481,739)
Net cash generated from (used in) operating activities	777,698	790,751

	2023	2022
		(Continued)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	($ 69,859)	($ 6,916)
Acquisition of financial assets at fair value through other comprehensive income	(147,715)	(39,330)
Proceeds from disposal of financial assets at amortized cost	3,818	5,180
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	3,891
Increase in prepayments for investments	(16,000)	-
Acquisition of property, plant and equipment	(20,629)	(1,594)
Proceeds from disposal of property, plant and equipment	3	177
Refundable deposits refunded	383,367	41,415
Acquisition of intangible assets	(846)	-
Increase in prepayments for business facilities	(2,011)	(26,063)
Interest received	32,155	9,087
Other dividends received	4,027	4,798
Net cash used in investing activities	166,310	(9,355)
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term notes and bills payable	(50,000)	(30,000)
Increase in short-term loans	-	611,463
Decrease in short-term loans	(203,473)	-
Issuance of corporate bond	499,880	-
Repayments of corporate bond payable	(7,500)	-
Increase of long-term debt	-	100,000
Guarantee deposits refunded	(416,215)	(82,527)
Payments of lease liabilities	(39,882)	(38,309)
Payments of cash dividends	(728,687)	(737,021)
Dividends paid to non-controlling interests	(57,522)	(49,822)
Net cash generated from financing activities	(1,003,399)	(226,216)
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(1,020)	4,240
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(60,411)	559,420
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	2,536,276	1,976,856
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	$ 2,475,865	$ 2,536,276

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

Appendix 6: 2023 Earnings Distribution Statement

Promate Electronic Co., Ltd

Earnings Distribution Statement

2023

Unit: NTD

Paragraphs	Amount		Note
Undistributed surplus at the beginning of the period		1,886,966	
2023 net profit after tax	847,417,592		EPS 4.00 NTD per share
Plus:			
Recognition of Defined Benefit Plan Remeasurements in Retained Earnings	(138,079)		
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		847,279,513	
Assignment paragraphs:			
Statutory reserve		(84,727,951)	10% in accordance with the law
Special reserve			
Profit (loss) from investments in equity instruments measured at fair value through other comprehensive income		(11,226,409)	
Exchange Differences on Translating the Financial Statements of Foreign Operations		(838,402)	
Cash dividend		(751,856,746)	NTD 3.45 per share
Undistributed surplus at the end of the period		516,971	
Note:			
Allotment of directors' remuneration		18,000,000	1.5% (<3%)
Allotment of employee ' remuneration		84,000,000	7.5% (7.5~10%)
		102,000,000	

(1) The dividend per share is calculated based on the number of 214,816,213 shares outstanding of the Japanese company on February 29, 2024.

(2) Cash dividends are calculated up to NTD, and those below NTD are rounded up.

Chairman: Eric Chen　　Manager: Cheer Du　　Accounting Supervisor: Mandy Chiu

Appendix 7: "Articles of Association" Amendment Table

Article	Provisions after amendment	Provisions before amendment	Revision notes
Article 2	The scope of business of the Company is as follows: (1) CB01010 Machinery Equipment Manufacturing The following is omitted (32) ZZ99999 All business paragraphs that are not prohibited or restricted by law, except those that are subject to special approval. <u>(33) IG03010 Energy Technical Services</u>	The scope of business of the Company is as follows: (1) CB01010 Machinery Equipment Manufacturing The following is omitted (32) ZZ99999 All business paragraphs that are not prohibited or restricted by law, except those that are subject to special approval.	In alignment with the operational requirements of the Company's business activities, amendments have been made accordingly.
Article 6	The registered capital of the Company is NT$30 billion, divided into 300 million shares, with each share priced at NT$10. The shares may be issued in tranches, and the Board of Directors is authorized to issue any unissued shares as needed based on actual requirements. 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. <u>The Company, in accordance with the Company Act regarding the repurchase of treasury shares, may transfer these to employees of controlled or subsidiary companies who meet certain criteria.</u> <u>The recipients of the Company's employee stock option certificates include employees of controlled or subsidiary companies who satisfy specific conditions.</u> <u>Employees who subscribe to new shares issued by the Company include those from controlled or subsidiary companies who meet predetermined criteria.</u> <u>The targets for issuing restricted employee benefit shares include employees of controlled or subsidiary companies who fulfill certain conditions.</u> <u>Should the Company intend to transfer repurchased shares to employees at a</u>	The registered capital of the Company is NT$25 billion, divided into 250 million shares, each valued at NT$10. The shares may be issued in stages, and the Board of Directors is authorized to issue any unissued shares as needed, based on actual requirements. 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.	In alignment with the Company's operational needs, amendments are made for:

	price below the average price of the actual repurchased shares, it must proceed in accordance with relevant laws and only after a resolution has been passed by the shareholders' meeting. If the Company plans to issue employee stock options at a price below the market value, it must do so in accordance with applicable laws and following a resolution by the shareholders' meeting.		
Article 12	Resolutions at a shareholders meeting shall, unless otherwise stated in relevant laws and regulations, be adopted by receiving more than half of the vote for consent from attending shareholders representing more than half of the total issued shares.	Resolutions at a shareholders meeting shall, unless otherwise stated in relevant laws and regulations, be adopted by receiving more than half of the vote for consent from attending shareholders representing more than half of the total issued shares. 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. Acquisition or merger with domestic and international enterprises. 2. Dissolution, liquidation, or division.	Revised in accordance with Article 316 of the Company Act.
Article 13-1	In compliance with Article 14-2 of the Securities and Exchange Act, the number of independent directors in the aforementioned director quota of the Company shall not be less than three and must constitute at least one-third of the total director seats. 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.	Conforming to the provisions of Article 14-2 of the Securities and Exchange Act, the quota for independent directors within the aforementioned director seats must not be less than three, accounting for no less than one-fifth of the total director seats. 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.	Aligned with the Corporate Governance 3.0 revisions, the quota for independent directors is raised from at least one-fifth to one-third of the total director seats.
Article 16-1	Purchase of liability insurance for all directors are as determined by the Board of Directors meeting, where the	Purchase of liability insurance for all directors are as determined by the Shareholders' Meeting, where the	Revised to align with the Company's practical needs

	Company may purchase liability insurance for the directors to cover the legal compensatory responsibilities they may incur during their term of office in the course of executing their duties.	Company may purchase liability insurance for the directors to cover the legal compensatory responsibilities they may incur during their term of office in the course of executing their duties.	
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; The following is omitted After deducting the previous balances, the Board of Directors shall draft a proposal for the distribution of shareholders' dividends, which includes the balance combined with the accumulated undistributed earnings from previous years, and submit it to the Shareholders' Meeting for resolution on distribution. <u>However, when distributing profits in cash, it shall be conducted in accordance with Article 21 of these Procedures.</u>	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; The following is omitted After deducting the previous balances, the Board of Directors shall draft a proposal for the distribution of shareholders' dividends, which includes the balance combined with the accumulated undistributed earnings from previous years, and submit it to the Shareholders' Meeting for resolution on distribution.	Revised to align with the Company's practical needs
Article 21	<u>The distribution of profits or the offsetting of losses by the Company shall be conducted at the end of each fiscal year. When dividends and bonuses or appropriations of reserves are distributed in cash, this shall be carried out in accordance with Article 240, Paragraph 5 and Article 241 of the Company Act, authorizing the Board of Directors to proceed with the attendance of more than two-thirds of the directors and a majority vote of the directors present. This shall be reported to the Shareholders' Meeting without needing to submit for recognition by the Shareholders' Meeting. When distribution is to be made through the issuance of new shares, it shall be distributed following a resolution by the Shareholders' Meeting.</u> 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 not be lower than fifty percent of the distributable surplus in current year in principle. The dividend distribution can be made in form of stock dividend or	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 not be lower than fifty percent of the distributable surplus in current year in principle. 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.	Revisions are made in accordance with Article 240, Paragraph 5, and Article 241 of the Company Act.

	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.		
Article 21-1	Deleted	If the Company plans to issue employee stock options at a price below the market value, it must do so in accordance with applicable laws and following a resolution by the shareholders' meeting.	The content of the article has been moved to Article 6 and the article number has been deleted.
Article 21-2	Deleted	If the Company intends to issue employee stock options at a price below market value, it must proceed in accordance with Article 56-1 and Article 76 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, and only after a resolution by the Shareholders' Meeting can the issuance be made.	The content of the article has been moved to Article 6 and the article number has been deleted.
Article 23	This charter was established on May 1, 1986. The first amendment was made on September 12, 1986. The following is omitted The thirty-fifth amendment was made on June 14, 2023 The thirty-sixth amendment was made on May 28, 2024.	This charter was established on May 1, 1986. The first amendment was made on September 12, 1986. The following is omitted The thirty-fifth amendment was made on June 14, 2023	Addition of the amendment date.

Appendix 8. 2024 Employee Stock Option Certificate Issuance and Subscription Procedures

Promate Electronic Co., Ltd

2024 Employee Stock Option Certificate Issuance and Subscription Procedures

I. Issuance Purpose

The Company aims to attract and retain the professional talent required for its operations and to enhance employees' allegiance and sense of belonging towards the Company, thereby jointly fostering the interests of both the Company and its shareholders. This is established in accordance with Article 28-3 of the Securities and Exchange Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers issued by the Financial Supervisory Commission, along with other relevant provisions. These regulations guide the formulation of this issuance and subscription procedures for the Company's employee stock option certificates.

II. Issuance Period

The stock options shall be issued in stages within two years from the date the competent authority's notification of effectiveness is received. The actual dates of issuance shall be determined by the Chairman, as authorized by the Board of Directors.

III. Eligibility Criteria for Stock Option Holders

Limited to full-time employees of the Company and its domestic and international subsidiaries who joined the company before the stock subscription reference date. The subscription reference date shall be determined by the Chairman authorized by the Board of Directors. The employees who actually become stock option holders and the number of shares they can subscribe shall be determined based on performance targets, overall contributions, or special achievements set by the Company. These standards shall be approved by the Chairman and consented to by the Board of Directors. Directors and managers who are employees must have their cases discussed by the Compensation Committee and then submitted to the Board of Directors for approval; non-managerial employees must first have their cases discussed by the Audit Committee and then submitted to the Board of Directors for approval.

In accordance with Article 56-1(1) of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the total number of shares a single stock option holder can subscribe to, when combined with any restricted stock units they have accumulated as an employee, shall not exceed 0.3% of the total issued shares. Additionally, the cumulative number of shares that can be subscribed to by a single option holder, under the provisions of Article 56-1, shall not exceed 1% of the total issued shares.

IV. Total Number of Units Issued

The total amount issued will be 2,000,000 units, with each unit of the stock option certificate entitling the holder to subscribe for 1 share. Consequently, the exercise of these stock options will necessitate the issuance of 2,000,000 new ordinary shares.

V. Subscription Conditions

(I) Subscription Price:

The subscription price shall be no less than 50% of the closing price of the Company's ordinary shares on the issuance date of the stock option certificates, with the actual subscription price to be determined by the Board of Directors.

Considering the effects of company selection, retention, and motivation, while also safeguarding shareholder interests and stipulating that the employee stock option certificates may only be exercised in stages after two years from the issuance date according to the set ratio during the rights period, setting the subscription price below market price is deemed reasonable.

(II) Rights Period:

1. Stock option holders are eligible to exercise their options according to the following schedule, starting two years after the stock option certificates are granted: The duration of the stock option certificates is six years. These certificates and the associated rights cannot be transferred, pledged, gifted, or otherwise disposed of, except in cases of inheritance.

Exercise Schedule for Stock Option Certificates (Cumulative)：

Upon completion of 2 years	40％
Upon completion of 3 years	60％
Upon completion of 4 years	80％
Upon completion of 5 years	100％

2. If a stock option holder commits a significant breach of labor contracts or workplace regulations after being granted employee stock option certificates, the Company reserves the right to reclaim and cancel any stock option certificates that have not yet vested. This measure ensures compliance and integrity within the workforce, aligning employee behavior with company policies and legal standards.

(III) Type of Shares: Ordinary shares of the Company.

(IV) Procedures for Handling Stock Option Certificates upon Termination of Employment:

1. Resignation (including voluntary resignation, disability exit, leave without pay, severance, and dismissal):

Stock option certificates that are exercisable at the time of resignation can be exercised within one month from the date of resignation. For those on leave without pay, the Chairman or an authorized executive may determine the rights and timing of option exercise within the scope defined in Article 5, Section 2.

However, if the situation described in Article 10, Section 1 occurs, the exercise period may be sequentially postponed according to that section's duration. Stock option certificates that are not exercisable at the time of resignation are considered forfeited on the date of resignation.

2. Retirement (As Defined by Statute)

Stock option certificates that are exercisable at the time of retirement can be exercised within one month from the retirement date. Should the situation described in Article 10, Section 1 occur, the exercise period may be sequentially postponed according to that section's duration. Stock option certificates that are not exercisable at the time of retirement are considered forfeited on the retirement date. However, the Chairman or an authorized executive may specially revise the rights and timing of option exercise within the scope defined in Article 5, Section 2.

3. Death

Stock option certificates that are exercisable at the time of the holder's death can be exercised by the inheritors within one year from the date of death or before the expiration of the stock option certificate, whichever is earlier. Stock option certificates that are not exercisable at the time of death are considered forfeited on the date of death.

4. Job Transfer

If a stock option holder is transferred to a related enterprise or another company, their stock option certificates shall be processed in the same manner as those of departing employees. If the transfer is made at the Company's request, the Chairman or an authorized executive may determine the rights and the timing of the option exercise within the scope defined in Article 5, Section 2.

If the stock option holder or their inheritors fail to exercise the stock options within the specified period, these rights are considered forfeited.

(V) Treatment of Forfeited Stock Option Certificates

Stock option certificates that are forfeited due to non-exercise within the stipulated time frame will be cancelled by the Company, and the associated shares will not be reissued.

VI. Performance Method

The fulfillment of stock options shall be conducted through the issuance of new ordinary shares of the Company. This process will adhere to the provisions of Article 161, Paragraph 1, proviso, of the Company Act, which mandates that new shares be issued prior to the registration of the capital alteration.

VII. Adjustment of Subscription Price

(I) After the issuance of these stock option certificates, should there be any change in the ordinary shares of the Company (such as cash capital increases including private placements, profit capitalization, capital reserve capitalization, company mergers, stock splits, and the issuance of new shares for overseas depositary receipts), the subscription price will be adjusted on the ex-rights date of the new share issuance according to the following formula (rounded to the nearest tenth of a New Taiwan Dollar):

Adjusted Subscription Price=(Pre-adjustment Subscription Price×[Issued Shares+(Payment per Share×New Share Issuance)/Price per Share])/(Issued Shares+New Share Issuance)

1. Issued Shares refers to the total number of ordinary shares issued and fully paid.
2. Payment per Share is zero if the shares are distributed free of charge or in the event of a stock split.
3. In the case of a merger with another company, the payment amount per new share will be based on

the average closing price of the Company's ordinary shares over the thirty consecutive business days ending forty-five business days prior to the merger reference date.

4. If the adjusted subscription price exceeds the pre-adjustment subscription price, no adjustment will be made.

(2)After the issuance of these stock option certificates, if the Company distributes cash dividends, the price will be adjusted downward on the ex-dividend date using the following formula.

Adjusted Price=Pre-adjustment Price×(1−(Cash Dividend per Ordinary Share/Price per Share))

1. The "Price per Share" for the calculation is determined as the simple arithmetic average of the closing prices of the ordinary shares on one, three, and five business days prior to the ex-dividend date for stopping transfers of cash dividends.
2. If the adjusted subscription price exceeds the pre-adjustment subscription price, no adjustment will be made.

(3)If cash dividends and stock dividends (including profit capitalization and capital reserve capitalization) are distributed simultaneously, the cash dividends are deducted first, followed by an adjustment to the subscription price based on the amount of the stock dividends.

(4)After the issuance of these stock option certificates, if there is a reduction in capital not caused by the cancellation of treasury shares, resulting in a decrease in ordinary shares, the subscription price will be adjusted according to the following formula (rounded to the nearest tenth of a New Taiwan Dollar), effective on the capital reduction reference date

Adjustment of Subscription Price for Capital Reduction

Adjusted Subscription Price = Pre-adjustment Subscription Price × (Shares Issued Before Capital Reduction / Shares Issued After Capital Reduction)

Cash Capital Reduction

Adjusted Subscription Price = [Pre-adjustment Subscription Price × (1 - Cash Returned Per Share / Closing Price of the Share on the Last Trading Day Before New Share Issue)] × (Ordinary Shares Issued Before Capital Reduction / Ordinary Shares Issued After Capital Reduction)

VIII.Procedure for Exercising Subscription Rights

(I) Stock option holders may exercise their subscription rights according to the schedule specified in Article 5, Section 2, of these procedures, except during legally mandated suspension of transfer periods and the restricted periods stipulated in Article 10, Section 1. To exercise these rights, holders must complete and submit a subscription request form to the Company's Stock Affairs Department. The request becomes effective upon delivery and cannot be withdrawn.

(II) Upon receiving a subscription request, the Company's Stock Affairs Department will notify the stock option holder to deposit the subscription payment into a designated bank.

(III) Once the full payment is confirmed, the Stock Affairs Department will instruct the Company's share registrar to register the subscribed shares in the Company’s shareholder registry. These shares will be issued via book-entry transfer within five business days as newly issued ordinary shares of the Company.

(IV) The newly issued ordinary shares of the Company will be tradable on the stock market from the date of delivery to the stock option holder. If the Company’s ordinary shares are legally tradable on the Taiwan Stock Exchange, then the newly issued shares will also be tradable from the date of delivery.

(V) The Company must announce the number of shares issued due to the exercise of employee stock option certificates within fifteen days after the end of each quarter. Furthermore, at least once every quarter, the Company must apply to the regulatory authority responsible for company registration to update the registered capital amount to reflect the shares issued.

However, if there are events such as the record date for bonus shares, special changes in share capital, or routine changes in registered share capital occurring within twenty days before or after these dates, the Company may adjust or cancel the routine registration of these share capital changes.

IX. Handling Subscription Prices Below the Par Value of Shares

If the subscription price of the stock option certificates issued by the Company is lower than the par value of the ordinary shares, the par value shall be used as the subscription price.

X. Restrictions on the Rights After Exercise of Stock Options

(I) The stock option certificates granted to employees by the Company cannot be exercised during the following periods each year:

1. The legally mandated suspension of transfers period prior to the annual shareholders' meeting.
2. From fifteen business days before the transfer stop date for bonus shares distribution, cash dividends, or cash capital increase, until the record date for rights distribution.
3. From the time of the board meeting that decides on a merger or split until the record date for the merger or split.
4. From the record date for capital reduction until the day before the start of trading of the new shares issued post-capital reduction.
5. Other legally mandated transfer suspension periods due to specific events.

(II) The ordinary shares issued to an employee upon the exercise of stock options will carry the same rights and obligations as those associated with the ordinary shares already issued by the Company.

XI. Confidentiality Provisions

After being granted stock option certificates, stock option holders must adhere to confidentiality agreements. They are not permitted to disclose any details related to the granted stock option certificates, including their number, except as required by law or regulatory authorities. Violations of these confidentiality provisions will be handled in accordance with Section 2, Subsection 2 of Article 5 of these procedures.

XII. Implementation Details

Specific operational aspects related to the allocation of stock option certificates to individual stock option holders, the exercise of stock option certificates, subscription payments, and the issuance of shares, as well as the timing of these operations, will be communicated separately to the stock option holders by the Company.

XIII. Other Important Matters

(I) These procedures must be approved by the attendance and consent of more than two-thirds of the directors and more than half of the attending directors at a Board of Directors meeting. Additionally, they must be approved by the relevant regulatory authority before they take effect. During the review process by the regulatory authority, if amendments to these procedures are required by the regulatory demands, the Chairman is authorized to make preliminary amendments. These amendments must be subsequently ratified at a later Board of Directors meeting before the issuance can proceed.

(II) Any matters not addressed in these procedures shall be managed in accordance with relevant legal and regulatory provisions.

Appendix 9: "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$3 billion, divided into 300 million shares, each share with an amount of NT$10, 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 NT$10 per share, and shall authorize the board of directors to decide on the issue as required.

Treasury stocks that the Company buys back in accordance with The Company Act may be transferred to employees of controlled entities or subsidiaries who meet certain criteria.

The Company may issue warrants to its employees, including employees of controlled entities or subsidiaries subsidiaries who satisfy certain criteria.

When issuing new shares, the Company may allow employees, including employees of controlled entities or subsidiaries subsidiaries who satisfy certain criteria, to subscribe.

The Company may issue restricted shares to its employees, including employees of controlled entities or subsidiaries subsidiaries who satisfy certain criteria.

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.

Article12: 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 board of directors' 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 Annual 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. However, earnings distribution in cash is subject to Article 21 of the Articles of Incorporation.

Chapter 7 Supplementary Provisions

Article 21: Earnings distribution and loss reimbursement decisions shall be made at the end of each year. Pursuant to Paragraph 5, Article 240 and Article 241 of The Company Act, the Company may authorize the board of directors to distribute dividends, profit sharing, or reserves in cash, provided that such decision is resolved in a board meeting with at least two-thirds of directors present and supported by more than half of attending directors, and reported in an upcoming shareholders' meeting. These decisions do not require acknowledgment in a shareholders' meeting. Distribution through issuance of new shares will have to be resolved in a shareholders' meeting before proceeding.

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
The thirty-fifth amendment was made on June 14, 2023

Promate Electronic Co., Ltd

Chairman: Eric Chen

Appendix 10: "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 11: 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$2,155,399,490, and the number of issued shares is 215,539,949 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 (March 30,2024) 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	4.02
Director	Du Huaiqi	2022/06/15	3 years	3,385,088	1.57
Director	Hu Qiujiang	2022/06/15	3 years	2,248,949	1.04
Director	Sung YiLin	2022/06/15	3 years	2,992,000	1.39
Director	Zhu Mingzhen, representative of Chuangfeng Investment (Stock) Company	2022/06/15	3 years	3,694,901	1.71
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	9.74