

Stock Code : 6552



易華電子股份有限公司  
JMC ELECTRONICS CO.,LTD.

# 2023 General Shareholders' Meeting Meeting Handbook

Meeting Date: 30 May 2023

Meeting Location: No. 15, Jing 2nd Rd., Nanzi Dist.,  
Kaohsiung City, (Employee Services Center)

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# **JMC Electronics Co., Ltd.**

## **2023 General Shareholders' Meeting Procedure**

**I. Meeting Called to Order**

**II. Chairman's Speech**

**III. Reported Matters**

**IV. Approval Matters**

**V. Discussion Matters**

**VI. Motions**

**VII. Adjournment**

# **JMC Electronics Co., Ltd.**

## **2023 General Shareholders' Meeting Agenda**

**Time: 10 a.m., 30 May 2023 (Tuesday)**

**Meeting Format: Physical shareholders' meeting**

**Location: No. 15 Jing 2nd Rd., Nanzi Dist., Kaohsiung City, (Employee Services Center)**

### **I. Meeting Called to Order [Number of shares in attendance reported]**

### **II. Chairman's Speech**

### **III. Reported Matters**

A. 2022 Business Report

B. Audit Committee Report on Audit of 2022 Closing Statements

C. Report on Communication between Audit Committee Members and Internal Audit Executives

D. Report on 2022 Distribution of Employee Remuneration and Director Remuneration

E. Report on First Domestic Secured Convertible Bonds

F. Proposed Amendment to Procedure for Board of Directors Meetings

G. Proposed Amendment to Sustainable Development Best Practice Principles

### **IV. Approval Matters**

A. Approval of 2022 Business Report and Financial Statements

B. Approval of 2022 Profit Distribution

### **V. Discussion Matters**

A. Proposed Amendment to Articles of Association

B. Proposed Amendment to Rules of Procedure for Shareholders' Meetings

C. Proposed Release of Non-Compete Duty of Corporate Directors

### **VI. Motions**

### **VII. Adjournment**

## **【Reported Matters】**

A. 2022 Business Report is submitted for review.

Please refer to page 8 of this handbook.

B. Audit Committee Report on Audit of 2022 Closing Statements is submitted for review.

Please refer to page 9 of this handbook.

C. Report on Communication between Audit Committee Members and Internal Audit Executives is submitted for review.

Please refer to page 10 of this handbook.

D. Report on 2022 Distribution of Employee Remuneration and Director Remuneration is submitted for review.

Illustration: The board of directors passed a resolution on 14 March 2023 to distribute 2022 employee and director remuneration as follows in accordance with Article 24 of the Articles of Association:

Item	Distribution Ratio	Amount	Issuance Method
Employee Remuneration	2%	NT\$1,967,080	All issuance in cash
Director Remuneration	1%	NT\$983,540	

E. Report on First Domestic Secured Convertible Bonds is submitted for review.

Please refer to page 12 of this handbook

F. Proposed Amendment to Procedure for Board of Directors Meetings is submitted for review.

Illustration:(A) Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.

(B) For amended clauses, please refer to pages 13-17 of this handbook.

G. Proposed Amendment to Sustainable Development Best Practice Principles is submitted for review.

Illustration:(A) Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.

(B) For amended clauses, please refer to page 18 of this handbook

## 【Approval Matters】

Agenda 1: Proposed by Board of Directors

Subject: Approval of 2022 Business Report and Financial Statements

Illustration: A. After the company's 2022 financial statements were approved by board resolution on 14 March 2023, CPAs Wang, Chao-Chun and Liu, Yu-Xiang from Deloitte & Touche completed audit and issued an audit report. The audit committee also issued the Audit Report by Audit Committee.

B. Above documents (please refer to pages 19-27 of this handbook) and business report (please refer to page 8 of this handbook) are submitted for approval.

Resolution:

Agenda 2: Proposed by Board of Directors

Subject: Approval of 2022 Profit Distribution

Illustration: A. The board of directors proposes 2022 profit distribution as follows on 14 March 2023 in accordance with the Company Act and the Articles of Association.

### Profit Distribution Statement

2022

	Unit: NT\$
Beginning Retained earnings	\$ 544,655,084
Plus: Current-Period Net Profit after Tax	73,358,828
Plus: Actuated Profit (Loss) under Reserved Earnings	2,494,142
Plus: Reserved Earnings from Realized Investment Profit	(1,513,470)
Minus: 10% Legal Reserve Provision	(7,433,950)
Current-Period Distributable Profit	611,560,634
Distribution Items:	
Shareholder Bonus – Cash (NT\$0.45 per share)	(37,350,000)
Ending Retained earnings	574,210,634

Chairman: Huang, Chia-Neng

General Manager: Li, Yuan-Xia

Finance and Accounting Manager: CHEN, SING-CHEN

Note: (A). Above dividend per share is calculated based on 83,000,000 outstanding shares as of 14 March 2023.

(B). The sum of fractional amounts of cash dividend distribution will be paid to Employee Benefit Committee.

B. Shareholder bonus is cash dividend at NT\$0.45 per share. It is proposed that, after approval by general shareholders' meeting, the board of directors be authorized to determined the record date for issuance.

Resolution:

## **【Discussion Matters】**

Agenda 1: Proposed by Board of Directors

Subject: Proposed Amendment to Articles of Association

Illustration: (A) Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.  
(B) For amended clauses, please refer to pages 28-29 of this handbook.  
(C) Submission for approval.

Resolution:

Agenda 2: Proposed by Board of Directors

Subject: Proposed Amendment to Rules of Procedure for Shareholders' Meetings

Illustration: (A) Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.  
(B) For amended clauses, please refer to pages 30-49 of this handbook.  
(C) Submission for approval.

Resolution:

Agenda 3: Proposed by Board of Directors

Subject: Proposed Release of Non-Compete Duty of Corporate Directors

Illustration: (A) According to Article 209 of the Company Act, when a director engages in any act within the company's scope of business for him/herself or any other person, the director shall provide the key details of such conduct to the shareholders' meeting and acquire an approving resolution from the shareholders' meeting.  
(B) To meet business requirements, it is proposed that the shareholders' meeting agrees to the director's concurrent position and release director Wan, Wen-Cai from competition restrictions in accordance with Article 209 of the Company Act.  
(C) For director's concurrent positions, please refer to page 50 of this handbook.  
(D) Submission for approval.

Resolution:

**【Motions】**

**【Adjournment】**

## 【Attachments】

# **JMC ELECTRONICS CO., LTD.**

## **2022 Business Report**

### **A. 2022 Business Report**

The COVID-19 pandemic is still ongoing. However, the needs and benefits of the stay-at-home economy due to the pandemic have faded. Negative impacts include economic downturn, and other factors such as the Russia-Ukraine War and inflation have already had an impact on the global economy and affected consumption. The Tape-COF produced by JMC belongs to the panel industry, whose end-consumers are the most sensitive to price fluctuations. Due to the excessive overall inventory, we took measures to reduce our utilization to control the inventory; this however led to a great decrease in demand. As a result, the revenue of 2022 was NT\$2,112,837,000, a 29.64% decrease from the previous year.

### **B. 2023 Operations and Future Outlook**

Looking to 2023, negative factors, including the pandemic, war, and inflation that caused a global economic downturn will continue. A low growth and challenging year is on the horizon. Regarding quarterly changes, it is expected that demand will remain low due to the continuous inventory adjustment of clients in the first quarter. Demand should recover stably in the second quarter, and market demand will gradually return to normal in the second half of the year.

In terms of the business operations of existing Tape-COF products, JMC will invest great effort to improving production efficiency to reduce costs and maintain stable business operations. The growing momentum of the future will derive from LED Lighting Boards and other substrates developed with 2-Metal technology. We hope to have the support and encouragement from shareholders. In the meantime, JMC will also continue to improve and grow to meet the expectation of our shareholders. Thank you.

Best regards

Chairman: Huang, Chia-Neng

General Manager: Li, Yuan-Xia

Finance & Accounting Manager: Chen, Hsing-Chen

## JMC Electronics Co., Ltd.

### Audit Report by Audit Committee

The board of directors has prepared the Company's 2022 Business Report, Financial Statements and Profit Distribution Proposal, etc., among which the Financial Reports have been audited by CPAs Wang, Chao-Chun and Liu, Yu-Xiang of Deloitte Taiwan and an Audit Report has been issued. The Audit Committee has reviewed such Business Report, Financial Statements and Profit Distribution Proposal and has found them compliant. Thus, this report is issued in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for review.

To

JMC Electronics Co., Ltd. 2023 General Shareholders Meeting

JMC Electronics Co., Ltd. Audit Committee

Auditor: 柯永祥

Auditor: 楊順卿

Auditor: 洪嘉瑜

14 March 2023

JMC Electronics Co., Ltd.  
Communication between Audit Committee Members and Internal Audit  
Executives  
2022

I 2022 individual communication between independent directors and audit executive:

■ JMC Electronics Co., Ltd. Minutes of First Independent Directors' Meeting in 2022

Date: 15 March 2022

In Attendance: Independent director KE, YONG-SIANG, independent director YANG, SHUN-CHING, independent director HONG, CHIA-YU, auditor LIU, SHU-YUAN

Subject:

A. Internal Control Audit Plan

(A) Report on 2021 fourth quarter audit

(B) Report on 2021 internal self-evaluation

Recommendations by independent directors: No comment

■ JMC Electronics Co., Ltd. Minutes of Second Independent Directors' Meeting in 2022

Date: 10 November 2022

In Attendance: Independent director KE, YONG-SIANG, independent director YANG, SHUN-CHING, auditor LIU, SHU-YUAN

Subject:

A. Internal Control Audit Plan

(A) Report on 2022 first to third quarter audit

(B) Report on 2022 audit plan

(C) Report on audit recommendations and company execution

Recommendations by independent directors: No comment

II 2022 individual communication between independent directors and CPA:

JMC Electronics Co., Ltd. Minutes of First Meeting of Independent Directors and CPA in 2022

Date: 20 December 2022

In Attendance: Independent director KE, YONG-SIANG, independent director YANG, SHUN-CHING, independent director HONG, CHIA-YU, CPA Wang, Chao-Chun, Associate General Manager LI, CHIN-HSING

Subject:

A. 2022 communication meeting with governing body: Audit Plan

(A) Scope and method of audit

(B) Identification of clear risks

(C) Key audit matters

(D) Other important audit matters under financial statements

(E) Statement of independence

(F) Audit quality index (AQI).

Recommendations by independent directors: No comment

III Communication between independent directors and internal audit executive in meetings of board of directors and audit committee (including pre-meeting meetings):

Date	Key Points of Communication
15 March 2022	<ol style="list-style-type: none"> <li>1. Report on 2021 fourth quarter audit activities</li> <li>2. Report on 2021 statement of internal control system</li> <li>3. Recommendations by independent directors: No comment</li> </ol>
12 May 2022	<ol style="list-style-type: none"> <li>1. Report on 2022 first quarter audit activities</li> <li>2. Recommendations by independent directors: No comment</li> </ol>
9 August 2022	<ol style="list-style-type: none"> <li>1. Report on 2022 second quarter audit activities</li> <li>2. Recommendations by independent directors: No comment</li> </ol>
10 November 2022	<ol style="list-style-type: none"> <li>1. Report on 2022 third quarter audit activities</li> <li>2. 2023 audit plan</li> <li>3. Recommendations by independent directors: No comment</li> </ol>

IV The audit executive provided audit report to independent directors by email within one month from completion.

V The company has shared among independent directors and internal audit executive their telephone numbers and emails to allow direct contact and communication.

JMC Electronics Co., Ltd.

Corporate Bond

31 December 2022

Type of Corporate Bond		First Domestic Secured Convertible Bond
Issue Date		25 October 2021
Face Value		NT\$100,000 per bond
Issue and Trading Location		Domestic issuance; OTC market listing
Issue Price		NT\$106.63
Total Amount		NT\$500,000,000
Interest Rate		Coupon Rate 0%
Maturity		5 years; due date: 25 October 2026
Guarantor		Taishin International Bank
Trustee		Land Bank of Taiwan, Ltd.
Underwriter		Taishin Securities Co., Ltd.
Certifying Attorney		CHIU, LI-FEI
CPA		Deloitte & Touche CPA for latest year: Wang, Chao-Chun, Liu, Yu-Xiang CPA for latest period: Wang, Chao-Chun, Liu, Yu-Xiang
Repayment		Principal repayment upon maturity
Outstanding Principal		NT\$500,000,000
Redemption or Prepayment Clauses		As provided in Issuance and Conversion Regulations
Restricted Clauses		None
Credit Rating Institution, Rating Date, Corporate Bond Rating		None
Other Rights Attached	Amount ordinary shares, GDR or other securities converted (swapped or subscribed) as of 31 December 2022	0
	Issuance and Conversion (Swap or Subscription) Regulations	Please refer to bond issuance details on MOPS website, credit section
Potential dilution of equity and impact on existing shareholders by Issuance and Conversion, Swap or Subscription Regulations and Terms and Conditions of Issuance		Assuming all convertible bond holders seek conversion at the current conversion price of NT\$ 60.4, maximum dilution rate is about 9.07%, which is limited.
Custodian Institution		None

## JMC Electronics Co., Ltd.

### Amended Clauses of Procedure for Board of Directors Meetings

Amended Clause	Original Clause	Remark
<p>Article 3 As required for the company's business, the board of directors shall meet at least quarterly.</p> <p>The time, location and reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.</p>	<p>Article 3 As required for the company's business, the board of directors shall meet at least quarterly.</p> <p>The time, location and reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.</p> <p>All matters set out in the subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion <b><u>except in the case of an emergency or legitimate reason.</u></b></p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>
<p>Article 5 When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.</p> <p>All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.</p> <p>A director appointing another director to attend a board meeting in his or her place shall in each case</p>	<p>Article 5 When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.</p> <p>All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person, <b><u>provided that the attendance book shall be faxed as proof.</u></b></p> <p>A director appointing another director to attend a board meeting in his or her place shall in each case</p>	<p>Amendment in accordance with the company's operating plan.</p>

Amended Clause	Original Clause	Remark
<p>give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.</p> <p>A proxy under paragraph 2 may accept a proxy from one person only.</p>	<p>give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.</p> <p>A proxy under paragraph 2 may accept a proxy from one person only.</p>	
<p>Article 12 The company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> <li>1. Corporate business plan.</li> <li>2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).</li> <li>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter the "Act"), and an assessment of the effectiveness of the internal control system.</li> <li>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</li> <li>5. The offering, issuance, or private placement of any equity-type securities.</li> <li><b><u>6. When the board of directors do not have managing directors, the election or dismissal of chairman.</u></b></li> <li>7. The appointment or discharge of a financial, accounting, or internal audit officer.</li> <li>8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural</li> </ol>	<p>Article 12 The company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> <li>1. Corporate business plan.</li> <li>2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).</li> <li>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter the "Act"), and an assessment of the effectiveness of the internal control system.</li> <li>4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</li> <li>5. The offering, issuance, or private placement of any equity-type securities.</li> <li>6. The appointment or discharge of a financial, accounting, or internal audit officer.</li> <li>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural</li> </ol>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company</p>

Amended Clause	Original Clause	Remark
<p>disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p><u>9.</u> Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p><u>10.</u> If the directors' and officers' salary remuneration recommended by the salary remuneration committee is not adopted or if the recommendation by the salary remuneration committee is revised, it shall require approval by the majority of directors attending a meeting that is attended by 2/3 or more of all directors. The resolution shall also specify whether the approved salary remuneration is more favorable than the recommendation by the salary remuneration committee.</p> <p>The term "related party" in subparagraph <u>8</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$ 100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a</p>	<p>disaster may be submitted to the following board of directors meeting for retroactive recognition.</p> <p><u>8.</u> Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p><u>9.</u> If the directors' and officers' salary remuneration recommended by the salary remuneration committee is not adopted or if the recommendation by the salary remuneration committee is revised, it shall require approval by the majority of directors attending a meeting that is attended by 2/3 or more of all directors. The resolution shall also specify whether the approved salary remuneration is more favorable than the recommendation by the salary remuneration committee.</p> <p>The term "related party" in subparagraph <u>7</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$ 100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a</p>	

Amended Clause	Original Clause	Remark
<p>period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>When the board of directors of the company discusses important financial and business acts under subparagraph 4, paragraph 1 above, the opinions of the audit committee or independent directors shall be fully taken into consideration and their express consenting or objecting opinions and the reasons for objection shall be included in the minutes of the board meeting. At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the</p>	<p>period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p><b><u>All matters set out in the subparagraphs of paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.</u></b></p> <p>When the board of directors of the company discusses important financial and business acts under subparagraph 4, paragraph 1 above, the opinions of the audit committee or independent directors shall be fully taken into consideration and their express consenting or objecting opinions and the reasons for objection shall be included in the minutes of the board meeting. At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the</p>	

Amended Clause	Original Clause	Remark
<p>meeting minutes. When a director makes a revised proposal or alternative proposal in relation to any matter listed in the agenda or make any proposal through motion, it shall require a secondment by another director. A director who provides specific reason for objecting to a voted proposal may submit a written opinion, which shall be recorded in the meeting minutes.</p>	<p>meeting minutes. When a director makes a revised proposal or alternative proposal in relation to any matter listed in the agenda or make any proposal through motion, it shall require a secondment by another director. A director who provides specific reason for objecting to a voted proposal may submit a written opinion, which shall be recorded in the meeting minutes.</p>	
<p>Article 18 This Procedure was established and implemented following approval by the board of directors on 25 March 2015 and was reported to the shareholders' meeting on 12 May 2015. The same shall be applicable in case of amendment. The first amendment was implemented following approval by the board of directors on 5 August 2015 and was reported to the extraordinary shareholders' meeting on 2 October 2015. The second amendment was implemented following approval by the board of directors on 6 November 2017 and was reported to the general shareholders' meeting in 2018. The third amendment was implemented following approval by the board of directors on 16 March 2020 and was reported to the general shareholders' meeting in 2020. The fourth amendment was implemented following approval by the board of directors on 15 March 2022 and was reported to the general shareholders' meeting in 2022. <b><u>The fifth amendment was implemented following approval by the board of directors on 14 March 2023 and was reported to the general shareholders' meeting in 2023.</u></b></p>	<p>Article 18 This Procedure was established and implemented following approval by the board of directors on 25 March 2015 and was reported to the shareholders' meeting on 12 May 2015. The same shall be applicable in case of amendment. The first amendment was implemented following approval by the board of directors on 5 August 2015 and was reported to the extraordinary shareholders' meeting on 2 October 2015. The second amendment was implemented following approval by the board of directors on 6 November 2017 and was reported to the general shareholders' meeting in 2018. The third amendment was implemented following approval by the board of directors on 16 March 2020 and was reported to the general shareholders' meeting in 2020. The fourth amendment was implemented following approval by the board of directors on 15 March 2022 and was reported to the general shareholders' meeting in 2022.</p>	<p>Date of this amendment added.</p>

**JMC Electronics Co., Ltd.**

**Amended Clauses of Sustainable Development Best Practice Principles**

Amended Clause	Original Clause	Remark
<p><b><u>Article 27-1</u></b>  <b><u>The Company is advised to, through donation, sponsorship, investment, procurement, strategic cooperation, enterprise volunteering technical service or other support mode, continuously dedicate resources to cultural and artistic events or cultural creative industries in order to promote cultural development.</u></b></p>		<p>1.New article.                  2.Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>
<p>Article 31                  The establishment of these Principles was approved by the board of directors on 22 February 2016 and implemented following submission to the shareholders' meeting on 10 May 2016. The same shall be applicable in case of amendment.                  The first amendment was implemented following approval by the board of directors on 16 March 2020 and reported to the general shareholders' meeting on 10 June 2020.                  The second amendment was implemented following approval by the board of directors on 15 March 2022 and reported to the general shareholders' meeting on 9 June 2022.  <b><u>It is contemplated for the third amendment to be implemented following approval by the board of directors on 14 March 2023 and reported to the general shareholders' meeting on 30 May 2023.</u></b></p>	<p>Article 31                  The establishment of these Principles was approved by the board of directors on 22 February 2016 and implemented following submission to the shareholders' meeting on 10 May 2016. The same shall be applicable in case of amendment.                  The first amendment was implemented following approval by the board of directors on 16 March 2020 and reported to the general shareholders' meeting on 10 June 2020.                  The second amendment was implemented following approval by the board of directors on 15 March 2022 and reported to the general shareholders' meeting on 9 June 2022.</p>	<p>Date of this amendment added.</p>

## Financial Statements

### **INDEPENDENT AUDITORS' REPORT**

JMC Electronics Co., Ltd.

#### **Opinion**

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

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

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Corporation 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 financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Corporation's financial statements for the year ended December 31, 2022 is described as follows:

#### **Significant Contingencies**

As stated in Note 32 of the financial statements, Chipbond Technology Corp. filed a criminal incidental civil lawsuit against the Corporation for the breach of trade secrets and requested compensation for damages amounting to NT\$1,000,000 thousand. In August 2021, an additional claim was made for additional damages. In addition, a civil lawsuit for the infringement of trade secrets was filed, seeking indemnification of NT\$1,765,137 thousand. The lawyer entrusted by the Corporation assessed that the litigation case had no significant adverse impact on the Corporation. Therefore, the management of the Corporation assessed that the lawsuit will not have a significant impact on the Corporation's business and financial position. The aforementioned case has not been adjudged by the court as of March 14, 2023. The litigation case is a significant matter during the financial reporting period and involves the use of management's material estimates

and expert reports.

Our audit of the significant contingencies focused on the reasonableness of management's estimates and the opinion of experts, and we performed the following main audit procedures:

1. We sent the confirmation letter to the expert and obtained a declaration of independence from the expert.
2. We obtained the expert's report and reviewed the opinions of the litigation case.
3. We inquired management and experts on the judging basis and the possible outcome of the litigation case and evaluated its rationality.

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

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

In preparing the financial statements, management is responsible for assessing the Corporation'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 Corporation 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 Corporation's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation'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 Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the

financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chao-Chun Wang and Yu-Hsiang Liu.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 14, 2023

#### Notice to Readers

*The accompanying financial statements are intended only to present the 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 financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying 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 financial statements shall prevail.*

# JMC ELECTRONICS CO., LTD.

## BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 866,518	18	\$ 665,410	13
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	550	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	8,438	-	6,803	-
Accounts receivable, net (Notes 4 and 9)	261,935	6	386,950	8
Accounts receivable - related parties (Notes 4, 9 and 30)	20,683	1	43,494	1
Other receivables (Note 30)	2,001	-	2,001	-
Inventories (Notes 4 and 10)	192,200	4	229,967	5
Other financial assets - current (Note 31)	1,785	-	1,785	-
Other current assets (Note 11)	43,242	1	79,835	2
Total current assets	1,396,802	30	1,416,795	29
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	777,932	17	942,597	19
Investments accounted for using equity method (Notes 4 and 12)	256,832	5	-	-
Property, plant and equipment (Notes 4 and 13)	2,115,089	45	2,366,757	48
Right-of-use assets (Notes 4 and 14)	81,428	2	100,358	2
Deferred tax assets (Notes 4, 5 and 25)	13,008	-	5,821	-
Prepayments for equipment	22,757	-	26,218	1
Refundable deposits (Note 30)	3,342	-	3,342	-
Net defined benefit assets - non-current (Notes 4 and 21)	2,965	-	-	-
Other non-current assets (Note 15)	47,363	1	33,360	1
Total non-current assets	3,320,716	70	3,478,453	71
<b>TOTAL</b>	<b>\$ 4,717,518</b>	<b>100</b>	<b>\$ 4,895,248</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Note 16)	\$ 100,000	2	\$ -	-
Contract liabilities - current (Note 23)	13,153	-	53,759	1
Accounts payable (Notes 18 and 30)	140,080	3	167,231	4
Other payables (Notes 19 and 30)	234,138	5	256,823	5
Current tax liabilities (Notes 4 and 25)	29,475	1	67,394	1
Lease liabilities - current (Notes 4, 14 and 30)	18,977	-	18,589	1
Current portion of long-term borrowings (Note 16)	320,472	7	6,250	-
Other current liabilities (Notes 4 and 20)	14,217	-	4,876	-
Total current liabilities	870,512	18	574,922	12
<b>NON-CURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss - non-current (Notes 4, 7 and 17)	11,500	-	-	-
Bonds payable (Notes 4 and 17)	485,108	10	481,212	10
Long-term borrowings (Note 16)	847,053	18	938,763	19
Deferred tax liabilities (Notes 4 and 25)	680	-	1,105	-
Lease liabilities - non-current (Notes 4, 14 and 30)	66,465	2	85,442	2
Net defined benefit liabilities - non-current (Notes 4 and 21)	-	-	335	-
Guarantee deposits (Note 30)	774	-	250	-
Other non-current liabilities (Note 4)	5,429	-	9,545	-
Total non-current liabilities	1,417,009	30	1,516,652	31
Total liabilities	2,287,521	48	2,091,574	43
<b>EQUITY (Note 22)</b>				
Ordinary shares	830,000	18	830,000	17
Capital surplus	640,167	14	638,654	13
Retained earnings				
Legal reserve	151,569	3	111,379	2
Unappropriated earnings	618,994	13	750,845	15
Total retained earnings	770,563	16	862,224	17
Other equity	189,267	4	472,796	10
Total equity	2,429,997	52	2,803,674	57
<b>TOTAL</b>	<b>\$ 4,717,518</b>	<b>100</b>	<b>\$ 4,895,248</b>	<b>100</b>

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

# JMC ELECTRONICS CO., LTD.

## STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23, 30 and 35)	\$ 2,112,837	100	\$ 3,002,859	100
OPERATING COSTS (Notes 10, 13, 24 and 30)	<u>1,891,927</u>	<u>90</u>	<u>2,403,390</u>	<u>80</u>
GROSS PROFIT	<u>220,910</u>	<u>10</u>	<u>599,469</u>	<u>20</u>
OPERATING EXPENSES (Note 24)				
Selling and marketing expenses	44,134	2	34,229	1
General and administrative expenses	108,754	5	135,296	5
Research and development expenses	<u>62,870</u>	<u>3</u>	<u>68,947</u>	<u>2</u>
Total operating expenses	<u>215,758</u>	<u>10</u>	<u>238,472</u>	<u>8</u>
PROFIT FROM OPERATIONS	<u>5,152</u>	<u>-</u>	<u>360,997</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES (Notes 12, 24 and 30)				
Interest income	2,654	-	421	-
Other income	49,463	2	40,737	1
Other gains and losses	51,667	3	5,477	-
Finance costs	(20,366)	(1)	(16,696)	-
Share of profit of associates	<u>6,851</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-operating income and expenses	<u>90,269</u>	<u>4</u>	<u>29,939</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	95,421	4	390,936	13
INCOME TAX EXPENSE (Notes 4, 5 and 25)	<u>22,063</u>	<u>1</u>	<u>66,525</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>73,358</u>	<u>3</u>	<u>324,411</u>	<u>11</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 21, 22 and 25)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans	3,118	-	(939)	-
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	(253,510)	(12)	289,181	9
Share of the other comprehensive loss of associates	(31,532)	(1)	-	-

(Continued)

## JMC ELECTRONICS CO., LTD.

### STATEMENTS OF COMPREHENSIVE INCOME

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

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
Income tax relating to items that will not be reclassified subsequently to profit or loss	\$ (624)	-	\$ 188	-
Other comprehensive income for the year, net of income tax	(282,548)	(13)	288,430	9
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ (209,190)	(10)	\$ 612,841	20
EARNINGS PER SHARE (Note 26)				
Basic	\$ 0.88		\$ 3.91	
Diluted	\$ 0.88		\$ 3.90	

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

(Concluded)

**JMC ELECTRONICS CO., LTD.**

**STATEMENTS OF CHANGES IN EQUITY**  
(In Thousands of New Taiwan Dollars)

	Ordinary Shares	Capital Surplus	Legal Reserve	Retained Earnings		Total	Other Equity Unrealized Gains and Losses on Financial Assets at Fair Value Through Other Comprehensive Income	Total Equity
				Unappropriated Earnings	Total			
BALANCE AT JANUARY 1, 2021	\$ 830,000	\$ 590,312	\$ 96,327	\$ 488,497	\$ 584,824	\$ 2,266,991		
Appropriation of earnings (Note 22)	-	-	15,052	(15,052)	-	-		
Legal reserve	-	-	-	(124,500)	(124,500)	(124,500)		(124,500)
Cash dividends	-	-	15,052	(139,552)	(124,500)	(124,500)		(124,500)
Equity component of convertible bonds issued by the Corporation (Note 17)	-	48,342	-	-	-	48,342		48,342
Net profit for the year ended December 31, 2021	-	-	-	324,411	324,411	324,411		324,411
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	(751)	(751)	(751)	289,181	288,430
Total comprehensive income for the year ended December 31, 2021	-	-	-	323,660	323,660	323,660	289,181	612,841
Disposal of investments in equity instruments at fair value through other comprehensive income (Note 22)	-	-	-	78,240	78,240	78,240	(78,240)	-
BALANCE AT DECEMBER 31, 2021	830,000	638,654	111,379	750,845	862,224	2,803,674	472,796	2,803,674
Appropriation of earnings (Note 22)	-	-	40,190	(40,190)	-	-	-	-
Legal reserve	-	-	-	(166,000)	(166,000)	(166,000)	-	(166,000)
Cash dividends	-	-	40,190	(206,190)	(166,000)	(166,000)	-	(166,000)
Changes in capital surplus from investments in associates accounted for using the equity method (Note 12)	-	1,513	-	-	-	1,513	-	1,513
Net profit for the year ended December 31, 2022	-	-	-	73,358	73,358	73,358	-	73,358
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	2,494	2,494	2,494	(285,042)	(282,548)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	75,852	75,852	75,852	(285,042)	(209,190)
Disposal of investments in equity instruments at fair value through other comprehensive income (Note 22)	-	-	-	(1,513)	(1,513)	(1,513)	1,513	-
BALANCE AT DECEMBER 31, 2022	\$ 830,000	\$ 640,167	\$ 151,569	\$ 618,994	\$ 770,563	\$ 2,429,997	\$ 189,267	\$ 2,429,997

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

# JMC ELECTRONICS CO., LTD.

## STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	<b>For the Year Ended December 31</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 95,421	\$ 390,936
Adjustments for:		
Depreciation expense	383,615	340,601
Amortization expense	30,780	28,265
Net loss on financial assets at fair value through profit or loss	12,050	2,055
Finance costs	20,366	16,696
Interest income	(2,654)	(421)
Dividend income	(39,309)	(22,189)
Share of profit of associates	(6,851)	-
Loss on disposal of property, plant and equipment	29	376
Impairment loss recognized on non-financial assets	34,919	2,913
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	-	(1,955)
Accounts receivable	125,015	(53,904)
Accounts receivable - related parties	22,811	(19,601)
Other receivables	-	6
Inventories	23,635	(2,575)
Other current assets	36,593	31,842
Other financial assets	-	20,000
Contract liabilities	(40,606)	9,906
Accounts payable	(27,151)	(38,414)
Other payables	(16,611)	20,803
Other current liabilities	8,987	(23,626)
Net defined benefit liabilities	(182)	(211)
Cash generated from operations	<u>660,857</u>	<u>701,503</u>
Interest received	2,654	421
Dividends received	39,309	22,189
Interest paid	(16,141)	(15,948)
Income taxes paid	<u>(68,218)</u>	<u>(40,457)</u>
Net cash generated from operating activities	<u>618,461</u>	<u>667,708</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at fair value through other comprehensive income	(90,480)	(228,470)
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	155,874
Acquisition of investments accounted for using the equity method	(280,000)	-
Acquisition of property, plant and equipment	(136,775)	(251,313)
Increase in other non-current assets	<u>(44,783)</u>	<u>(32,790)</u>
Net cash used in investing activities	<u>(552,038)</u>	<u>(356,699)</u>

(Continued)

# JMC ELECTRONICS CO., LTD.

## STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	<b>For the Year Ended December 31</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term borrowings	\$ 420,000	\$ 400,000
Repayment of short-term borrowings	(320,000)	(630,000)
Proceeds from short-term bills payable	50,000	200,000
Repayment of short-term bills payable	(50,000)	(200,000)
Proceeds from issuance of bonds	-	527,935
Proceeds from long-term borrowings	275,000	195,850
Repayment of long-term borrowings	(56,250)	(283,333)
Proceeds of guarantee deposits received	524	200
Repayment of the principal portion of lease liabilities	(18,589)	(18,137)
Dividends paid	<u>(166,000)</u>	<u>(124,500)</u>
Net cash generated from financing activities	<u>134,685</u>	<u>68,015</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>201,108</b>	<b>379,024</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<u><b>665,410</b></u>	<u><b>286,386</b></u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<u><b>\$ 866,518</b></u>	<u><b>\$ 665,410</b></u>

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

(Concluded)

**JMC Electronics Co., Ltd.**  
**Amended Clauses of Articles of Association**

Amended Clause	Original Clause	Remark
<p><b><u>Article 9-2: The Company may hold shareholders' meetings by video conference or in any other manner published by the Ministry of Economic Affairs.</u></b></p>		<p>1. New clause. 2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>
<p>Article 28: These Articles of Association were established on 21 September 1973. The first amendment was made on 15 May 1974. The second amendment was made on 5 October 1974. The third amendment was made on 1 February 1983. The fourth amendment was made on 1 August 1983. The fifth amendment was made on 16 September 1987. The sixth amendment was made on 25 February 1988. The seventh amendment was made on 30 September 1989. The eighth amendment was made on 22 December 1992. The ninth amendment was made on 5 November 1994. The tenth amendment was made on 25 February 1995. The eleventh amendment was made on 20 November 1994. The twelfth amendment was made on 1 March 1996. The thirteenth amendment was made on 1 January 1997. The fourteenth amendment was made on 4 May 1998. The fifteenth amendment was made on 2 May 2000. The sixteenth amendment was made on 7 June 2000.</p>	<p>Article 28: These Articles of Association were established on 21 September 1973. The first amendment was made on 15 May 1974. The second amendment was made on 5 October 1974. The third amendment was made on 1 February 1983. The fourth amendment was made on 1 August 1983. The fifth amendment was made on 16 September 1987. The sixth amendment was made on 25 February 1988. The seventh amendment was made on 30 September 1989. The eighth amendment was made on 22 December 1992. The ninth amendment was made on 5 November 1994. The tenth amendment was made on 25 February 1995. The eleventh amendment was made on 20 November 1994. The twelfth amendment was made on 1 March 1996. The thirteenth amendment was made on 1 January 1997. The fourteenth amendment was made on 4 May 1998. The fifteenth amendment was made on 2 May 2000. The sixteenth amendment was made on 7 June 2000.</p>	<p>Date of this amendment added.</p>

Amended Clause	Original Clause	Remark
<p>The seventeenth amendment was made on 21 August 2001.  The eighteenth amendment was made on 19 November 2001.  The nineteenth amendment was made on 9 December 2002.  The twentieth amendment was made on 13 October 2003.  The twenty-first amendment was made on 28 November 2003.  The twenty-second amendment was made on 10 May 2005.  The twenty-third amendment was made on 5 September 2006.  The twenty-fourth amendment was made on 8 January 2013.  The twenty-fifth amendment was made on 24 June 2013.  The twenty-sixth amendment was made on 31 March 2014.  The twenty-seventh amendment was made on 8 October 2014.  The twenty-eighth amendment was made on 12 May 2015.  The twenty-ninth amendment was made on 2 October 2015.  The thirtieth amendment was made on 10 May 2016.  The thirty-first amendment was made on 10 June 2021.  The thirty-second amendment was made on 9 June 2022.  <b><u>The thirty-third amendment was made on 30 May 2023.</u></b></p>	<p>The seventeenth amendment was made on 21 August 2001.  The eighteenth amendment was made on 19 November 2001.  The nineteenth amendment was made on 9 December 2002.  The twentieth amendment was made on 13 October 2003.  The twenty-first amendment was made on 28 November 2003.  The twenty-second amendment was made on 10 May 2005.  The twenty-third amendment was made on 5 September 2006.  The twenty-fourth amendment was made on 8 January 2013.  The twenty-fifth amendment was made on 24 June 2013.  The twenty-sixth amendment was made on 31 March 2014.  The twenty-seventh amendment was made on 8 October 2014.  The twenty-eighth amendment was made on 12 May 2015.  The twenty-ninth amendment was made on 2 October 2015.  The thirtieth amendment was made on 10 May 2016.  The thirty-first amendment was made on 10 June 2021.  The thirty-second amendment was made on 9 June 2022.</p>	

## JMC Electronics Co., Ltd.

### Amended Clauses of Rules of Procedure for Shareholders' Meetings

Amended Clause	Original Clause	Remark
<p>Article 2 Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors. <b><u>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.</u></b></p> <p>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a general shareholders' meeting or before 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the general shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting. <b><u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the</u></b></p>	<p>Article 2 Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.</p> <p>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a general shareholders' meeting or before 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the general shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting.</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p><b><u>shareholders’ meeting held in the immediately preceding year. transmission of these electronic files shall be made by 30 days before the general shareholders’ meeting.</u></b></p> <p>In addition, before 15 days before the date of the shareholders’ meeting, the Company shall also have prepared the shareholders’ meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time.</p> <p><b><u>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.</u></b></p> <p><b><u>For physical shareholders’ meetings, to be distributed on-site at the meeting.</u></b></p> <p><b><u>For hybrid shareholders’ meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></b></p> <p><b><u>For virtual-only shareholders’ meetings, electronic files shall be shared on the virtual meeting platform.</u></b></p> <p>The reasons for convening a shareholders’ meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the</p>	<p>In addition, before 15 days before the date of the shareholders’ meeting, the Company shall also have prepared the shareholders’ meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time <b><u>and shall be distributed on-site at the meeting.</u></b></p> <p>The reasons for convening a shareholders’ meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the</p>	

Amended Clause	Original Clause	Remark
<p>form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities and the board of directors should still include such proposal in the agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.</p> <p>Prior to the book closure date before a general shareholders' meeting is held, the Company shall</p>	<p>form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities and the board of directors may still include such proposal in the agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.</p> <p>Prior to the book closure date before a general shareholders' meeting is held, the Company shall</p>	

Amended Clause	Original Clause	Remark
<p>publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p> <p>The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies</u> <b>(collectively "shareholders")</b> will be accepted, the place to register for attendance, and other matters for attention.</p> <p>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable</p>	<p>publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p> <p>The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.</p> <p>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable</p>	

Amended Clause	Original Clause	Remark
<p>personnel assigned to handle the registrations.</p> <p><b><u>For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.</u></b></p> <p>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.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>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.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p>However, the exercise of voting rights shall be calculated based on total number of shares held. If there are two or more representatives, the</p>	<p>personnel assigned to handle the registrations.</p> <p>Shareholders <b><u>or their proxies (collectively, "shareholders")</u></b> 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.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>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.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p>However, the exercise of voting rights shall be calculated based on total number of shares held. If there are two or more representatives, the</p>	

Amended Clause	Original Clause	Remark
<p>representative shall exercise the voting rights in a collective manner.  <u><b>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.</b></u>  <u><b>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.</b></u>  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 <u><b>and sign-in cards handed in, and the shares checked in on the virtual meeting platform,</b></u> plus the number of shares whose voting rights are exercised by correspondence or electronically.  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 <u><b>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means,</b></u> and shall make an express disclosure of the same at the place of the shareholders' meeting. <u><b>In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30</b></u></p>	<p>representative shall exercise the voting rights in a collective manner.</p> <p>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, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>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 <u><b>and</b></u> the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.</p>	

Amended Clause	Original Clause	Remark
<p><b><u>minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></b>  <b><u>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.</u></b></p>		
<p><b><u>Article 2-1</u></b>  <b><u>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice:</u></b>  <b><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></b>  <b><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></b>  <b><u>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></b>  <b><u>(2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.</u></b>  <b><u>(3) In case of a hybrid</u></b></p>		<p>1. New clause.  2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p><b><u>shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></b></p> <p><b><u>(4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></b></p> <p><b><u>3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.</u></b></p>		
<p>Article 3 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p>	<p>Article 3 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by</p>

Amended Clause	Original Clause	Remark
<p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 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.</p> <p><b><u>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.</u></b></p> <p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights</p>	<p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 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.</p> <p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights</p>	<p>actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p>by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person <b>or online</b>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the</p>	<p>by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the</p>	

Amended Clause	Original Clause	Remark
meeting shall prevail.	meeting shall prevail.	
<p>Article 4 The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><b><u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.</u></b></p>	<p>Article 4 The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>
<p>Article 7 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. Such recordings shall be kept together with the attendance book and proxies for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><b><u>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. The information and audio and video recording in the preceding paragraph shall be properly kept</u></b></p>	<p>Article 7 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. Such recordings shall be kept together with the attendance book and proxies for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p><b><u>by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></b>  <b><u>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.</u></b></p>		
<p>Article 8  The chair shall call the meeting to order at the appointed meeting time and disclose relevant information such as the number of nonvoting shares and number of shares represented by shareholders attending the meeting.  When the attending shareholders represent a majority of the total number of issued shares, the chair may call the meeting to order. If the statutory quorum is not satisfied at the appointed meeting time, the chair may announce postponement for a combined total of no more than one hour. If the quorum is not met after two postponements and the attending shareholders represent one third or more of the total number of issued shares, “a tentative resolution may be adopted by the majority of voting rights in attendance” pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders’ meeting shall be convened within one month.  <b><u>If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders’ meeting, the Company shall also declare</u></b></p>	<p>Article 8  The chair shall call the meeting to order at the appointed meeting time and disclose relevant information such as the number of nonvoting shares and number of shares represented by shareholders attending the meeting.  When the attending shareholders represent a majority of the total number of issued shares, the chair may call the meeting to order. If the statutory quorum is not satisfied at the appointed meeting time, the chair may announce postponement for a combined total of no more than one hour. If the quorum is not met after two postponements and the attending shareholders represent one third or more of the total number of issued shares, “a tentative resolution may be adopted by the majority of voting rights in attendance” pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders’ meeting shall be convened within one month.</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p><b><u>the meeting adjourned at the virtual meeting platform. 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 2.</u></b></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for ratification by the shareholders' meeting pursuant to Article 174 of the Company Act.</p>	<p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for ratification by the shareholders' meeting pursuant to Article 174 of the Company Act.</p>	
<p><b><u>Article 13-1</u></b>  <b><u>Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></b></p>		<ol style="list-style-type: none"> <li>1. New article.</li> <li>2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</li> </ol>
<p>Article 15  Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the</p>	<p>Article 15  Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the</p>	<p>Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>

Amended Clause	Original Clause	Remark
<p>shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a <b><u>record</u></b> made of the vote.</p> <p>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.</p> <p><b><u>In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></b></p> <p><b><u>When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.</u></b></p> <p><b><u>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</u></b></p>	<p>shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and <b><u>minutes</u></b> made of the vote, <b><u>signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</u></b></p>	

Amended Clause	Original Clause	Remark
<p><b><u>the original proposal. Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</u></b></p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.</p> <p><b><u>Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></b></p>	<p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.</p>	

Amended Clause	Original Clause	Remark
<p><b><u>When convening a virtual-only shareholder 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-only shareholders' meeting online.</u></b></p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations of the competent authority, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations of the competent authority, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	
<p><b><u>Article 22</u></b>  <b><u>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.</u></b></p>		<ol style="list-style-type: none"> <li>1. New article.</li> <li>2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</li> </ol>
<p><b><u>Article 23</u></b>  <b><u>When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></b></p>		<ol style="list-style-type: none"> <li>1. New article.</li> <li>2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</li> </ol>
<p><b><u>Article 24</u></b>  <b><u>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</u></b></p>		<ol style="list-style-type: none"> <li>1. New article.</li> <li>2. Amendment in accordance with amended legislation by competent authority and as required by actual</li> </ol>

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

Amended Clause	Original Clause	Remark
<p><b><u>represented at the postponed or resumed session.</u></b>  <b><u>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 and supervisors.</u></b>  <b><u>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 shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></b>  <b><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.</u></b>  <b><u>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</u></b></p>		

Amended Clause	Original Clause	Remark
<p><b><u>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 Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.</u></b></p>		
<p><b><u>Article 25</u></b>  <b><u>When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.</u></b></p>		<p>1. New article.  2. Amendment in accordance with amended legislation by competent authority and as required by actual operation of the company.</p>
<p><b><u>Article 26</u></b>  The establishment of this Procedure was approved by the board of directors on 25 March 2015 and was implemented after approval by the shareholders' meeting on 12 May 2015. The same shall be applicable in case of any amendment.  The second amendment was approved by the board of directors on 5 August 2015 and implemented after approval by the shareholders' meeting on 2 October 2015.  The third amendment was approved by the board of directors on 11 March 2019 and implemented after approval</p>	<p><b><u>Article 22</u></b>  The establishment of this Procedure was approved by the board of directors on 25 March 2015 and was implemented after approval by the shareholders' meeting on 12 May 2015. The same shall be applicable in case of any amendment.  The second amendment was approved by the board of directors on 5 August 2015 and implemented after approval by the shareholders' meeting on 2 October 2015.  The third amendment was approved by the board of directors on 11 March 2019 and implemented after approval</p>	<p>Clause numbers are adjusted due to amendment and the date of this amendment is added.</p>

Amended Clause	Original Clause	Remark
<p>by the shareholders' meeting on 11 June 2019.</p> <p>The fourth amendment was approved by the board of directors on 16 March 2020 and implemented after approval by the shareholders' meeting on 10 June 2020.</p> <p>The fifth amendment was approved by the board of directors on 18 March 2021 and implemented after approval by the shareholders' meeting on 10 June 2021.</p> <p>The sixth amendment was approved by the board of directors on 15 March 2022 and implemented after approval by the shareholders' meeting on 9 June 2022.</p> <p><b><u>It is contemplated for the seventh amendment to be approved by the board of directors on 14 March 2023 and implemented after approval by the shareholders' meeting on 30 May 2023.</u></b></p>	<p>by the shareholders' meeting on 11 June 2019.</p> <p>The fourth amendment was approved by the board of directors on 16 March 2020 and implemented after approval by the shareholders' meeting on 10 June 2020.</p> <p>The fifth amendment was approved by the board of directors on 18 March 2021 and implemented after approval by the shareholders' meeting on 10 June 2021.</p> <p>The sixth amendment was approved by the board of directors on 15 March 2022 and implemented after approval by the shareholders' meeting on 9 June 2022.</p>	

**JMC Electronics Co., Ltd.**  
**Director Concurrent Positions**

Director Name	Concurrent Positions in Other Companies
Chang Wah Electromaterials Inc. Representative: Wan, Wen-Cai	Director of Wen Zheng Investment Co., Ltd. President of Dongguang Tianzheng Precision Machine Co., Ltd. Director and President of Tianzheng International Precision Machine Co., Ltd.

# **【Appendix】**

**JMC Electronics Co., Ltd.**  
**Articles of Association (before amendment)**

**Chapter I      General**

- Article1. The Company is organized as a stock limited company in accordance with the Company Act and is named JMC ELECTRONICS CO., LTD.
- Article2. The Company operates the following businesses:  
1. CC01080 Electronic parts and components manufacturing business  
2. F401010 International trade business  
3. F119010 Electronic materials wholesale business  
4. ZZ99999 Businesses that are not prohibited or restricted bylaw, except businesses that required approvals
- Article3. The Company has its headquarters in Kaohsiung City and may set up domestic and overseas branch organizations as required through board resolutions.
- Article4. The total amount of the Company's investment is not limited to 40% of its paid-in capital.
- Article5. The Company may provide guarantees as required for business in accordance with the law and its procedure for endorsements and guarantees.
- Article6. The Company makes public announcements in accordance with Article 28 of the Company Act.

**Chapter II      Shares**

- Article7. The Company's total capital is NT\$1,500,000,000, divided into 150,000,000 shares at NT\$10 per share, to be issued through multiple issuances.
- If the Company issues warrants with subscription price lower than the market price (net value per share), the issuance shall be subject to the approval in a shareholders' meeting by shareholders holding 2/3 or more voting rights represented in a shareholders' meeting attended by shareholders holding the majority of all outstanding shares.
- Article8. The share certificates of the Company shall be numbered, affixed with the signatures or seals of 3 or more directors and issued after certification by the competent authority or the issuance registration institution approved by the competent authority.
- After the Company's shares are publicly issued, no share certificate needs to be printed for the shares it issues. The same is applicable to other securities. However, registration shall be made with a securities custodian institution.
- After the Company is publicly listed, if it wishes to cancel its public listing, it shall be resolved by the shareholders' meeting. This clause shall not change during the listing period on the emerging market, OTC market or stock exchange.
- Share transfer registration shall be done in accordance with Article 165 of the Company Act.

In addition to securities related legislations, the Company shall handle shareholder services in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

### **ChapteIII Shareholders' Meeting**

Article9. Shareholders' meetings are divided into general meetings and extraordinary meetings. General meetings are held once a year in accordance with the law within 6 months from the end of each accounting year. Extraordinary meetings are held as required in accordance with the law.

Unless otherwise provided by law, shareholders' meetings are convened by the board of directors. With the consent of shareholders, notice for shareholders' meetings may be issued in electronic manner.

The convocation and announcement for shareholders' meetings of the Company shall be in accordance with Article 172 of the Company Act.

Article10. Unless otherwise provided by the Company Act, resolutions of shareholders' meetings shall be approved by shareholders holding the majority of voting rights represented in a meeting that is attended by shareholders holding the majority of all outstanding shares.

Unless otherwise provided by law, shareholders of the Company are entitled to one voting right per share.

Article11. Any shareholder who cannot attend a shareholders' meeting due to any reason may issue a proxy printed by the Company, specifying the scope of authorization, to appoint a representative to attend the meeting on its behalf in accordance with Article 177 of the Company Act. After the Company's shares are publicly issued, unless otherwise provided by the Company Act, rules for shareholder attendance by proxy shall be in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies established by the competent authority.

When the Company holds a shareholders' meeting and adopts the exercise of voting rights in writing or in electronic manner, the electronic manner shall be listed as one of the manners for shareholders to exercise voting rights after the Company is listed in the OTC market or stock exchange. Shareholders who exercise voting rights in the electronic manner are deemed to have attended the meeting in person. Relevant matters shall be in accordance with the law.

Article12. Shareholders' meetings are convened by the board of directors and are chaired by the chairman. If the chairman is on leave or cannot perform his/her duties due to any reason, the vice chairman shall act on the chairman's behalf. If the vice chairman is also on leave or cannot perform his/her duties due to any reason, the chairman shall designate one person to act on his/her behalf. If the chairman does not make such designation, the directors shall appoint one person from among themselves to act on the chairman's behalf. If the meeting is convened by any person other than the board of directors, it shall be chaired by such person. If two or more persons convene the meeting, they shall designate one person from among themselves to chair the meeting.

Article13. Meetings resolved in shareholders' meetings shall be recorded in minutes, which shall be affixed with the signature or seal of the chair and distributed to all shareholders within 20 days from the meeting. After the Company's shares are publicly listed, the minutes may be prepared and distributed in the electronic manner or by publication.

#### **ChapteIV Board of Directors**

Article14. The Company has 7 to 9 directors, who shall be elected from a list of director candidates by the shareholders' meeting under the candidate nomination system in accordance with Article 192-1 of the Company Act. The directors' term is 3 years and the same person may be re-elected upon expiry of the term.

Among the above number of directors of the Company, there shall be no less than 2 independent directors and the number of independent directors shall represent no less than 1/5 of the board, to be elected from a list of independent director candidates by the shareholders' meeting. The professional qualification of independent directors, shareholding, restriction on concurrent positions, nomination, determination of independence and other compliance matters shall be in accordance with the Company Act, the Securities and Exchange Act and legislations of the securities authority.

Article15. The Company may set up an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, to be composed of all independent directors.

The composition of the audit committee of the Company, its duties, meeting rules and other compliance matters shall be in accordance with applicable regulations of the securities authority.

The board of directors of the Company may set up a remuneration committee or other functional committees as required for business operation.

Article16. Directors of the Company shall be elected under the cumulative voting system. Each share shall be entitled to the number of voting rights that is the same as the number of directors to be elected. The votes may be casted to one or several persons. The persons who receive the ballots representing the greatest number of voting rights shall be elected as directors.

Article17. The board of directors is organized by directors. The directors shall elect one person from among themselves as chairman through approval by the majority of directors attending a meeting that is attended by 2/3 or more directors. They may also elect one person among themselves to serve as vice chairman. The chairman is the Company's representative.

Article18. When the chairman is on leave or cannot perform his/her duties due to any reason, the representation shall be in accordance with Article 208 of the Company Act.

Article19. Unless otherwise provided by the Company Act, board meetings are convened by the chairman. Notice for the Company's board meeting shall be sent to each director 7 days in advance in writing, by email or by fax. The Company may convene a board meeting at any time in case of emergency and may also do so in

writing, by email or by fax.

Unless otherwise provided by the Company Act, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of directors.

Article20. When a director cannot attend a board meeting due to any reason, it may give a written proxy to another director as his/her representative to attend the meeting on his/her behalf in accordance with the law. A person shall represent no more than one other person. A director participating in a meeting through video conference shall be deemed to have participated in person.

Article21. The board of directors is authorized by the determine the remuneration of the Company's directors based on the level of the directors' participation in the Company's operation, the value of their contributions and the common level of the industry.

The board of directors may purchase liability insurance for all directors during their terms as required through approval by the majority of directors attending a meeting that is attended by the majority of directors.

#### **ChapteV Officers**

Article22. The Company may have officers, the hiring, dismissal and remuneration of which shall be in accordance with Article 29 of the Company Act.

#### **ChapteVI Accounting**

Article23. The Company's accounting year is from 1 January to 31 December of each year. At the end of each accounting year, the board of directors shall prepare the following statements, which shall be submitted to the audit committee for audit 30 days before the general shareholders' meeting. Alternatively, the audit committee may engage a CPA to perform the audit and issue a report for submission to the general shareholders' meeting for approval.

1. Business report.
2. Financial statements.
3. Profit distribution or loss compensation proposal.

Article24. If the Company has profit in a year, 2%-16% shall be provisioned as employee remuneration, to be issued in shares or in cash by board resolution. The target of issuance may include employees of subsidiaries meeting certain conditions. The Company may provision no more than 1% of the above profit amounts director remuneration through board resolution. Employee remuneration and director remuneration distribution proposals shall be reported to the shareholders' meeting.

However, if the Company still has accumulated losses, the amount of compensation shall be provisioned first before provisions are made for employee remuneration and director remuneration in accordance with the above percentages.

Article25. If the Company has profit from annual closing, taxes shall first be paid and past accumulated losses shall be compensated. Then 10% shall be provisioned as legal

reserve until the legal reserve has reached the total capital amount of the Company. Then special reserve shall be provisioned or recycled in accordance with the rules of the competent authority. The remaining amount, together with undistributed profit accumulated from past years and adjusted amount of Retained earnings from the current year, may be used for distribution. The board of directors shall prepare the profit distribution proposal and submit it to the shareholders' meeting for resolution and distribution.

Article 26. The Company adopts a policy of remaining dividend as its dividend policy in accordance with the overall environment and features of industry growth and based on its long-term financial planning in order to seek sustainable operation and stable operating development. The annual funding requirement is evaluated mainly based on the Company's future capital budget plans. Required working capital is reserved in priority, with remaining profit distributed through cash dividend or share dividend. The distribution steps are as follows:

1. Decide the best capital budget.
2. Decide the working funds required to satisfy such capital budget.
3. Decide how much of such working funds need to come from reserved profit.
4. After a proper amount is reserved for operating requirements, remaining profit may be distributed to shareholders as dividend. The contemplated balance amount for distribution shall not be lower than 10% of the Company's accumulated distributable profit in the current year, provided that cash dividend shall not be lower than 10% of the total dividend contemplated for distribution.

## **ChapteVII Miscellaneous**

Article 27. Anything that is not stipulated in these articles of association shall be governed by the Company Act and other applicable laws.

Article 28. These Articles of Association were established on 21 September 1973.  
The first amendment was made on 15 May 1974.  
The second amendment was made on 5 October 1974.  
The third amendment was made on 1 February 1983.  
The fourth amendment was made on 1 August 1983.  
The fifth amendment was made on 16 September 1987.  
The sixth amendment was made on 25 February 1988.  
The seventh amendment was made on 30 September 1989.  
The eight amendment was made on 22 December 1992.  
The ninth amendment was made on 5 November 1994.  
The tenth amendment was made on 25 February 1995.  
The eleventh amendment was made on 20 November 1994.  
The twelfth amendment was made on 1 March 1996.  
The thirteenth amendment was made on 1 January 1997.  
The fourteenth amendment was made on 4 May 1998.  
The fifteenth amendment was made on 2 May 2000.  
The sixteenth amendment was made on 7 June 2000.  
The seventeenth amendment was made on 21 August 2001.  
The eighteenth amendment was made on 19 November 2001.  
The nineteenth amendment was made on 9 December 2002.

The twentieth amendment was made on 13 October 2003.  
The twenty-first amendment was made on 28 November 2003.  
The twenty-second amendment was made on 10 May 2005.  
The twenty-third amendment was made on 5 September 2006.  
The twenty-fourth amendment was made on 8 January 2013.  
The twenty-fifth amendment was made on 24 June 2013.  
The twenty-sixth amendment was made on 31 March 2014.  
The twenty-seventh amendment was made on 8 October 2014.  
The twenty-eighth amendment was made on 12 May 2015.  
The twenty-ninth amendment was made on 2 October 2015.  
The thirtieth amendment was made on 10 May 2016.  
The thirty-first amendment was made on 10 June 2021.  
The thirty-second amendment was made on 9 June 2022.

JMC Electronics Co., Ltd.

Chairman: Huang, Chia-Neng

## **JMC Electronics Co., Ltd.**

### **Rules of Procedure for Shareholders' Meetings (before amendment)**

- Article1. To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, this Procedure is adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies. The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in this Procedure.
- Article2. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a general shareholders' meeting or before 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the general shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting. The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a general shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities and the board of directors may still include such proposal in the agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for 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.

Shareholders or their proxies (collectively, "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.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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.

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. However, the exercise of voting rights shall be calculated based on total number of shares held. If there are two or more representatives, the representative shall exercise the voting rights in a collective manner.

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, plus the number of shares whose voting rights are exercised by correspondence or electronically.

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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.

Article3. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 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.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.

When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Article4. The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article5. If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. It is advisable that shareholders' meetings be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair, as referred to in the preceding paragraph, the mana director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article7. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. Such recordings shall be kept together with the attendance book and proxies for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article8. The chair shall call the meeting to order at the appointed meeting time and disclose relevant information such as the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

When the attending shareholders represent a majority of the total number of issued shares, the chair may call the meeting to order. If the statutory quorum is not satisfied at the appointed meeting time, the chair may announce postponement for a combined total of no more than one hour. If the quorum is not met after two postponements and the attending shareholders represent one third or more of the total number of issued shares, "a tentative resolution may be adopted by the majority of voting rights in attendance" pursuant to Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for ratification by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article9. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

However, if the chair declares the meeting adjourned in violation of the rules of procedure, the attending shareholders may elect a new chair by agreement of a majority of the votes represented by the attending shareholders and then continue the meeting.

After the meeting is adjourned, shareholders shall not elect another chair and continue the meeting in the same location or another location.

Article10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair.

Article11. 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 3 minutes. The chair may grant an extension of 2 minutes and there shall be no more than one extension.

If the shareholder's speech violates the rules under the previous paragraph or exceeds the scope of the agenda item or violates meeting order, the chair may terminate the speech. In case of continued violation after the termination, the chair may prohibit further speech.

Article12. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the shareholders' meeting.

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

Article13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article14. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and minutes made of the vote, signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations of the competent authority, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article16. When a meeting is in progress, the chair may announce a break based on time considerations. The chair may also rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Article17. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, if the chair makes an enquiry and no one voices an objection, the proposal shall be deemed approved with the same effect as voting.

If there is an objection, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article19. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor".

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article20. When a meeting is in progress, the chair may announce a break based on time

considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Article21. If a shareholders' meeting cannot be convened on the date listed in the notice for any reason or if the meeting proceeding cannot continue due to any reason, the chair of the meeting is authorized to resolve and defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article22. The establishment of this Procedure was approved by the board of directors on 25 March 2015 and was implemented after approval by the shareholders' meeting on 12 May 2015. The same shall be applicable in case of any amendment.

The second amendment was approved by the board of directors on 5 August 2015 and implemented after approval by the shareholders' meeting on 2 October 2015.

The third amendment was approved by the board of directors on 11 March 2019 and implemented after approval by the shareholders' meeting on 11 June 2019.

The fourth amendment was approved by the board of directors on 16 March 2020 and implemented after approval by the shareholders' meeting on 10 June 2020.

The fifth amendment was approved by the board of directors on 18 March 2021 and implemented after approval by the shareholders' meeting on 10 June 2021.

The sixth amendment was approved by the board of directors on 15 March 2022 and implemented after approval by the shareholders' meeting on 9 June 2022.

## **JMC Electronics Co., Ltd.**

### **Procedure for Board of Directors Meetings (before amendment)**

- Article1. To establish a strong governance system and sound supervisory capabilities for the Company's board of directors, and to strengthen management capabilities, this Procedure is adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
- Article2. The rules of procedure for meetings of the Company's board of directors, the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with this Procedure.
- Article3. As required for the company's business, the board of directors shall meet at least quarterly.
- The time, location and reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.
- The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.
- All matters set out in the subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.
- Article4. The Company's board meeting agenda working group is the Finance and Accounting Department.
- The agenda working group shall prepare agenda items for board of directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.
- A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article5. When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.
- All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person, provided that the attendance book shall be faxed as proof.
- A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.
- A proxy under paragraph 2 may accept a proxy from one person only.

Article6. A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.

Article7. Where a meeting of the board of directors is called by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

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

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if the vice chairperson also is on leave or for any reason is unable to act, by a director designated by the chairperson, or, if the chairperson does not make such a designation, by a director elected by and from among themselves.

Article8. When the Company convenes a meeting of the board of directors, the management departments (or the agenda working group designated by the board of directors) shall prepare relevant materials for reference by attending directors at any time.

When holding a meeting of the board of directors, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants and to make reports about the current general operating and business status of the Company and answer questions raised by the directors in order to help the directors understand the current status of the Company and make proper resolutions. When necessary, the Company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

When the time of a meeting has arrived and one-half all board directors are present, the meeting chair shall call the meeting to order. However, if one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 3, paragraph 2.

When the time of a meeting has arrived and the meeting chair is unable to call the meeting to order due to force majeure or other special situation, after enquiring each director's opinion and with the consent of the majority of directors, the meeting may be postponed for another location and (or) through video conference, provided that postponed meeting time shall not be later than 12 midnight on the same day.

The term "all board directors " as used in paragraph 3 and in Article 16,

paragraph 2, subparagraph 2 shall be calculated as the number of directors then in office.

Article9. The company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded and the previous paragraph shall not apply.

Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

Article10. Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last meeting and actions arising.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items contemplated for discussion at this meeting.

3. Motions.

Article11. Any director proposal that is not delivered to the Company's agenda working group 3 days before the meeting notice is issued shall be excluded from the agenda.

A board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

With the meeting procedures and motions scheduled in the previous paragraph, the meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Article 8, paragraph 3 shall apply mutatis mutandis.

In the course of a meeting, the chair may determine a time and announce a break or negotiation.

Article12. The company shall submit the following items for discussion by the board of directors:

1. Corporate business plan.

2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter the "Act"), and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
8. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.
9. If the directors' and officers' salary remuneration recommended by the salary remuneration committee is not adopted or if the recommendation by the salary remuneration committee is revised, it shall require approval by the majority of directors attending a meeting that is attended by 2/3 or more of all directors. The resolution shall also specify whether the approved salary remuneration is more favorable than the recommendation by the salary remuneration committee.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$ 100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

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

All matters set out in the subparagraphs of paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

When the board of directors of the company discusses important financial and business acts under subparagraph 4, paragraph 1 above, the opinions of the audit committee or independent directors shall be fully taken into consideration and their express consenting or objecting opinions and the reasons for objection shall be included in the minutes of the board meeting.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by

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

When a director makes a revised proposal or alternative proposal in relation to any matter listed in the agenda or make any proposal through motion, it shall require a secondment by another director.

A director who provides specific reason for objecting to a voted proposal may submit a written opinion, which shall be recorded in the meeting minutes.

Article13. When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

The chair shall select one of the below voting manners. However, if any attendant has an objection, it shall be determined by majority opinion.

1. Voting by hand or by voting device.
2. Voting by name calling.
3. Voting by ballots.
4. Voting manner selected by the Company.

"All directors present at the meeting" in the paragraph 2 does not include directors prohibited from exercising voting rights pursuant to Article 15, paragraph 1.

Article14. Directors have one voting right per board seat.

Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair as required, provided that all monitoring personnel shall be directors of the Company. Voting results shall be reported onsite and recorded.

Article15. If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

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

preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

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

- Article 16. Minutes shall be prepared of the discussions at board of directors' meetings. The meeting minutes shall record the following:
1. Session (or year), time, and place of meeting.
  2. Name of the meeting chair.
  3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
  4. Names and titles of those attending the meeting as nonvoting participants.
  5. Name of minutes taker.
  6. Matters reported on.
  7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 4.
  8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
  9. Other matters required to be recorded.

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

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

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

The minutes of a board of directors meeting shall bear the signature or seal of

both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records permanently during the existence of the company.

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

Article17. Other than matters that must be submitted to the board of directors of the Company for discussion in accordance with Article 12, paragraph 1, if the board of directors grants authorization for execution, the authorization level, details and matters shall be specific and shall not be a general authorization. Matters involving the Company's important interest shall still be resolved by the board of directors.

Article18. This Procedure was established and implemented following approval by the board of directors on 25 March 2015 and was reported to the shareholders' meeting on 12 May 2015. The same shall be applicable in case of amendment.

The first amendment was implemented following approval by the board of directors on 5 August 2015 and was reported to the extraordinary shareholders' meeting on 2 October 2015.

The second amendment was implemented following approval by the board of directors on 6 November 2017 and was reported to the general shareholders' meeting in 2018.

The third amendment was implemented following approval by the board of directors on 16 March 2020 and was reported to the general shareholders' meeting in 2020.

The fourth amendment was implemented following approval by the board of directors on 15 March 2022 and was reported to the general shareholders' meeting in 2022.

## **JMC Electronics Co., Ltd.**

### **Sustainable Development Best Practice Principles (before amendment)**

#### Chaptel      General Principles

Article1.      In order to assist the Company to fulfill its corporate social responsibility initiatives, to promote economic, environmental, and social advancement for purposes of sustainable development and to achieve the target of sustainable development and manage economic, environmental and social risk and impact, these Best Practice Principles are established.

Article2.      The Principles apply to the entire operations of the Company and each of its business group.

The Company shall actively fulfill sustainable development in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on sustainable development.

Article3.      In promoting sustainable development initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The Company shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

Article4.      To implement sustainable development initiatives, the Company is advised to follow the principles below:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate sustainable development information.

Article5.      The Company shall take into consideration the correlation between the development of domestic and international sustainable development issues and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for sustainable development programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving sustainable development, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

## Chapter II Exercising Corporate Governance

Article 6. The Company is advised to follow the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies, and the Code of Ethical Conduct for TWSE/TPEX Listed Companies to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

Article 7. The directors of the Company shall exercise the due care of good administrators to urge the company to perform its sustainable development initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.

The board of directors of the Company is advised to include the following matters in the company's furtherance of its sustainable development objectives:

1. Identifying the company's sustainable development mission or vision, and declaring its sustainable development policy, systems or relevant management guidelines;
2. Making sustainable development the guiding principle of the company's operations and development, and ratifying concrete promotional plans for sustainable development initiatives; and
3. Enhancing the timeliness and accuracy of the disclosure of sustainable development information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the Company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8. The Company is advised to, on a regular basis, organize education and training on the promotion of sustainable development initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9. For the purpose of managing sustainable development initiatives, the Company is advised to create a governance structure for promotion of sustainable development, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with sustainable development policies, and that a clear and effective incentive and discipline system be established.

Article10. The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important sustainable development issues which they are concerned about.

### ChapteIII Fostering a Sustainable Environment

Article11. The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

Article12. The Company is advised to endeavor to utilize energy more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

Article13. The Company is advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

Article14. The Company is advised to establish a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

Article15. The Company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

Article16. To increase water-use efficiency, the Company shall properly and sustainably use water resources and establish relevant management measures. The Company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

Article17. The Company is advised to assess the current and future potential risks and

opportunities that climate change may present to enterprises and to adopt related measures.

The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.
2. Indirect greenhouse gas emissions: emissions resulting from the utilization of energy such as imported electricity, heating, or steam.
3. Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by the company.

The Company is advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes. The companies' carbon reduction strategies should include obtaining carbon credits and be promoted accordingly to minimize the impact of their business operations on climate change.

#### Chapter IV Preserving Public Welfare

Article 18. The Company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

The Company, to fulfill its responsibility to protect human rights, shall adopt relevant management policies and processes, including:

1. Presenting a corporate policy or statement on human rights.
2. Evaluating the impact of the company's business operations and internal management on human rights, and adopting corresponding handling processes.
3. Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.
4. In the event of any infringement of human rights, the company shall disclose the processes for handling of the matter with respect to the stakeholders involved.

The Company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The Company shall respond to any employee's grievance in an appropriate manner.

Article 19. The Company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the companies have business operations.

Article20. The Company is advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The Company is advised to organize training on safety and health for their employees on a regular basis.

Article21. The Company is advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

Article22. The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article23. The Company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

Article24. The Company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The Company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

Article25. The Company is advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The Company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

Article26. The Company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When the Company enters into a contract with any of its major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

Article27. The Company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

The Company is advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

#### ChapteV Enhancing Disclosure of Sustainable Development Information

Article28. The Company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for TWSE/TPEX listed Companies and shall fully disclose relevant and reliable information relating to their sustainable development initiatives to improve information transparency.

Relevant information relating to sustainable development which the Company shall disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for sustainable development initiatives, as resolved by the board of directors.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for promoting the sustainable development initiatives established by the companies, and performance in implementation.

4. Major stakeholders and their concerns.
5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
6. Other information relating to sustainable development initiatives.

Article29. The Company shall adopt internationally widely recognized standards or guidelines when producing sustainability reports, to disclose the status of their implementation of the sustainable development policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing sustainable development initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

Article30. The Company shall at all times monitor the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve their established sustainable development framework and to obtain better results from the promotion of the sustainable development policy.

Article31. The establishment of these Principles was approved by the board of directors on 22 February 2016 and implemented following submission to the shareholders' meeting on 10 May 2016. The same shall be applicable in case of amendment.

The first amendment was implemented following approval by the board of directors on 16 March 2020 and reported to the general shareholders' meeting on 10 June 2020.

The second amendment was implemented following approval by the board of directors on 15 March 2022 and reported to the general shareholders' meeting on 9 June 2022

## Director Shareholding:

- A. The Company's paid-in capital is NT\$830,000,000 and has 83,000,000 outstanding shares.
- B. The minimum number of shares to be held by all directors in accordance with Article 26 of the Securities and Exchange Act is 8,300,000 shares.
- C. As of the share transfer suspension date for this general shareholders' meeting (1 April 2023), the directors hold the following number of shares according to the shareholders register, which has satisfied the ratio required by Article 26 of the Securities and Exchange Act.

Title	Name	Current Shareholding	
		No. of Shares	Shareholding Ratio
Chairman	Chang Wah Electromaterials Inc. Representative: WAN, WEN-CAI	35,531,390	42.81%
Vice Chairman	YENYO Technology Co., Ltd. Representative: HUANG, CHIA-NENG	15,000	0.02%
Director	Chang Wah Electromaterials Inc. Representative: HONG, CHUAN-CHENG	35,531,390	42.81%
Director	ChipMOS Technologies Inc. Representative: HSU, YUAN-FENG	8,300,000	10.00%
Independent Director	KE, YONG-SIANG	0	0%
Independent Director	YANG, SHUN-CHING	31,540	0.04%
Independent Director	HONG, CHIA-YU	0	0%
Total Director Shareholding		43,877,930	52.87%

Note: The Company has an audit committee. Therefore, the requirement about minimum shareholding by supervisors does not apply.

JAC