

Stock Code: 5878



2022 Annual Shareholders' Meeting

Meeting Agenda (Translation)

May 26, 2022

Note to Readers:

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 version shall prevail.

Taiming Assurance Broker Co., Ltd.

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Meeting Procedure

Taiming Assurance Broker Co., Ltd.

2022 Annual Shareholders' Meeting Procedure

Convening method: Entity Shareholders' Meeting

Time: 9:00 a.m. on Thursday, May 26, 2022

Location: Conference Hall, 6th Floor, No. 49, Guanqian Road, Taipei

I. Calling the meeting to order

II. Chairman's Remarks

III. Matters to report

IV. Proposals

V. Discussions

VI. Election Matters

VII. Other Matters

VIII. Extempore Motions

IX. Adjournment

Matters to report

1. 2021 Business Report

The Company's 2021 annual business operation, 2022 annual business plan, future development strategies, external competitions, and regulatory environment, and overall business environment are described as follows:

I. Previous Year's Operating Results

(I) Business performance

In response to the authorities' policy on digital finance and the impact of the new coronavirus, the Company has been promoting "iiSafe Mobile Insurance" in 2021 and has been working with insurance companies to promote tele-insurance business. The Company has set up an online learning platform called "Taiming Digital Academy", established a dedicated online service for its business, continuously updated and enhanced its business enquiry system, and added online services such as online photo sessions to reduce the physical contact of business colleagues and provide green energy benefits.

The Company places great emphasis on policyholder service, with a high policy continuation rate of 98.02% for 13 months in 2021, demonstrating the quality of the Company's policies and the quality of policyholder service maintenance.

The Company has long been concerned with sustainable corporate development, corporate governance and social issues. In 2021, the Company was awarded the 14th TCSA Sustainability Report Award - Bronze Award in the Financial and Insurance Industry, the only insurance brokerage company in China to win the award; and was also shortlisted for the 22+1th Insurance Trust and Love Best Social Responsibility Award in 2021, recognizing the Company's efforts in social care and charity activities.

(II) Estimated implementation: No financial forecast announcement has been made by the Company and is therefore not applicable.

(III) Financial and Profitability Analysis

The consolidated net operating income of the company and its subsidiaries in 2021 was NT\$ 812,570 thousand (the same below), the consolidated net profit before tax was NT\$ 92,593 thousand, and the net profit after tax attributable to the owner of the company was NT\$ 74,676 thousand; The basic earnings per

share before tax is NT\$ 3.7 and the basic earnings per share after tax is NT\$ 2.98.

The Company's assets amounted to NT\$ 775,479 thousand at the end of 2021 and shareholders' equity amounted to NT\$ 569,016 thousand.

(IV) Research and development status

1. Digital development: We continue to increase the number of insurance companies connected to mobile insurance, build live online morning meetings, live online business lucky draws, digital academy legal compliance training and learning system, and integrated business and customer information enquiry services.

2. Service system: The policyholder 080 service system has been upgraded with the Cisco phone app system, which enables you to receive calls from your policyholders and business colleagues at home even when you are on home triage.

3. Commodity planning: Focuses on specialist training on products and introduces the Product Encyclopaedia for a quick look-up of differences in terms and conditions to provide policyholders with full product descriptions.

II. Outline of the current year's operating plan

(I) Business Policy for the Year

Business Approach

The company entered its 20th anniversary in 2022, with "competitive Taiming" as the annual strategic goal, the performance promotion policy is focused on commodities, diversified and professional rooted training policy, set up salesman incentive goals, and promote marketing and organization to reach plans respectively according to the characteristics of the business system; Promotion strategy launched version 2.0 and career planning version 3.0 to specifically enhance the overall market competitiveness.

Corporate Sustainability

The company actively promotes corporate social responsibility and implements the company's sustainable development. In the fourth quarter of 2021, the company established an enterprise sustainable development committee. All departments of the company implement the enterprise sustainable development matters according to their rights and responsibilities, including corporate governance and risk management group, customer relationship group, environmental sustainability group, employee care group, social participation group and business partner group, showing the company's

commitment to environmental protection Environmental, social and Governance (ESG).

(II) Operating Targets for the year

The Company and its subsidiaries expect revenue to grow over 2021 and continue to invest in digital development technology to maintain overall profitability targets.

The Company values the quality of its policyholders' renewals and will maintain its 2021 retention rate target.

The Company's business facilitation objectives are aimed at increasing the operational manpower of the business.

III. Future Corporate Development Strategy

(I) Continued focus on commodity strategies for retirement and protection planning.

(II) Diversified development strategies for cross-sectoral channels and digital technology.

(III) Combined with the insurance brokerage industry to develop a cooperative strategy for the Greater China region.

IV. Impact from the external competitive environment, regulatory environment and overall business environment

(I) External Competitive Environment

In addition to the impact on sales due to the novel coronavirus epidemic and home health measures in 2021, traditional insurance products saw an 18.4% decrease in initial annual premium income, while investment products saw a 26% increase due to lower bond yields, generally lower declared interest rates, the strong position of the Taiwan dollar against the US dollar and a buoyant capital real estate market.

In response to the trend of consumers accessing financial services via the Internet, the authorities have opened up the application for the establishment of Internet insurance companies to promote the research and development of innovative insurance products. In response to changes in the market and channels, the Company will continue to invest in the construction of digital and remote systems and related training, and introduce more professional courses in product sales to strengthen the professional core functions of each salesperson and functions related to insurance services, so as to provide professional and complete services to customers and maintain the Company's market advantage.

(II) Regulatory Environment

In response to consumer protection awareness, fair hospitality norms, the protection of elderly consumers, the protection of the physically and mentally disabled, etc., the overall insurance industry is facing intensive supervision. The competent authority is particularly strict in the supervision and management of business solicitation. Although the cost of compliance with the law increases year by year, the company regards it as a positive impact. In the process of complying with the solicitation, it is necessary to introduce goods in detail, confirm the suitability of customers, understand the source of funds, etc., In terms of the company's operation, it implements internal control and law-abiding operation, which has a positive impact on the protection of the rights and interests of the insured and the interests of shareholders.

(III) Overall Business Environment

At the end of 2021, due to the strong exchange rate of the Taiwan dollar, low interest rates and the sharp rise of the stock market, Taiwan's investment commodities grew sharply while traditional commodities declined; Looking forward to the year 2022, under the variables of inflation, interest rate rise in the United States and reduction of investment income, the development of insurance products will have the opportunity to return to traditional and foreign currency policies, while the premium of property insurance is expected to maintain a stable growth with the improvement of health awareness such as epidemic prevention insurance and vaccine insurance.

With a strong capital and financial structure, the Company continues to develop its business and capitalise on opportunities for collaboration in the industry.

Ladies and gentlemen, wish you good health and all the best.

Chairman of the Board:
Cheng-Chin Lee

Manager:
Yang-Kuo Chen

Accounting Manager:
Hsin-Yi Wen

2. 2021 Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 Business Report, Financial Statements, and Distribution of Profits to the Audit Committee, among which the Financial Statements have been audited by Wang-Sheng Lin and Wen-Ya Hsu, CPAs of Deloitte & Touche, who issued an audit report accordingly.

The Business Report, Financial Statements, and Distribution of Profits have been reviewed and determined to be correct and accurate by the Audit Committee of TABC. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report on behalf of all members of the committee to the 2022 Annual General Shareholders' Meeting for ratifications.

Yours sincerely

2022 Annual General Shareholders' Meeting of TABC

Convener of the Audit Committee: Chien-Hsiang Chang

March 7, 2022

3. 2021 Compensation to Directors and Employees

In accordance with Article 18-1 of the Company's Corporate Charter, Two percent (2%) of the Company's profits for 2021 is planned to be appropriated for compensation to directors and employees, with NT\$1,836,967 to directors and employees, respectively, and both of which are distributed in cash.

4. The Report of the Amendment to the Corporate Governance Best Practice Principles

In accordance with the Financial Supervisory Commission's letter No. 1080341134 dated February 12, 2020, the Financial Supervisory Commission issued amendments to the "Code of Governance Practices for Listed Companies" in conjunction with the amendments to certain provisions of the Company's "Corporate Governance Best Practice Principles" and presents a comparison table of the amended provisions for reference (please refer to Attachment 1 on pages 17 to 49).

5. Revision of the Title of the Company's "Corporate Social Responsibility Best Practice Principles" to "Sustainable Development Best Practice Principles" and Amendment to Provisions

In accordance with Announcement No. 11000715831 issued by the Over-the-Counter Securities Trading Center of the Republic of China on December 13, 2021, the name of the Code of Corporate Social Responsibility for Listed Companies was amended to "Code of Practice for Sustainable Development of Listed Companies", and the Company's "Corporate Social Responsibility Best Practice Principles" was renamed as "Sustainable Development Best Practice Principles" and the amended provisions are presented for reference (please refer to Attachment 2 on pages 50 to 65).

6. The Audit Committee Convener's Report on the Communication with Independent Directors and the Internal Auditing Officer

The internal auditing officer reports to the Audit Committee, the Board of Directors, and independent directors on the audit status and improvement at least once a quarter, and strengthens the audit work in accordance with the instructions and suggestions of independent directors to ensure the effectiveness of the Company's internal control system.

Communication between the Audit Committee, independent directors, and the internal auditing officer is summarized as below:

Date	Method	Counterparty	Content	Recommendations of the Independent Directors and Handling of the company
02/25/2021	Audit Committee	Auditing officer	Statement of Internal Control and Statement of Anti-Money Laundering and Counter-Terrorism Internal Control for the year 2020	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
			Reported on the implementation of the internal audit plan for 2020	
		CPAs	Explanation and Discussion of Matters and Findings of the 2020 Annual Financial Report	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
04/29/2021	Audit Committee	Auditing officer	Reported on the implementation of the internal audit plan for the first quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
		CPAs	Reviewed the consolidated financial statements for the first quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions

Date	Method	Counterparty	Content	Recommendations of the Independent Directors and Handling of the company
07/29/2021	Audit Committee	Auditing officer	Reported on the implementation of the internal audit plan for the second quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
		CPAs	Review of the consolidated financial statements for the second quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
10/28/2021	Audit Committee	Auditing officer	Reported on the implementation of the internal audit plan for the third quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
		CPAs	Review of the consolidated financial statements for the third quarter of 2021	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
12/29/2021	Audit Committee	Auditing officer	Approved 2022 Annual Audit Plan	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
		CPAs	Communication 2021 Audit Procedures for the Application of Statements of Auditing Standards to Annual Financial Reports	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions

Proposals

1. 2021 Business Report and Financial Statements

Proposed by the Board

Proposal: The Company's 2021 Business Report and Financial Statements are submitted for recognition.

Description: I. The company's 2021 Business Report (please refer to pages 2 to 5) and financial statements have been completed, reviewed and approved by the 17th meeting of the 3rd Audit Committee of the company¹ on March 7, 2022, and issued the review report (please refer to page 6), which has been adopted by the resolution of the 18th meeting of the 7th Board of Directors of the Company on March 7, 2022, and was audited by Wang-Sheng Lin and Wen-Ya Hs, CPAs of Deloitte & Touche.

II. The Audit Committee's review report and CPAs' audit report (please refer to Attachment 3 on pages 66 to 87).

Resolution:

2. Adoption of the Proposal for Distribution of 2021 Profits

Proposed by the Board

Proposal: Adoption of the Proposal for Distribution of 2021 Profits

Description: I. The Company has prepared the table of distribution of earnings for 2021 in accordance with Article 19 of the Corporate Charter. The distribution of earnings is calculated based on the total number of ordinary shares of 25,024,303.

II. The table of distribution of earnings is attached (please refer to Attachment 4 on pages 88).

III. Henceforward, if the number of outstanding shares in circulation is affected due to the redemption of shares of the Company, equity conversion, or other reasons, resulting in the change of the shareholder dividend ratio and the need for correction, it is proposed to issue a request at the general shareholders' meeting to authorize the chairman of the Board to handle it with full power.

IV. After this proposal is approved at the general shareholders' meeting, it is proposed to authorize the chairman of the Board to set the base date, issuance date, and other relevant matters for dividend distribution.

Resolution:

Discussions

1. Amendment to Company's Corporate Charter

Proposed by the Board

Proposal: Partial Amendment to the Company's Corporate Charter. Please proceed with discussion.

Description: I. In accordance with the amendments to the Companies Act and the practice of the Company, it is proposed to amend certain provisions of the Articles of Association of the Company.

II. A comparison table of the amended provisions is attached for reference (please refer to Attachment 5 on pages 89 to 91).

Resolution:

2. Amendment to Operating Procedure for Acquisition and Disposal of Assets

Proposed by the Board

Proposal: Partial Amendment to the Company's Operating Procedure for Acquisition and Disposal of Assets. Please proceed with discussion.

Description: I. In accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies as amended and issued into effect in the Financial Supervisory Commission Order No.

Financial-Supervisory-Securities-Corporate-1110380465 on January 28, 2022, it is proposed to amend certain articles of the Company's Procedures for the Acquisition or Disposal of Assets

II. A comparison table of the amended provisions is attached for reference (please refer to Attachment 6 on pages 92 to 109).

Resolution:

Election Matters

1. Election of the 8th Director of the Company

Proposed by the Board

Proposal: To Elect Six Directors (Including Three Independent Directors) for 8th Board.

- Description: I. In accordance with Article 195 of the Company Act and Article 13 of the Company's Articles of Association, it is proposed that six directors (including three independent directors) be re-elected for a three-year term commencing on 26 May 2022 and ending on May 25, 2025, as the seventh term of the Company's directors will soon expire.
- II. To tie in with the general re-election of Directors, the current Directors shall hold office until the completion of the re-election of the new Directors on May 26, 2022.
- III. The Company adopted a candidate nomination system for the election of directors (including independent directors). The list of director candidates nominated by shareholders was reviewed at the 19th meeting of the 7th session of the Board of Directors on April 8, 2022 and the list is set out below.

List of Candidates for Director

Serial Number	Name	Academic Qualifications	Experiences	Current position	Shares Held
1	Taiwan Navigator Asset Investment Co., Ltd. Representative: Cheng-Chih Lee	Construction Section, Division of Public Works, China University of Technology	Sales Manager, Chun Tung International Trading Co. Business Manager, Leakey International Futures MetLife Business Marketing Officer Director, Metropolitan Life Head Office Manager, MetLife Banqiao Communications Office	Chairman of the Board of Directors of Taiming Assurance Broker Co., Ltd. Chairman of the Board of Directors of Jeanne Koon Financial Management Consultants Chairman of the Board of Directors of All Safe Legal representative of Shanghai Taiming Assurance Broker Co., Ltd. Jiangsu Taiming Insurance Agency Limited Legal representative	9,025,907

Serial Number	Name	Academic Qualifications	Experiences	Current position	Shares Held
2	Taiwan Navigator Asset Investment Co., Ltd. Representative: Chia-Tang Li	PhD in Economics, Xiamen University Graduate Institute of Computer Information Systems, Pace University, New York, USA	Taiwan Property Insurance Company (Taiwan) Limited Project Associate Sirtec International Co., Ltd. Senior Associate and Head of Finance	Director of Pilot Construction Co., Ltd. Director of Yongxin Development Co., Ltd. Chairman of Chow Nobby Enterprises Co., Ltd. Director, Sinhang Investment & Industrial Co., Ltd. Chairman, Zhengbang International Hotel Management Consulting Co., Ltd. Director of Hometech Investment Co., Ltd. Supervisor, The Navigator Investment & Industrial Co., Ltd. Chairman of Pangborn Investment Co. Supervisor of Cheng Yang Development Co. Director of Chung Tai Pilotage Construction Co., Ltd.	9,025,907
3	Cheng-Rong Enterprise Co., Ltd.	Not applicable	Not applicable	Not applicable	47,959

List of Candidates for Independent Director

Serial Number	Name	Academic Qualifications	Experiences	Current position	Shares Held
1	Tsung-Han Hsieh	Graduate of Graduate School of Management, FDU University, USA	General Manager, Youxin International Co. General Manager, Ji Pu Construction Co. Chairman of Ka Ching Investment Co. Independent Director of Taiming Assurance Broker Co., Ltd.	Chairman and President, Forward Graphic Enterprise Co., Ltd.	0
2	Chien-Hsiang Chang	Graduated from National Taiwan University with a degree in Commerce	Director of Sirtec International Co., Ltd. Supervisor of Taiming Assurance Broker Co., Ltd. Deputy General Manager and Manager of Management Department, General Manager's Office, Taiwan Fire & Marine Insurance Company, Ltd. Chief Auditor of the Board Finance Associate and Finance Manager	Independent Director of Taiming Assurance Broker Co., Ltd.	0
3	Fu-Kuei Huang	Department of Accounting, National Cheng Kung University Bachelor's Degree	Tai Lung Capital Inc. Finance Associate	Shouhsin accounting firm CPAs Independent Director of Taiwan Taomee Co., Ltd.	0

Election Result:

Other Matters

1. Discussion on the Relief of Certain Directors from Their Non-competition Obligations

Proposed by the Board

Proposal: Discussion on the Relief the 8th Candidate for Director of the Company and the Candidate for Representative of the Company from the Prohibition on Competing for Business, please proceed with discussion.

- Description: I. In accordance with Article 209(1) of the Company Law: "A director shall explain to the shareholders' meeting the material particulars of any act done by him for himself or another person which falls within the scope of the business of the company, and shall obtain his permission therefor"
- II. After the candidates for the 8th session of the board of directors and their representatives are elected, due to their business needs, they concurrently act in the same or similar business scope as the company. On the premise of harming the interests of the company, they shall apply to the shareholders' meeting for permission to lift the restrictions on the non-competition of the 8th session of the board of directors and their representatives.
- III. The list of directors and their representatives released from the prohibition on competing for business in the 8th term is set out below:

Directors	Relief of Non-competition Obligations	
	Concurrent Company	Position
Taiwan Navigator Asset Investment Co., Ltd. Representative: Chia-Tang Li	Shanghai Taiming Insurance Agency Co.	Chairman of the Board and Legal representative
	Jiangsu Taiming Insurance Agency Limited	Chairman of the Board and Legal representative
	All Safe Co., Ltd.	Chairman of the Board

Directors	Relief of Non-competition Obligations	
	Concurrent Company	Position
Taiwan Navigator Asset Investment Co., Ltd. Representative: Chia-Tang Li	Pilot Construction Co., Ltd.	Director
	Yongxin Development Co., Ltd.	Director
	Chow Nobby Enterprises Co., Ltd.	Chairman of the Board
	Sinhang Investment & Industrial Co., Ltd.	Director
	Zhengbang International Hotel Management Consulting Co., Ltd.	Chairman of the Board
	Taiwan Navigator Asset Investment Co., Ltd.	Supervisor
	Homotech Investment Co., Ltd.	Director
	The Navigator Investment & Industrial Co., Ltd.	Supervisor
	Pangborn Investment Co.	Chairman of the Board
	Cheng Yang Development Co.	Supervisor
Chung Tai Pilotage Construction Co., Ltd.	Director	

Directors	Relief of Non-competition Obligations	
	Concurrent Company	Position
Independent Director Tsung-Hah Hsieh	Forward Graphic Enterprise Co., Ltd.	Chairman of the Board and General Manager
Independent Director Fu-Kuei Huang	Shouhsin accounting firm	CPA
	Taiwan Taomee Co., Ltd.	Independent Director

Extempore Motions

Adjournment

Attachment 1

Taiming Assurance Broker Co., Ltd. Corporate Governance Best Practice Principles Comparison table of the amended provisions

Article No.	Amended	Current	Description
Article 3	The Company shall design and duly implement its internal control system, by considering the overall operating activities of the Company and its subsidiaries, in accordance with the Regulations Governing Establishment of Internal Control Systems by Public Companies and shall review such system at any time to respond to any changes in the Company's internal and external environment, so as to ensure that the design and implementation of the system remains in effect.	The Company shall design and duly implement its internal control system, by considering the overall operating activities of the Company and its subsidiaries, in accordance with the Regulations Governing Establishment of Internal Control Systems by Public Companies and shall review such system at any time to respond to any changes in the Company's internal and external environment, so as to ensure that the design and implementation of the system remains in effect. <u>The formulation of or any amendment to internal control system shall be submitted to the Board of Directors for approval through resolution; If any independent director has any objection or qualified opinion, it shall be specified in the minutes of the Board of Directors' meeting; After Audit Committee is</u>	I. It is expressly specified in Paragraph 1 of this Article that "TWSE/TPE x listed companies shall comply with the Regulations Governing Establishment of Internal Control Systems by Public Companies", which fully covers the contents of Paragraph 2, 5 and 6 of this Article. In order to simply the Article, Paragraph 2, 5 and 6 of this Article

Article No.	Amended	Current	Description
	<p>In addition to the Company's self-assessment on its internal control system, the Board of Directors and management shall review the self-assessment results of various departments at least annually and shall audit the Audit Reports issued by auditing unit on a quarterly basis. Audit Committee shall pay attention to and supervise such results and reports.</p> <p>The Company <u>has</u> established a communication channel and mechanism between the independent directors, the audit committee and the internal auditing officer, <u>and the convener of the audit committee shall report to the shareholders' meeting on the communication between the audit committee members the and the internal auditing officer.</u></p> <p>Directors shall review,</p>	<p><u>established by the Company, it shall be approved by more than half of all members of the Audit Committee, and shall be submitted to the Board of Directors for resolution.</u></p> <p>In addition to the Company's self-assessment on its internal control system, the Board of Directors and management shall review the self-assessment results of various departments at least annually and shall audit the Audit Reports issued by auditing unit on a quarterly basis. Audit Committee shall pay attention to and supervise such results and reports.</p> <p>The Company <u>shall</u> establish channels and mechanism for communication among independent directors, Audit Committee and internal audit supervisor.</p> <p>Directors shall review,</p>	<p>are deleted.</p> <p>II. The current Paragraph 3 is moved to Paragraph 2 and revised accordingly in order to make information to be transparent and enable shareholders to understand the communication between independent directors, Audit Committee or supervisors and internal audit supervisor, and it is suggested that the convener of Audit Committee shall report to the Shareholders' Meeting , and cooperate in</p>

Article No.	Amended	Current	Description
	<p>regularly make discussions with internal auditors on, record and trace, any deficiencies in internal control system, and shall make improvement and submit and report it to the Board of Directors.</p> <p>The Company’s management shall attach importance to internal audit unit and personnel, and grant them sufficient authority to urge them to check and evaluate any deficiencies in internal control system and measure operating efficiency, so as to ensure continued and effective implementation of the system, and assist the Board of Directors and management to perform their responsibilities duly to implement the Company’s governance system.</p>	<p>regularly make discussions with internal auditors on, record and trace, any deficiencies in internal control system, and shall make improvement, and submit and report it to the Board of Directors.</p> <p><u>Evaluation on the effectiveness of internal control system shall be approved by more than half of all members of the Audit Committee, and shall be submitted to the Board of Directors for resolution.</u></p> <p>The Company’s management shall attach importance to internal audit unit and personnel, and grant them sufficient authority to urge them to check and evaluate any deficiencies in internal control system and measure operating efficiency, so as to ensure continued and effective implementation of the system, and assist the Board of Directors and management to perform their responsibilities duly to implement the Company’s governance system.</p> <p><u>The Company shall establish job agent(s) for internal auditors, in order to implement internal control</u></p>	<p>changing “Directors shall review, regularly make discussions with internal auditors on...” and other text to the preceding paragraph of this Paragraph.</p> <p>III. The current Paragraph 4 is moved to Paragraph 3.</p> <p>IV. In order to strengthen the independence of internal audit, and by considering that the appointment, dismissal, evaluation, and remuneration on and of internal audit supervisors must be submitted to the Board of Directors for</p>

Article No.	Amended	Current	Description
	<p><u>As expressly specified in the Company's internal audit manual, the appointment, dismissal, evaluation and remuneration on and of internal auditors shall be reported by audit supervisor to the Company's Board of Directors' chairman for approval, and they shall be evaluated once a year.</u></p>	<p><u>system and improve the professional ability of internal auditor's agent(s) to improve and maintain audit quality and its implementation effect. The qualifications required for internal auditors specified in Article 11 (3), as well as Article 16, 17 and 18 of the Regulations Governing Establishment of Internal Control Systems by Public Companies shall apply to the said job agent(s).</u></p>	<p>approval, it is encouraged that the appointment, dismissal, evaluation, and remuneration on and of internal auditors of TWSE/TPEX listed companies shall be submitted to the Board of Directors or reported by audit supervisor to the Board of Directors' chairman for approval, and Paragraph 4 of this Article is added.</p>
Paragraph 1 of Article 3	<p><u>The full-time corporate governance unit established by the Company is the Corporate Governance and Risk Management Group under the Corporate Sustainability Development Committee, which shall be responsible for corporate</u></p>	<p><u>The Company shall establish a full-time (part-time) corporate governance unit or person to be responsible for corporate governance-related affairs, and shall appoint a senior supervisor, who shall have the qualifications for acting</u></p>	<p>The new version of corporate governance plan promotes establishment of corporate governance personnel, in order to implement</p>

Article No.	Amended	Current	Description
	<p><u>governance-related affairs, and the Company has appointed one corporate governance supervisor</u> who shall have the qualifications for acting as a lawyer or accountant or have more than three years of experience in legal, financial or stock or other management in or for public company.</p> <p>The said corporate governance-related matters <u>shall</u> at least include:</p> <p><u>I.</u> Handling the matters related to the meeting of the Board of Directors and Shareholders' Meeting in accordance with laws.</p> <p><u>II.</u> Preparing the minutes of meeting of the Board of Directors and Shareholders' Meeting.</p>	<p>as a lawyer or accountant or have more than three years of experience in legal, financial or stock or other management in or for public company, to be responsible for supervision.</p> <p>The said corporate governance-related matters shall at least include:</p> <p><u>I.</u> <u>Applying for registration of the Company and any change.</u></p> <p><u>II.</u> Handling the matters related to the meeting of the Board of Directors and Shareholders' Meeting in accordance with laws, <u>and assisting the Company in complying with the relevant rules of the Board of Directors and Shareholders' Meeting.</u></p> <p><u>III.</u> Preparing the minutes of meeting of the Board of Directors and Shareholders' Meeting.</p>	<p>corporate governance and improve the effect of the Board of Directors. The Company and Taipei Exchange cooperate to establish such corporate governance supervisors above a certain size as shall be established by TWSE/TPEX listed companies as specified in relevant rules by referring to the information about the public hearing meeting of competent authority held on March 27, 2018 and the suggestions made by the personnel attended the meeting, and shall specify the qualifications, dues and other matters, and this Articles is amended accordingly. In addition, investor relation-related matters are not clearly defined as the responsibility of the Company's</p>

Article No.	Amended	Current	Description
	<p>III. <u>Assisting directors in assumption of their offices and their continued education.</u></p> <p>IV. Providing the information required for directors and independent directors to execute their business.</p> <p>V. <u>Assisting directors in complying with laws and regulations.</u></p> <p>VI. Other matters specified in Articles of association or contracts, etc.</p>	<p>IV. Providing the information required for directors and independent directors to execute their business, <u>and the latest development of the regulations related to Company's operating to assist directors and independent directors in complying with laws and regulations.</u></p> <p>V. <u>The affairs related to investor relation.</u></p> <p>VI. Other matters specified in Articles of association or contracts, etc.</p>	<p>secretary by referred to Corporate Governance Best Practice Principles of the United Kingdom, Hong Kong and other countries, the fifth sub-paragraph of Paragraph 2 of this Article is deleted.</p>
Article 6	<p>The Company's Board of Directors shall properly arrange for the topics and procedures of the Shareholders' Meeting, formulate the principles and operating procedures for shareholders to nominate directors and to make proposals at Shareholders' Meeting, and shall properly handle the proposals made by shareholders legally. Convenient meeting place</p>	<p>The Company's Board of Directors shall properly arrange for the topics and procedures of the Shareholders' Meeting, formulate the principles and operating procedures for shareholders to nominate directors and to make proposals at Shareholders' Meeting, and shall properly handle the proposals made by shareholders legally. Convenient meeting place</p>	<p>Paragraph 2 of this Article is amended by referring to Corporate Governance Evaluation Indicator 1.3 that "One point will be given and added in the total score, if more than half of directors and the convener of Audit Committee (if any) attend general</p>

Article No.	Amended	Current	Description
	<p>shall be arranged, sufficient time shall be reserved, and adequate and competent personnel shall be appointed to go through reporting formalities for Shareholders' Meeting. As for the certificates for shareholders to attend the meeting, any other certificates shall not be required; Reasonable discussion time shall be offered for various topics, and shareholders shall be given appropriate opportunities to speak. The Shareholders' Meeting convened by the Board of Directors shall be presided over by the Board of Directors' chairman in person, and shall be attended by more than half of the directors of the Board of Directors (including at least one independent director) in person, by the convener of Audit Committee in person and by at least one representative of the members of Functional Committee, and attendance shall be recorded in the minutes of the Shareholders' Meeting.</p>	<p>shall be arranged, sufficient time shall be reserved, and adequate and competent personnel shall be appointed to go through reporting formalities for Shareholders' Meeting. As for the certificates for shareholders to attend the meeting, any other certificates shall not be required; Reasonable discussion time shall be offered for various topics, and shareholders shall be given appropriate opportunities to speak. The Shareholders' Meeting convened by the Board of Directors shall be presided over by the Board of Directors' chairman in person, and shall be attended by more than half of the directors of the Board of Directors (including at least one independent director) in person and at least one representative of the members of Functional Committee, and attendance shall be recorded in the minutes of the Shareholders' Meeting.</p>	Shareholders Meeting.”
Article 10	The Company shall attach importance to shareholder's rights, and duly comply with the relevant regulations	The Company shall attach importance to shareholder's rights, and duly comply with the relevant regulations	Paragraph 4 is amended, in order to prevent insider trading, by referring

Article No.	Amended	Current	Description
	<p>on disclosure of information, and provide shareholders with the information about the Company's financial, business, insider shareholding and corporate governance conditions, frequently and in real time, by using Market Observatory Post System (MOPS) or the website established by the Company.</p> <p>In order to treat shareholders on an equal basis, all kinds of information specified in the preceding paragraph shall be disclosed in English at the same time.</p> <p>The Company shall formulate internal rules to prohibit its insiders from purchasing or selling securities by taking advantage of any information not disclosed in market, in order to safeguard shareholder's rights and interests and implement equal treatment of shareholder.</p> <p><u>The rules specified in the preceding paragraph shall include the control measures for the stock transaction from the date when the insiders of TWSE/TPEX</u></p>	<p>on disclosure of information, and provide shareholders with the information about the Company's financial, business, insider shareholding and corporate governance conditions, frequently and in real time, by using Market Observatory Post System (MOPS) or the website established by the Company.</p> <p>In order to treat shareholders on an equal basis, all kinds of information specified in the preceding paragraph shall be disclosed in English at the same time.</p> <p>The Company shall formulate internal rules to prohibit its insiders from purchasing or selling securities by taking advantage of any information not disclosed in market, in order to safeguard shareholder's rights and interests and implement equal treatment of shareholder.</p>	<p>to the provision of the listing rules of Hong Kong Stock Exchange prohibiting directors from trading stocks before publication of financial results.</p>

Article No.	Amended	Current	Description
	<u>listed companies know the Company's financial report or relevant performance contents, including (but not limited to) that directors shall not transact their stocks during the periods, i.e., the thirty days before annual financial report is announced, and the fifteen days prior to announcement of quarterly financial report.</u>		
Article 10-1	<u>The Company shall report, at general Shareholders' Meeting, the remuneration paid to directors, including remuneration policy, contents and amount of remuneration, and its relation with performance evaluation results.</u>	Addition to this Article	The relevant mechanism regarding report of director's remuneration to Shareholders' Meeting shall be improved, so as to promote the Company to determine reasonable director's remuneration through investor and shareholder supervision mechanism, based on corporate governance 3.0 - sustainable development plan, by referring to the Say-on-pay system specified in the shareholder rights directive II (hereinafter referred

Article No.	Amended	Current	Description
			to as “SRD II”) issued by UN, in order to promote the reasonableness of the remuneration to the directors of TWSE/TPEX listed companies.
Article 11	<p>Shareholders shall have the right to share the Company's profits. The Shareholders' Meeting shall review the sheets and books prepared by the Board of Directors as well as the reports made by Audit Committee, and make resolutions on distribution of profits or appropriation for losses in accordance with Article 184 of the Company Act, in order to ensure shareholders' rights and interests to and in investment. Shareholders' Meeting shall appoint inspector(s) to carry out the said review.</p> <p>Shareholders shall, in accordance with Article 245 of the Company Act, apply to court for appointing inspector(s) to inspect the Company's business accounts, property status, <u>specific matters, specific transaction documents and records.</u></p> <p>The Company's Board of Directors, Audit Committee</p>	<p>Shareholders shall have the right to share the Company's profits. The Shareholders' Meeting shall review the sheets and books prepared by the Board of Directors as well as the reports made by Audit Committee, and make resolutions on distribution of profits or appropriation for losses in accordance with Article 184 of the Company Act, in order to ensure shareholders' rights and interests to and in investment. Shareholders' Meeting shall appoint inspector(s) to carry out the said review.</p> <p>Shareholders shall, in accordance with Article 245 of the Company Act, apply to court for appointing inspector(s) to inspect the Company's business accounts <u>and</u> property status.</p> <p>The Company's Board of Directors, Audit Committee</p>	Paragraph 2 and 3 of this Article are amended to comply with the provisions on inspectors as specified in Article 245 of the Company Act.

Article No.	Amended	Current	Description
	and managers shall fully cooperate with the inspector(s) specified in the preceding two paragraphs in inspection and audit, and shall not prevent, refuse or evade from his/her/their inspection.	and managers shall fully cooperate with the inspector(s) specified in the preceding two paragraphs in inspection and audit, and shall not prevent, refuse or evade from his/her/their inspection.	
Article 22	<p>Subject to the <u>regulations issued by competent authority</u>, the persons with the capacity to act shall be elected and appointed as the Company’s directors by its Shareholders’ Meeting, and it shall be specified in Articles of Association that <u>directors shall be elected according to the candidate nomination system set forth in Article 192(1) of the Company Act, and directors shall be elected and appointed by Shareholders’ Meeting from director candidate list.</u></p> <p>The qualifications and educational backgrounds of the independent director candidates recommended by shareholders and directors and that if there’s any conditions related to them as specified in Article 30 of the Company Act shall be reviewed, and no any other qualification certifying document may be added freely, and the review</p>	<p>Subject to the <u>Company Act</u>, the persons with the capacity to act shall be elected and appointed as the Company’s directors by its Shareholders’ Meeting, and it shall be specified in Articles of Association that <u>candidate nomination system shall be adopted for election of independent directors,</u></p> <p>The qualifications and educational backgrounds of the independent director candidates recommended by shareholders and directors and that if there’s any conditions related to them as specified in Article 30 of the Company Act shall be reviewed, and no any other qualification certifying document may be added freely, and the review</p>	<p>It is specified in Jin Guan Zheng Jiao Zi No. 1080311451 order issued by the competent authority on April 25, 2019 that: “Candidate nomination system shall be adopted for election of directors and supervisors for TWSE (TPEX) listed companies, which shall be specified in Articles of Association, and they shall be elected by shareholders from director and supervisor candidate list”, and this Article is revised accordingly.</p>

Article No.	Amended	Current	Description
	<p>results shall be submitted to shareholders for reference, so as to elect appropriate independent directors.</p> <p>The Board of Directors, before proposing director candidates list in accordance with regulations, shall carefully evaluate the qualifications and other matters set forth in the preceding paragraph and the candidates' intention to serve as directors after being elected.</p>	<p>results shall be submitted to shareholders for reference, so as to elect appropriate independent directors.</p> <p>The Board of Directors, before proposing director candidates list in accordance with regulations, shall carefully evaluate the qualifications and other matters set forth in the preceding paragraph and the candidates' intention to serve as directors after being elected.</p>	
Article 24	<p>The Company shall establish three independent directors in accordance with Articles of Association, and the number of independent directors shall be no less than one-fifth of the number of directors. <u>An independent director shall assume the office as an independent director for no more than three consecutive terms.</u></p> <p>Independent directors shall have professional knowledge, and they shall be restricted from shareholding and having part-time job and, except for compliance with relevant laws and regulations, they shall not assume the office as directors, including independent directors, or</p>	<p>The Company shall establish three independent directors in accordance with Articles of Association, and the number of independent directors shall be no less than one-fifth of the number of directors.</p> <p>Independent directors shall have professional knowledge, and they shall be restricted from shareholding and having part-time job and, except for compliance with relevant laws and regulations, they shall not assume the office as directors, including independent directors, or</p>	<p>The independent directors of TWSE/TPEX listed companies shall serve their office as independent directors for no more than three consecutive terms, based on corporate governance 3.0 - sustainable development plan, in order to strengthen the independence of the Board of Directors of TWSE/TPEX listed companies.</p>

Article No.	Amended	Current	Description
	<p>supervisors in or for more than five TWSE/TPEX listed companies at the same time, and they shall keep their independence in execution of business, and shall not have any direct or indirect interests in the Company. Candidate nomination system shall be adopted for election of independent directors for the Company in accordance with Article 192-1 of the Company Act, which shall be specified in the Articles of Association, and they shall be elected and appointed by shareholders from independent director candidate list. Independent directors and non-independent directors shall be elected in accordance with Article 198 of the Company Act, and their election quota shall be calculated separately. If the Company and the enterprises and organizations under its group, and other companies and the enterprises and organizations under their groups, have mutually nominated the directors, supervisors or managers from the other party to act as independent director candidates, the Company</p>	<p>supervisors in or for more than five TWSE/TPEX listed companies at the same time, and they shall keep their independence in execution of business, and shall not have any direct or indirect interests in the Company. Candidate nomination system shall be adopted for election of independent directors for the Company in accordance with Article 192-1 of the Company Act, which shall be specified in the Articles of Association, and they shall be elected and appointed by shareholders from independent director candidate list. Independent directors and non-independent directors shall be elected in accordance with Article 198 of the Company Act, and their election quota shall be calculated separately. If the Company and the enterprises and organizations under its group, and other companies and the enterprises and organizations under their groups, have mutually nominated the directors, supervisors or managers from the other party to act as independent director candidates, the Company</p>	

Article No.	Amended	Current	Description
	<p>shall disclose that upon acceptance of the nomination of independent director candidates, and shall explain the suitability of the independent director candidates. If anyone is elected as an independent director, its election number shall be disclosed.</p> <p>For the purpose of preceding paragraph, enterprises and organization under group shall apply to the Company's subsidiaries, the consortium legal persons to which more than accumulated 50% funds are donated directly or indirectly, and other institutions or legal persons with substantial control ability.</p> <p>Independent directors and non-independent directors shall not change their positions during their term of office.</p> <p>If the number of independent directors is less than that specified in Paragraph 1 or the Articles of Association due to dismissal of any independent director for any reason, another director shall be elected at the latest Shareholders' Meeting. If all independent directors are dismissed, the Company shall hold an</p>	<p>shall disclose that upon acceptance of the nomination of independent director candidates, and shall explain the suitability of the independent director candidates. If anyone is elected as an independent director, its election number shall be disclosed.</p> <p>For the purpose of preceding paragraph, enterprises and organization under group shall apply to the Company's subsidiaries, the consortium legal persons to which more than accumulated 50% funds are donated directly or indirectly, and other institutions or legal persons with substantial control ability.</p> <p>Independent directors and non-independent directors shall not change their positions during their term of office.</p> <p>If the number of independent directors is less than that specified in Paragraph 1 or the Articles of Association due to dismissal of any independent director for any reason, another director shall be elected at the latest Shareholders' Meeting. If all independent directors are dismissed, the Company shall hold an</p>	

Article No.	Amended	Current	Description
	<p>extraordinary Shareholders' Meeting for election of independent directors within sixty days from the occurrence date of the fact. The professional qualifications of independent directors, restrictions on their shareholding and part-time jobs, determination of their independence, their nomination methods, and other matters to be complied with shall subject to the Securities and Exchange Act, the Measures for the Establishment of Independent Directors of a Publicly Owned Corporation, and the rules of stock exchange or OTC trading center.</p>	<p>extraordinary Shareholders' Meeting for election of independent directors within sixty days from the occurrence date of the fact. The professional qualifications of independent directors, restrictions on their shareholding and part-time jobs, determination of their independence, their nomination methods, and other matters to be complied with shall subject to the Securities and Exchange Act, the Measures for the Establishment of Independent Directors of a Publicly Owned Corporation, and the rules of stock exchange or OTC trading center.</p>	
Article 26	<p>The Company shall expressly specify the scope of independent director's duties and the relevant persons who grant the exercising rights and duties. The Company or other members of the Board of Directors shall not prevent independent directors from performing <u>duties</u>, or <u>refuse or circumvent</u> such performance.</p> <p>The Company shall expressly specify director's remuneration in accordance</p>	<p>The Company shall expressly specify the scope of independent director's duties and the relevant persons who grant the exercising rights and duties. The Company or other members of the Board of Directors shall <u>not restrict</u> or prevent independent directors from performing <u>duties</u>.</p> <p>The Company shall expressly specify director's remuneration in accordance</p>	<p>I. Paragraph 1 of this Article is amended in accordance with Article 14-2 of the Securities and Exchange Act.</p> <p>II. Remuneration shall be distributed to employees by TWSE/TPEX listed companies in accordance with Article</p>

Article No.	Amended	Current	Description
	<p>with relevant laws and regulations. Director's remuneration shall fully reflect personal performance and the Company's long-term operating performance, and the Company's operating risks shall be considered in director's remuneration in a comprehensive way. Reasonable remuneration that are different from the remuneration to ordinary directors shall be determined for independent directors.</p>	<p>with relevant laws and regulations. Director's remuneration shall fully reflect personal performance and the Company's long-term operating performance, and the Company's operating risks shall be considered in director's remuneration in a comprehensive way. Reasonable remuneration that are different from the remuneration to ordinary directors shall be determined for independent directors.</p> <p><u>If the Company withdraws special surplus reserve as specified in its Articles of Association, based on the resolution made by Shareholders' Meeting or any order issued by competent authority, it shall be withdrawn after withdrawal of statutory surplus reserve and before distribution of remuneration to directors, supervisors and employees, and the profit distribution method when special surplus reserve is recorded in undistributed profits shall be specified in Articles of Association.</u></p>	<p>235-1 of the Company Act. It is specified, in Jing Shang Zi No. 09102174870 Document issued by the Ministry of Economic Affairs on August 22, 2022, that "Special surplus reserve shall be distributed by the method specified in Articles of Association, if special surplus reserve is recorded in undistributed profits", thus, Paragraph 3 of this Article is deleted.</p>
Article 28	<p>The Company shall establish an Audit Committee. The Audit Committee shall</p>	<p>The Company <u>shall</u> establish an Audit Committee. The Audit Committee <u>shall</u> be</p>	<p>It is expressly specified in Paragraph 5 of this Article that Audit</p>

Article No.	Amended	Current	Description
	<p>be composed of all independent directors, and the number of its members shall be no less than three, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.</p>	<p>composed of all independent directors, and the number of its members shall be no less than three, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.</p> <p><u>After the Company establishes the Audit Committee, the Securities and Exchange Act, the Company Act, other laws, and the provisions of this Code on supervisors shall apply to the Audit Committee.</u></p> <p><u>After the Company establishes the Audit Committee, the following matters shall be approved by more than half of all the members of the Audit Committee, and shall be submitted to the Board of Directors for resolution, and shall not be governed by Article 25 of this Code:</u></p> <p><u>I. Formulation of or amendment to internal control system in accordance with Article 14-1 of the Securities and Exchange Law.</u></p> <p><u>II. Evaluation on the effectiveness of internal control</u></p>	<p>Committee and its independent director members shall exercise their powers in accordance with, and related matters shall subject to, relevant regulations. In order to simply the Article, this Article 3 and 4 are deleted and the former Article 5 is moved to Article 3.</p>

Article No.	Amended	Current	Description
		<p><u>system.</u></p> <p><u>III. Procedures for formulation or amendment, acquisition or disposal of assets, engagement in derivative commodity transactions, lending of funds to others, endorsement and provision of guarantee for others and other significant financial and business acts in accordance with Article 36-1 of the Securities and Exchange Act.</u></p> <p><u>IV. Matters involving the interests of directors themselves.</u></p> <p><u>V. Significant assets or derivative commodity transactions.</u></p> <p><u>VI. Lending of or endorsement or provision of guarantee for significant funds.</u></p> <p><u>VII. The offering, issuance, or private placement of any equity-type securities.</u></p> <p><u>VIII. Appointment, dismissal or</u></p>	

Article No.	Amended	Current	Description
	<p>The Audit Committee and its independent director members shall exercise their powers in accordance with, and related matters shall subject to, the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules of the stock exchange or OTC center.</p>	<p><u>remuneration of certified public accountants.</u></p> <p><u>IX. The appointment or discharge of a financial, accounting, or internal audit officer.</u></p> <p><u>X. Annual and semi-annual financial reports.</u></p> <p><u>XI. Other significant matters stipulated by the company or competent authority.</u></p> <p>The Audit Committee and its independent director members shall exercise their powers in accordance with, and related matters shall subject to, the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules of the stock exchange or OTC center.</p>	
Article 28-1	<p>The Company shall establish a Remuneration Committee, and <u>more than half of its members shall be acted by independent directors</u>; The professional qualifications of its members, exercise of its powers, formulation of its organizational rules and related matters shall subject</p>	<p><u>The Company shall establish a Remuneration Committee; The professional qualifications of its members, exercise of its powers, formulation of its organizational rules and related matters shall subject to the Regulations Governing Establishment of and Exercise of Powers by</u></p>	<p>I. In order to continuously strengthen the independence of the Remuneration Committee, Paragraph 1 of this Article is amended, and it is suggested</p>

Article No.	Amended	Current	Description
	<p>to the Regulations Governing Establishment of and Exercise of Powers by the Remuneration Committee of the Companies whose Shares are Listed or Traded on the Business Offices of Securities Firms.</p>	<p><u>the Remuneration Committee of the Companies whose Shares are Listed or Traded on the Business Offices of Securities Firms.</u></p> <p><u>The Remuneration Committee shall, in a careful way as a good manager, faithfully exercise the following powers, and submit its suggestions to the Board of Directors for discussion:</u></p> <p><u>I. Formulate and regularly review the policies, systems, standards and structures for and of the evaluation on the performance of, and remuneration to, directors and managers.</u></p> <p><u>II. Regularly evaluate and determine the remuneration to directors and managers.</u></p> <p><u>The Remuneration Committee shall exercise the powers specified in the preceding paragraph in the following principles:</u></p> <p><u>I. The performance of directors and managers shall be evaluated, and remuneration to them shall be determined, by referring to the usual level of payment in the</u></p>	<p>that more than half of the members of the Remuneration Committee of TWSE/TPEX listed companies shall be acted by independent directors.</p> <p>II. It is expressly specified in Paragraph 1 of this Article that Remuneration Committee and its members shall exercise their powers in accordance with, and related matters shall subject to, relevant regulations. In order to simplify the Article, Paragraphs 2 and 3 of this Article are deleted.</p>

Article No.	Amended	Current	Description
		<p><u>same industry and considering the reasonableness related to their personal performance, the company's operation performance and future risks.</u></p> <p><u>II. It shall not guide directors and managers to have any act which may cause risks to the Company for the purpose of remuneration.</u></p> <p><u>III. The payment ratio of short-term performance-based remuneration to directors and senior managers and the payment time of partial variable remuneration shall be determined by considering the characteristics of the industry and the company's business nature.</u></p>	
Article 33	After the Company establishes independent directors, independent directors shall personally attend, and shall not entrust any non-independent directors to attend for them, the meeting related to the matters which shall be submitted to the Board of Directors under Article 14-3 of the Securities and	After the Company establishes independent directors, independent directors shall personally attend, and shall not entrust any non-independent directors to attend for them, the meeting related to the matters which shall be submitted to the Board of Directors under Article 14-3 of the Securities and	Paragraph 2 of this Article is amended in response to the regulations of the Company and the guidelines on the report on the Market Observation Post System required by Taipei Exchange stated in paragraph 2 of this

Article No.	Amended	Current	Description
	<p>Exchange Act. 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 board 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.</p> <p>Any of the following matters in relation to a resolution passed at a meeting of the board shall be stated in the minute book and within <u>two hours</u> before the trading time on the next business day, such matters shall be published on Market Observation System designated by the Financial Supervisory Commission:</p> <p>I. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.</p> <p>II. Any matter that has not been passed by</p>	<p>Exchange Act. 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 board 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.</p> <p>Any of the following matters in relation to a resolution passed at a meeting of the board shall be stated in the minute book and before the trading time on the next business day, such matters shall be published on Market Observation System designated by the Financial Supervisory Commission:</p> <p>I. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.</p> <p>II. Any matter that has not been passed by</p>	Article.

Article No.	Amended	Current	Description
	<p>the Company's Audit Committee but has been adopted with the approval of two-thirds or more of all directors.</p> <p>During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meeting to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.</p>	<p>the Company's Audit Committee but has been adopted with the approval of two-thirds or more of all directors.</p> <p>During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meeting to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.</p>	
Article 35	<p>The following items shall be proposed to the board of directors for discussion:</p> <p>I. The Company's business plan.</p> <p>II. Annual and semi-annual financial reports.</p> <p>III. Adoption or amendment of an internal control system</p>	<p>The following items shall be proposed to the board of directors for discussion:</p> <p>I. The Company's business plan.</p> <p>II. Annual and semi-annual financial reports.</p> <p>III. Adoption or amendment of an internal control system</p>	<p>The paragraph 1(3) and 1(10) of this Article are amended in accordance with Article 7(1) of Regulations Governing Procedure for Board of Directors Meetings of Public Companies.</p>

Article No.	Amended	Current	Description
	<p>pursuant to Article 14-1 of the Securities and Exchange Act, <u>and an assessment of the effectiveness of the internal control system.</u></p> <p>IV. Procedures for formulation or amendment, acquisition or disposal of assets, engagement in derivative commodity transactions, lending of funds to others, endorsement and provision of guarantee for others and other significant financial and business acts in accordance with Article 36-1 of the Securities and Exchange Act.</p> <p>V. The offering, issuance, or private placement of any equity-type securities.</p> <p>VI. The performance assessment and the standard of remuneration of the managerial officers.</p> <p>VII. The structure and system of director's remuneration.</p> <p>VIII. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>IX. A donation to a related</p>	<p>pursuant to Article 14-1 of the Securities and Exchange Act.</p> <p>IV. Procedures for formulation or amendment, acquisition or disposal of assets, engagement in derivative commodity transactions, lending of funds to others, endorsement and provision of guarantee for others and other significant financial and business acts in accordance with Article 36-1 of the Securities and Exchange Act.</p> <p>V. The offering, issuance, or private placement of any equity-type securities.</p> <p>VI. The performance assessment and the standard of remuneration of the managerial officers.</p> <p>VII. The structure and system of director's remuneration.</p> <p>VIII. The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p>IX. A donation to a related</p>	

Article No.	Amended	Current	Description
	<p>party or a major donation to a non-related party. However, 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.</p> <p>X. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or by-law to be approved by <u>resolution</u> at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>Except for the matters that shall be submitted to the Board of Directors for deliberation under the preceding sub-paragraph, when the Board of Directors is in recess, it may authorize others to exercise its powers in accordance with the relevant laws and regulations or the Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly</p>	<p>party or a major donation to a non-related party. However, 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.</p> <p>X. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or by-law to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant <u>matter</u> as may be prescribed by the competent authority.</p> <p>Except for the matters that shall be submitted to the Board of Directors for deliberation under the preceding sub-paragraph, when the Board of Directors is in recess, it may authorize others to exercise its powers in accordance with the relevant laws and regulations or the Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly</p>	

Article No.	Amended	Current	Description
	specified and general information is not permitted.	specified and general information is not permitted.	
Article 37	<p>Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.</p> <p>The Company shall formulate rules and procedures for board of directors' performance assessments. Each year, in respect of the board of directors and individual</p>	<p>Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.</p> <p><u>Any resolution of the board of directors that involves the Company's business development or a major policy direction shall be carefully considered and may not affect the implementation or effectiveness of corporate governance.</u></p> <p>The Company shall formulate rules and procedures for board of directors' performance assessments. Each year, in respect of the board of directors and individual</p>	<p>Paragraph 1 of this Article covers paragraph 2 herein, thus, paragraph 2 is deleted. The paragraph 3 and paragraph 4 shift to paragraph 2 and paragraph 3 accordingly.</p>

Article No.	Amended	Current	Description
	<p>directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the board of directors (functional committee) shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs:</p> <ul style="list-style-type: none"> I. The degree of participation in the Company's operations. II. Improvement in the quality of decision making by the board of directors. III. The composition and structure of the board of directors. IV. The election of the directors and their continuing professional education. V. Internal control. <p>The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate</p>	<p>directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the board of directors (functional committee) shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs:</p> <ul style="list-style-type: none"> I. The degree of participation in the Company's operations. II. Improvement in the quality of decision making by the board of directors. III. The composition and structure of the board of directors. IV. The election of the directors and their continuing professional education. V. Internal control. <p>The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate</p>	

Article No.	Amended	Current	Description
	<p>adjustments made on the basis of the Company's needs:</p> <ol style="list-style-type: none"> I. Their grasp of the Company's goals and missions. II. Their recognition of director's duties. III. The degree of participation in the Company's operations. IV. Their management of internal relationships and communication. V. Their professionalism and continuing professional education. VI. Internal control. <p>The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.</p>	<p>adjustments made on the basis of the Company's needs:</p> <ol style="list-style-type: none"> I. Their grasp of the Company's goals and missions. II. Their recognition of director's duties. III. The degree of participation in the Company's operations. IV. Their management of internal relationships and communication. V. Their professionalism and continuing professional education. VI. Internal control. <p>The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.</p>	
Article 37 (2)	<p><u>The board of directors is advised to evaluate and monitor the following aspects of the Company's direction of operation and performance in connection with intellectual properties, to ensure the Company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:</u></p> <ol style="list-style-type: none"> I. <u>Formulate intellectual property regulatory policies,</u> 	Newly-increased	<ol style="list-style-type: none"> I. This provision is newly increased. II. This provision is newly added in accordance with the Taiwan Intellectual Property Management System (TIPS) amended by Industrial Development

Article No.	Amended	Current	Description
	<p><u>objectives and systems that are slightly associated with the operational strategies.</u></p> <p><u>II. Develop, implement and maintain on the basis of scale and form its regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.</u></p> <p><u>III. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.</u></p> <p><u>IV. Observe internally and externally risks and opportunities that intellectual property regulation may present and adopt corresponding measures.</u></p> <p><u>V. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property</u></p>		<p>Bureau, Ministry of Economic Affairs in August 2016.</p>

Article No.	Amended	Current	Description
	<u>regulatory regime meet the Company's expectations.</u>		
Article 49	<p><u>A dedicated section is set up on the Company's website to disclose the following corporate governance information and update from time to time:</u></p> <p><u>I. Board of Directors: For example, biographies of directors and their responsibilities, diversification policies of board members and implementation.</u></p> <p><u>II. Functional committee: For example, biographies of members of functional committees and their responsibilities.</u></p> <p><u>III. Regulations related to corporate governance: For example, Articles of Incorporation, management of operation of board meeting, organizational rules for functional committees and</u></p>	<p><u>The Company shall disclose and update from time to time the following information regarding corporate governance in the following years in accordance with laws and regulations and TWSE or TPEX rules (disclosure of supervisors' information is not required if the Company has an audit committee):</u></p> <p><u>I. Corporate governance framework and rules.</u></p> <p><u>II. Ownership structure and the rights and interests of shareholders, (including specific and explicit dividend policy).</u></p> <p><u>III. Structure, professionalism and independence of the board of directors.</u></p>	<p>The designated section is set on the Company's website to disclose information related to corporate governance for the reference for shareholders and stakeholders for the purposes of optimizing the disclosure of corporate governance information on the Company's website, integrating the original provision with the disclosed items specified by the TWSE or TPEX, in accordance with Corporate Governance 3.0 - Sustainable Development Roadmap plan.</p>

Article No.	Amended	Current	Description
	<p><u>other corporate governance rules.</u></p> <p><u>IV. Important information related to corporate governance: For example, corporate governance officers.</u></p>	<p><u>IV. Responsibility of the board of directors and managerial officers.</u></p> <p><u>V. Composition, duties and independence of the audit committee or supervisors.</u></p> <p><u>VI. Composition, duties and operation of the remuneration committee and other functional committees.</u></p> <p><u>VII. The remuneration paid to the directors, supervisors, general manager and vice general manager in the last two fiscal years, the analysis of the percentage of total remuneration to net profit after tax in the parent company only financial reports or individual financial reports, the policy, standard and package of remuneration payment, the procedure for determination of remuneration and the connection with the operation performance and</u></p>	

Article No.	Amended	Current	Description
		<p><u>future risk. Under special individual circumstances, remuneration of individual directors and supervisors shall be disclosed.</u></p> <p><u>VIII. The progress of training of directors and supervisors.</u></p> <p><u>IX. The rights, relationships, avenues for complaint, concerns and appropriate response mechanism regarding stakeholders.</u></p> <p><u>X. Details of the events subject to information disclosure required by law and regulations.</u></p> <p><u>XI. The enforcement of corporate governance, differences between the corporate governance principles implemented by the Company and the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, and the reason for the differences.</u></p>	

Article No.	Amended	Current	Description
		<p><u>XII. Other information regarding corporate governance.</u></p> <p><u>The Company is advised, according to the actual performance of the corporate governance system, to disclose the plans and measures to improve its corporate governance system through appropriate mechanisms.</u></p>	

Attachment 2

Taiming Assurance Broker Co., Ltd.
" Corporate Social Responsibility Best Practice Principles "
renamed to " Sustainable Development Best Practice Principles "
Comparison table of the amended provisions

Article No.	Amended	Article No.	Current	Description
Title	<u>Sustainable Development Best Practice Principles</u>	Title	<u>Corporate Social Responsibility Best Practice Principles</u>	In accordance with No. TPEX ref No. 11000715831 Notice issued on December 13, 2021, the "Social Responsibility Best Practice Principles" is renamed to "Sustainable Development Best Practice Principles"
Article 1	<u>In order to assist the Company to fulfill its corporate social responsibility initiatives and to promote economic, environmental and social advancement for purposes of sustainable development, these Principles are hereby formulated in accordance with the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies promulgated by the Taiwan Stock Exchange Corporation (TWSE) and Taipei</u>	Article 1	<u>The Company takes corporate social responsibility as its one of core values. These principles are hereby formulated, by reference to Social Responsibility Best Practice Principles and in compliance with laws and regulations, for your implementation, for the purposes of fulfilling corporate social responsibility, promoting the economic, environmental and social development and achieving the sustainable development goals.</u>	This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.

Article No.	Amended	Article No.	Current	Description
	<p><u>Exchange (TPEX)</u>for your implementation.</p> <p>The Company formulates these Principles to manage its economic, environmental and social risks and impact.</p>		<p>The Company formulates these Principles to manage its economic, environmental and social risks and impact.</p>	
Article 2	<p>These Principles apply to this Company, including the entire operations of the Company and its business group.</p> <p>The Company actively fulfills its <u>sustainable development</u> in the course of its 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 corporate social responsibility.</p>	Article 2	<p>These Principles apply to this Company, including the entire operations of the Company and its business group.</p> <p>The Company actively fulfills its <u>corporate social responsibility</u> in the course of its 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 corporate social responsibility.</p>	<p>This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.</p>
Article 3	<p>In promoting <u>sustainable development</u>, 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</p>	Article 3	<p>In fulfilling <u>corporate social responsibility</u>, 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</p>	<p>This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the</p>

Article No.	Amended	Article No.	Current	Description
	consideration to the environment, society and corporate governance. <u>The Company shall, in accordance with the material principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.</u>		consideration to the environment, society and corporate governance.	Company emphasizes.
Article 4	To implement <u>sustainable development</u> initiatives, the Company shall follow the principles below: I. Exercise corporate governance. II. Foster a sustainable environment. III. Preserve public welfare. IV. Enhance disclosure of <u>sustainable development</u> information.	Article 4	To implement <u>corporate social responsibility</u> initiatives, the Company shall follow the principles below: I. Exercise corporate governance. II. Foster a sustainable environment. III. Preserve public welfare. IV. Enhance disclosure of <u>corporate social responsibility</u> information.	The introductory provision and subparagraph 4 of this Article is therefore amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.
Article 5	The Company shall take into consideration the correlation between the development of <u>sustainability</u> principles and corporate core business operations, and the effect of the operation of individual companies and their respective business groups as a	Article 5	The Company shall take into consideration the correlation between the development of <u>corporate social responsibility</u> principles and corporate core business operations, and the effect of the operation of individual companies and their respective business	This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on

Article No.	Amended	Article No.	Current	Description
	<p>whole on stakeholders, in establishing the policies, systems or relevant management guidelines and concrete promotion plans for <u>sustainable development</u> programs, which shall be approved by the board of directors and then reported to the shareholders meeting. When a shareholder proposes a motion involving <u>sustainable development</u>, the Company's board of directors shall review and consider including it in the shareholders meeting agenda.</p>		<p>groups as a whole on stakeholders, in establishing the policies, systems or relevant management guidelines and concrete promotion plans for <u>corporate social responsibility</u> programs, which shall be approved by the board of directors and then reported to the shareholders meeting. When a shareholder proposes a motion involving <u>corporate social responsibility</u>, the Company's board of directors shall review and consider including it in the shareholders meeting agenda.</p>	<p>which the Company emphasizes.</p>
Article 7	<p>The directors of the Company shall exercise the due care of good administrators to urge the Company to implement its <u>sustainable development</u> 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 <u>sustainable development</u>. The board of directors of the Company shall give full consideration to the interests of stakeholders, including the following matters, in the Company's</p>	Article 7	<p>The directors of the Company shall exercise the due care of good administrators to urge the Company to implement its <u>corporate social responsibility</u> 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 <u>corporate social responsibility</u>. The board of directors of the Company shall give full consideration to the interests of stakeholders, including the following</p>	<p>This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.</p>

Article No.	Amended	Article No.	Current	Description
	<p>performance of its <u>sustainable development</u> initiatives:</p> <p>I. Identifying the Company's <u>sustainable development</u> mission or vision, and declaring its <u>sustainable development</u> policy, systems or relevant management guidelines.</p> <p>II. Making <u>sustainable development</u> the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for <u>sustainable development</u> initiatives.</p> <p>III. Enhancing the timeliness and accuracy of the disclosure of <u>sustainable development</u> information.</p> <p>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.</p> <p>The handling procedures and the responsible person for each relevant issue shall be concrete and clear.</p>		<p>matters, in the Company's performance of its <u>corporate social responsibility</u> initiatives:</p> <p>I. Identifying the Company's <u>corporate social responsibility</u> mission or vision, and declaring its <u>corporate social responsibility</u> policy, systems or relevant management guidelines.</p> <p>II. Making <u>corporate social responsibility</u> the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for <u>corporate social responsibility</u> initiatives.</p> <p>III. Enhancing the timeliness and accuracy of the disclosure of <u>corporate social responsibility</u> information.</p> <p>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.</p> <p>The handling procedures and the responsible person for each relevant</p>	

Article No.	Amended	Article No.	Current	Description
			issue shall be concrete and clear.	
Article 8	The Company shall, on a regular basis, organize education and training on the implementation of <u>sustainable development</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding Article.	Article 8	The Company shall, on a regular basis, organize education and training on the implementation of <u>corporate social responsibility</u> initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.	This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.
Article 9	For the purpose of managing <u>sustainable development</u> initiatives, the Company shall establish a <u>governance structure for sustainable development</u> and an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>sustainable development</u> 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 shall adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the	Article 9	For the purpose of managing <u>corporate social responsibility</u> initiatives, the Company shall establish a <u>governance structure for corporate social responsibility</u> and an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>corporate social responsibility</u> 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 shall adopt reasonable remuneration policies, to ensure that remuneration	This provision is hereby amended to improve the management of corporate sustainable development. The Company shall strengthen the sustainable development initiatives through establishing the governance structure.

Article No.	Amended	Article No.	Current	Description
	<p>organization, and align with the interests of stakeholders.</p> <p>The employee performance evaluation system shall be combined with <u>sustainable development</u> policies, and a clear and effective incentive and discipline system shall be established.</p>		<p>arrangements support the strategic aims of the organization, and align with the interests of stakeholders.</p> <p>The employee performance evaluation system shall be combined with <u>corporate social responsibility</u> policies, and a clear and effective incentive and discipline system shall be established.</p>	
Article 10	<p>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 <u>important sustainable development</u> issues which they are concerned about.</p>	Article 10	<p>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 <u>reasonable expectations and demands</u> of stakeholders through proper communication with them, and adequately respond to <u>the important corporate social responsibility issues</u> which they are concerned about.</p>	<p>This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.</p>
Article 11	<p>The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a <u>sustainable environment</u></p>	Article 11	<p>The Company shall follow relevant environmental laws, regulations and international <u>specifications</u>, to properly protect the environment and shall endeavor to a sustainable environment</p>	<p>This provision is hereby amended to expand the concept of sustainable responsibility to overall operating and management activities.</p>

Article No.	Amended	Article No.	Current	Description
	<u>when engaging in business operations</u> and internal management.		when engaging <u>operations</u> and.	
Article 12	The Company shall endeavor to utilize <u>energy more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of the Earth's natural resources.	Article 12	The Company shall endeavor to utilize <u>all resources more efficiently</u> and use renewable materials which have a low impact on the environment to improve sustainability of the Earth's natural resources.	This provision is hereby amended to focus on corporate energy use and management and mitigate emissions of greenhouse gas.
Article 15	The Company shall take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and <u>conduct research and development, procurement, production, operations and services in accordance with the following principles</u> to reduce the impact on the natural environment and human beings from its business operations: I. Reduce resource and energy consumption of its products and services. II. Reduce emission of pollutants, toxins and waste and dispose of waste properly. III. Improve recyclability and reusability of raw materials or products. IV. Maximize the sustainability of renewable resources.	Article 15	The Company shall take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, to reduce the impact on the natural environment and human beings from its business operations: I. Reduce resource and energy consumption of its products and services. II. Reduce emission of pollutants, toxins and waste and dispose of waste properly. III. Improve recyclability and reusability of raw materials or products. IV. Maximize the sustainability of renewable resources. V. Enhance the durability of products. VI. Improve efficiency of	This provision is hereby amended to expand the concept of sustainable responsibility to overall operating and management activities.

Article No.	Amended	Article No.	Current	Description
	V. Enhance the durability of products. VI. Improve efficiency of products and services.		products and services.	
Article 17	<p><u>The Company shall assess the potential risks and opportunities brought by climate changes on the Company, both for the time being and for the future, and take measures to respond to relevant issues.</u></p> <p>The Company shall 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:</p> <p>I. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: <u>emissions resulting from the generation of transmitted electricity, heating or steam.</u></p> <p><u>III. Other indirect emissions: Emissions resulting from the Company activities that are not indirect energy emissions, but from energy owned or controlled by other companies.</u></p>	Article 17	<p>The Company shall 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:</p> <p>I. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: <u>emissions resulting from the generation of externally purchased electricity, heating or steam.</u></p>	<p>I. The listed companies shall assess the potential risks and opportunities that climate change may present to enterprises and to adopt climate related measures, including but not limited to issues related to climate. The paragraph 1 of this provision is hereby amended.</p> <p>II. Indirect greenhouse gas emissions include but not limited to emissions from the generation of electricity. The paragraph 2 of sub-paragraph 2 of this Article is hereby amended.</p> <p>III. To reduce greenhouse gas emissions, enterprises are advised of including other indirect greenhouse gas emissions listed in point 3. The sub-paragraph 3 of</p>

Article No.	Amended	Article No.	Current	Description
	<p>The Company <u>shall 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.</u> The Company's carbon reduction strategies should include obtaining credits and be promoted according to minimize the impact of its business operations on climate change.</p>		<p>The Company <u>shall pay attention to the impact of climate change on operating activities and establish policies for energy conservation, carbon and greenhouse gas reduction in line with operating status and greenhouse gas inventory.</u> The Company's carbon reduction strategies should include obtaining credits and be promoted according to minimize the impact of their business operations on climate change.</p>	<p>paragraph 2 of this Article is hereby amended.</p>
Article 20	<p>The Company shall provide safe and healthful work environments for employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and <u>to prevent occupational accidents.</u></p> <p>The Company shall organize training on safety and health for employees on a regular basis.</p>	Article 20	<p>The Company shall provide safe and healthful work environment for employees, including necessary health and first-aid facilities and reduce dangerous factors to employee's safety and health, and <u>organize training on safety and health.</u></p> <p>The Company shall organize training on safety and health for employees on a regular basis.</p>	<p>The prevention of occupational accidents is specified as employee guarantee. This provision is hereby amended.</p>
Article 21	<p>The Company shall create an environment conducive to the development of employees' careers and establish effective</p>	Article 21	<p>The Company shall create an environment conducive to the development of employees' careers and establish effective</p>	<p>This provision is amended according to regulations and the Company's actual employee benefit policy.</p>

Article No.	Amended	Article No.	Current	Description
	<p>training programs to foster career skills.</p> <p>The Company shall establish and implement <u>reasonable employee welfare measures (including remuneration, leave and other welfare etc.)</u> 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.</p>		<p>training programs to foster career skills.</p> <p>The Company shall 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.</p>	
Article 24	<p>The Company shall ensure the quality of its products and services by following the laws and regulations of the government and relevant standards of its industries. The Company shall follow <u>relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy</u> involved in and marketing and labeling of, its 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.</p>	Article 24	<p>The Company shall ensure the quality of its products and services by following the laws and regulations of the government and relevant standards of its industries. The Company shall follow relevant laws, regulations and international guidelines in regard to marketing and labeling of, its 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.</p>	<p>This provision is amended in accordance with regulations and the Company's health and safety, customer privacy policies.</p>
Article 25	The Company shall	Article 25	The Company shall	This provision is

Article No.	Amended	Article No.	Current	Description
	<p>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 shall provide a clear and effective procedure for <u>accepting consumer complaints to fairly and promptly handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act</u> for respecting consumers' rights of privacy and shall protect <u>personal data provided by consumers.</u></p>		<p>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 shall provide a clear and effective procedure for accepting consumer complaints to fairly and promptly handle consumer complaints, shall comply with laws and regulations for respecting consumers' rights of privacy and shall protect personal data provided by consumers.</p>	<p>amended in accordance with regulations and consumer/personal data protection regulations that are actually followed by the Company.</p>
Article 26	<p><u>The Company shall assess the impact its procurement on society as well as the environment of the community that it is procuring from and shall cooperate with its suppliers to jointly implement the corporate social responsibility initiative.</u> <u>The Company shall establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights.</u> <u>Prior to engaging in</u></p>		<p>(This provision is newly added)</p>	<p>This provision is newly added in accordance with the Company's actual operation and expanding corporate sustainable responsible to supplier management.</p>

Article No.	Amended	Article No.	Current	Description
	<p><u>commercial dealings, the Company shall 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. The Company shall enter into a contract with any of its major suppliers, the content should include terms stipulating mutual compliance with rules and that the contract may be terminated or rescinded anytime 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.</u></p>			
Article <u>27</u>	<p>The Company shall evaluate the impact of its business operations on the community and adequately employ personnel from the location of the business operations to enhance community acceptance. The Company, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc.,</p>	Article <u>26</u>	<p>The Company shall evaluate the impact of its business operations on the community and adequately employ personnel from the location of the business operations to enhance community acceptance. The Company, through equity investment, commercial activities, <u>endowments</u>, volunteering service or other charitable professional services etc.,</p>	<p>Texts are amended to align with laws and regulations.</p>

Article No.	Amended	Article No.	Current	Description
	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.		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.	
Chapter 5	Enhance disclosure of <u>sustainable development information</u>	Chapter 5	Enhance disclosure of <u>corporate social responsibility information</u> .	Name of Chapter 5 is changed in corporation with the amendment to Article 4(4).
Article <u>28</u>	The Company shall disclose information according to relevant laws/regulations and the Corporate Governance Best Practice Principles of the Company and fully disclose relevant and reliable information relating to its <u>sustainable development initiatives</u> to improve information transparency. Relevant information relating to <u>sustainable development</u> which the Company shall disclose includes: I. The policy, systems or relevant management guidelines and concrete promotion plans for <u>sustainable development initiatives</u> , as resolved by	Article <u>27</u>	The Company shall disclose information according to relevant laws/regulations and the Corporate Governance Best Practice Principles of the Company and fully disclose relevant and reliable information relating to its <u>corporate social responsibility initiatives</u> to improve information transparency. Relevant information relating to <u>corporate social responsibility</u> which the Company shall disclose includes: I. The policy, systems or relevant management guidelines and concrete promotion plans for <u>corporate social responsibility initiatives</u> ,	This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.

Article No.	Amended	Article No.	Current	Description
	<p>the board of directors.</p> <p>II. 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.</p> <p>III. Goals and measures for realizing the <u>sustainable development</u> initiatives established by <u>the companies</u>, and performance in implementation.</p> <p>IV. Major stakeholders and their concerns.</p> <p>V. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.</p> <p>VI. Other information relating to <u>sustainable development</u> initiatives.</p>		<p>as resolved by the board of directors.</p> <p>II. 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.</p> <p>III. Goals and measures for realizing the <u>corporate social responsibility</u> initiatives established by <u>the companies</u>, and performance in implementation.</p> <p>IV. Major stakeholders and their concerns.</p> <p>V. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.</p> <p>VI. Other information related to <u>corporate social responsibility</u>.</p>	
Article <u>29</u>	<p>The Company shall adopt internationally widely recognized standards or guidelines when producing <u>sustainable development</u> reports, to disclose the status of its implementation of the <u>sustainable development</u> policy. The Company shall obtain a third-party assurance or verification</p>	Article <u>28</u>	<p>The Company shall adopt internationally widely recognized standards or guidelines when producing <u>corporate social responsibility</u> reports, to disclose the status of its implementation of the <u>corporate social responsibility</u> policy. The Company shall obtain a</p>	<p>In line with the specific measures for Corporate Governance 3.0-Sustainable Development Roadmap, the listed companies rename their Corporate Social Responsibility Report to</p>

Article No.	Amended	Article No.	Current	Description
	<p>for reports to enhance the reliability of the information in the reports. The reports shall include:</p> <p>I. The policy, systems or relevant management guidelines and concrete promotion plans for implementing <u>sustainable development</u> initiatives.</p> <p>II. Major stakeholders and their concerns.</p> <p>III. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.</p> <p>IV. Future improvements and goals.</p>		<p>third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports shall include: I. The policy, systems or relevant management guidelines and concrete promotion plans for implementing <u>corporate social responsibility</u> policy.</p> <p>II. Major stakeholders and their concerns.</p> <p>III. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.</p> <p>IV. Future improvements and goals.</p>	<p>Sustainable Development Report. Also, these Principles change the name. The Company expands its corporate social responsibility to sustainable development. The introductory text and sub-paragraph 1 of this Article are hereby amended.</p>
Article <u>30</u>	<p>The Company shall at all times monitor the development of domestic and foreign <u>sustainable development</u> standards and the change of business environment so as to examine and improve their established <u>sustainable development</u> framework, and to obtain better results from the implementation of the <u>sustainable development</u>.</p>	Article <u>29</u>	<p>The Company shall at all times monitor the development of domestic and foreign <u>corporate social responsibility</u> standards and the change of business environment so as to examine and improve their established <u>corporate social responsibility</u> framework, and to obtain better results from the implementation of the <u>corporate social responsibility</u>.</p>	<p>This Article is amended in support of the name change of the principles and expanding the concept of corporate social responsibility to sustainable development on which the Company emphasizes.</p>

Attachment 3

(Consolidated financial statements)

Independent Auditors' Review Report

Taiming Assurance Broker Co., Ltd.,

Audit Opinion

We have reviewed the consolidated balance sheets of Taiming Assurance Broker Co., Ltd. (the "Company") and its subsidiaries (collectively, the "Group") for the years ended December 31, 2021 and 2020 and the relevant consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes, including a summary of significant accounting policies "(collectively referred to as the financial statements)".

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020 and for the years then ended, and its consolidated financial performance and its consolidated cash flows for the years then ended in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the "IFRSs") endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

Basis for Audit Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibility under those standards is further described in the section of "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements". We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that we have acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

Key Audit Matters

Key audit matters refer to the most vital matters in our audit of the consolidated financial statements of the Group for the year ended December 31, 2021 based on our professional judgment. These matters were addressed in our audit of the consolidated financial statements as a whole, and in forming our audit opinion. We do not express a separate opinion on these matters.

Key audit matters of the consolidated financial statements of the Group for the year ended December 31, 2021 are stated as follows:

Income recognition

Key audit matters

The Group operating revenue for 2021 totaled NT\$812,570 thousand, in which, NT463,464 thousand were commissions for the first-year premium and renewed annual premium from the top 10 insurance companies, accounting for 57% of the total revenue.

After identifying the performance obligations of contracts with the customers, the Group decides relevant transaction prices and allocates the transaction prices to the performance obligations, and recognizes revenue when performance obligations are met. The transaction prices of the relevant contracts are calculated using the information system based on calculation factors, such as the premium of the brokerage insurance products and the commission rate agreed with insurance companies. Therefore, the correctness and authenticity of the calculation of the commission revenue from the first-year premium and renewed annual premium from the top ten insurance companies recognized are listed as the key audit matters.

The accounting policy on commission revenue recognition is shown in Note 4.

Audit procedures

1. Identify the relevant internal control mechanism built by the management for correct calculation of commission revenue and observe how it operates.
2. Obtain the commission details of the life insurance and group insurance policies of the top ten insurance companies from the policy information system to confirm the completeness of the data, select samples, and verify them with the statement details provided by these insurance companies or recalculate to check whether they are consistent with the commissions that include the transaction prices received.
3. Review the calculation table of the transaction prices allocated to each performance obligation and check if the allocation method and logic are consistent.

Other matter

The Company has also compiled Standalone Financial Statements for the years ended December 31, 2021 and 2020, and they have also received our unqualified audit opinion for your reference.

Responsibilities of the management and governance bodies for the consolidated financial statements

It is the management's responsibility to fairly present the Consolidated Financial Statements in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers," as well as 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, and to maintain internal controls which are necessary for the preparation of the Consolidated Financial Statements so as to avoid material misstatements due to fraud or errors therein.

In preparing the consolidated financial statements, the management is responsible for assessing the ability of the Group in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting unless the management intends to liquidate the Company or cease the operations without other viable alternatives.

The governance bodies of the Group (including the Audit Committee) are responsible for supervising the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance on whether the consolidated financial statements as a whole are free from material misstatement arising from fraud or error, and to issue an independent auditors' report. Reasonable assurance is a high-level assurance but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatement may arise from frauds or errors. If the amounts of misstatements, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the consolidated financial statements, they are considered material.

We have utilized our professional judgment and maintained professional doubt when performing the audit work in accordance with the auditing standards generally accepted in the Republic of China. We also performed the following tasks:

1. Identify and assess the risks of material misstatement arising from fraud or error within the consolidated financial statements; design and execute countermeasures in response to said risks, and obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Understand the internal control related to the audit in order to design appropriate audit procedures under the circumstances, while not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and relevant disclosures made by the management.
4. Conclude on the appropriateness of the management's adoption of the going concern basis of accounting based on the audit evidence obtained and whether a material uncertainty exists for events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we shall remind

users of the consolidated financial statements to pay attention to relevant disclosures in said statements within our audit report. If such disclosures are inadequate, we need to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the consolidated financial statements (including relevant notes), and whether the consolidated financial statements adequately present the relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence concerning the financial information of entities within the Company, to express an opinion on the consolidated financial statements. We are responsible for guiding, supervising, and performing the audit and forming an audit opinion on the Group. We are responsible for the guidance, supervision, and implementation of the Group's audit and for forming the audit opinion of the Group.

The matters communicated between us and the governance bodies include the planned scope and times of the audit and significant audit findings (including any significant deficiencies in internal control identified during the audit).

We also provided governance bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence, and communicated with them all relationships and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

From the matters communicated with the governance bodies, we determined the key audit matters for the audit of the Group's consolidated financial statements for the year ended December 31, 2021. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

Deloitte & Touche

CPA

Wang-Sheng Lin

CPA

Wun-Ya Syu

Financial Supervisory Commission

Approval Document No.

FSC Letter Jin-Guan-Zheng-Shen No.

1060023872

Securities and Futures Bureau Approval

Document No.

Tai-Cai-Zheng-Liu No. 0920123784

March 7, 2022

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail. Also, as stated in Note X to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

Taiming Assurance Broker Co., Ltd. and Its Subsidiaries

Consolidated Balance Sheets

December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

Code	Assets	December 31, 2021		December 31, 2020	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 85,354	11	\$ 94,490	12
1110	Financial assets at fair value through profit or loss - current (Notes 4 and 7)	137,800	18	114,601	14
1120	Financial assets at fair value through other comprehensive income-current (Notes 4 and 8)	42,456	5	38,979	5
1140	Contract assets - current (Notes 4 and 18)	43,481	6	57,756	7
1170	Notes and accounts receivable (Notes 4, 9, and 26)	91,172	12	115,581	15
1200	Other receivables	961	-	951	-
1470	Other current assets	3,210	-	2,319	-
11XX	Total current assets	<u>404,434</u>	<u>52</u>	<u>424,677</u>	<u>53</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income -non-current (Notes 4 and 8)	131,606	17	113,230	14
1550	Investments accounted for using equity method (Notes 4 and 10)	2,901	-	4,042	1
1560	Contract assets - non-current (Notes 4, and 18)	15,879	2	22,514	3
1600	Property and equipment (Notes 4 and 11)	49,449	6	51,638	7
1755	Right-of-use asset assets (Notes 4, 12, and 26)	20,125	3	33,851	4
1760	Investment property (Notes 4 and 13)	67,216	9	67,580	8
1805	Goodwill (Notes 4 and 24)	68,537	9	68,537	9
1840	Deferred income tax assets (Notes 4 and 21)	2,075	-	2,096	-
1920	Guarantee deposits paid (Note 26)	9,942	1	10,183	1
1990	Other non-current assets (Notes 4 and 16)	3,315	1	2,337	-
15XX	Total non-current assets	<u>371,045</u>	<u>48</u>	<u>376,008</u>	<u>47</u>
1XXX	Total assets	<u>\$ 775,479</u>	<u>100</u>	<u>\$ 800,685</u>	<u>100</u>
	Liabilities and Equity				
	Current liabilities				
2150	Notes payable	\$ -	-	\$ 237	-
2200	Other payables (Note 14)	133,110	17	153,625	19
2230	Current income tax liabilities (Notes 4 and 21)	7,021	1	11,102	1
2280	Lease liabilities - current (Notes 4, 12, and 26)	11,254	2	19,644	3
2399	Other current liabilities	8,705	1	8,477	1
21XX	Total current liabilities	<u>160,090</u>	<u>21</u>	<u>193,085</u>	<u>24</u>
	Non-current liabilities				
2550	Provisions – non-current (Notes 4 and 15)	10,152	1	10,394	1
2570	Deferred income tax liabilities (Notes 4 and 21)	125	-	109	-
2580	Lease liabilities - non-current (Notes 4, 12, and 26)	9,141	1	14,648	2
2610	Long-term payables (Note 14)	23,599	3	29,125	4
2645	Guarantee deposit received	508	-	508	-
2650	Credit balance of investments under equity method (Note 10)	2,848	1	287	-
25XX	Total non-current liabilities	<u>46,373</u>	<u>6</u>	<u>55,071</u>	<u>7</u>
2XXX	Total liabilities	<u>206,463</u>	<u>27</u>	<u>248,156</u>	<u>31</u>
	Equity attributable to owners of parent (Notes 4 and 17)				
3110	Share capital of ordinary shares	250,243	32	250,243	31
3200	Capital surplus	92,500	12	92,500	12
	Retained earnings				
3310	Legal reserve	112,716	14	104,041	13
3320	Special reserve	5,493	1	10,094	1
3350	Undistributed earnings	91,706	12	101,144	13
3300	Total retained earnings	209,915	27	215,279	27
3400	Other equity interests	16,358	2	(5,493)	(1)
31XX	Total equity attributable to owners of the parent	<u>569,016</u>	<u>73</u>	<u>552,529</u>	<u>69</u>
3XXX	Total equity	<u>569,016</u>	<u>73</u>	<u>552,529</u>	<u>69</u>
	Total liabilities and equity	<u>\$ 775,479</u>	<u>100</u>	<u>\$ 800,685</u>	<u>100</u>

The accompanying notes are a part of the Consolidated Financial Statements.

Chairman of the Board: Cheng-Chin Lee

Manager: Yang-Kuo Chen

Accounting Manager: Hsin-Yi Wen

Taiming Assurance Broker Co., Ltd. and Its Subsidiaries

Consolidated Statements of Comprehensive Income

For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

However, the unit of earnings per share is in New Taiwan Dollars

Code		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 18, and 26)	\$ 812,570	100	\$ 914,530	100
5000	Operating cost (Notes 19 and 26)	<u>636,168</u>	<u>79</u>	<u>715,869</u>	<u>78</u>
5950	Gross profit	<u>176,402</u>	<u>21</u>	<u>198,661</u>	<u>22</u>
	Operating expenses (Notes 19 and 26)				
6100	Selling and marketing expenses	2,812	-	8,355	1
6200	Administrative expense	<u>88,434</u>	<u>11</u>	<u>87,171</u>	<u>10</u>
6000	Total operating expenses	<u>91,246</u>	<u>11</u>	<u>95,526</u>	<u>11</u>
6900	Net operating profit	<u>85,156</u>	<u>10</u>	<u>103,135</u>	<u>11</u>
	Non-operating income and expenses				
7010	Other income (Note 19)	8,280	1	7,351	1
7020	Other gains and losses (Note 19)	3,270	-	3,206	-
7050	Finance costs	(413)	-	(643)	-
7060	Share of profit (loss) of associates and joint ventures accounted for under equity method	(<u>3,700</u>)	<u>-</u>	(<u>4,074</u>)	<u>-</u>
7000	Total non-operating income and expenses	<u>7,437</u>	<u>1</u>	<u>5,840</u>	<u>1</u>
7900	Net income before tax	92,593	11	108,975	12
7950	Income tax expenses (Notes 4 and 21)	<u>17,917</u>	<u>2</u>	<u>22,131</u>	<u>2</u>
8200	Net profit for the year	<u>74,676</u>	<u>9</u>	<u>86,844</u>	<u>10</u>
	Other comprehensive income				

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Code		2021		2020	
		Amount	%	Amount	%
8310	Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans	48	-	(\$ 115)	-
8316	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	21,853	3	4,546	-
8349	Income tax relating to items that are not reclassified	(10)	-	23	-
		<u>21,891</u>	<u>3</u>	<u>4,454</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of the financial statements of foreign operation	(2)	-	55	-
		<u>(2)</u>	<u>-</u>	<u>55</u>	<u>-</u>
8300	Other comprehensive income (net, after tax)	<u>21,889</u>	<u>3</u>	<u>4,509</u>	<u>-</u>
8500	Total comprehensive income for the year	<u>\$ 96,565</u>	<u>12</u>	<u>\$ 91,353</u>	<u>10</u>
	Net profit attributable to:				
8610	Owners of the company	\$ 74,676	9	\$ 86,844	10
8620	Non-controlling interests	-	-	-	-
8600		<u>\$ 74,676</u>	<u>9</u>	<u>\$ 86,844</u>	<u>10</u>
	Total comprehensive income attributable to:				
8710	Owners of the company	\$ 96,565	12	\$ 91,353	10
8720	Non-controlling interests	-	-	-	-
8700		<u>\$ 96,565</u>	<u>12</u>	<u>\$ 91,353</u>	<u>10</u>
	Earnings per share (Note 22)				
9750	Basic	<u>\$ 2.98</u>		<u>\$ 3.47</u>	
9850	Diluted	<u>\$ 2.98</u>		<u>\$ 3.46</u>	

The accompanying notes are a part of the Consolidated Financial Statements.

Taiming Assurance Broker Co., Ltd. and Its Subsidiaries
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

Code		Equity attributable to owners of the parent					Other equity items		Total equity
		Share capital of ordinary shares	Capital surplus	Retained earnings		Undistributed earnings	Exchange differences on translation of the financial statements of foreign operation	Unrealized gains (losses) on equity instruments at FVTOCI	
				Legal reserve	Special reserve				
A1	Balance as of January 1, 2020	\$ 250,243	\$ 92,500	\$ 96,629	\$ 31,921	\$ 75,050	(\$ 201)	(\$ 9,893)	\$ 536,249
	Appropriations and distribution of 2019 earnings								
B1	Appropriated as legal reserve	-	-	7,412	-	(7,412)	-	-	-
B3	Appropriated as special reserve	-	-	-	(21,827)	21,827	-	-	-
B5	Cash dividend attributable to shareholders	-	-	-	-	(75,073)	-	-	(75,073)
D1	2020 net income	-	-	-	-	86,844	-	-	86,844
D3	2020 other comprehensive Income (loss) after tax	-	-	-	-	(92)	55	4,546	4,509
D5	Total comprehensive income (loss) for 2020	-	-	-	-	86,752	55	4,546	91,353
Z1	Balance as of December 31, 2020	250,243	92,500	104,041	10,094	101,144	(146)	(5,347)	552,529
	Appropriations and distribution of 2020 earnings								
B1	Legal reserve	-	-	8,675	-	(8,675)	-	-	-
B3	Appropriated as special reserve	-	-	-	(4,601)	4,601	-	-	-
B5	Cash dividend	-	-	-	-	(80,078)	-	-	(80,078)
D1	2021 net income	-	-	-	-	74,676	-	-	74,676
D3	2021 Other comprehensive Income (loss) after tax	-	-	-	-	38	(2)	21,853	21,889
D5	Total comprehensive income (loss) for 2021	-	-	-	-	74,714	(2)	21,853	96,565
Z1	Balance as of December 31, 2021	\$ 250,243	\$ 92,500	\$ 112,716	\$ 5,493	\$ 91,706	(\$ 148)	\$ 16,506	\$ 569,016

The accompanying notes are a part of the Consolidated Financial Statements.

Taiming Assurance Broker Co., Ltd. and Its Subsidiaries

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

Code		2021	2020
	Cash flows from operating activities		
A10000	Net income before tax for the year	\$ 92,593	\$ 108,975
A20010	Income and expenses		
A20100	Depreciation expenses	27,787	28,403
A20200	Amortization expenses	1,211	484
A20300	Loss on (gain on reversal of) bad debts	134	(233)
A20400	Net gain on financial assets at fair value through profit or loss	(3,223)	(3,221)
A20900	Finance costs	413	643
A21200	Interest income	(2,168)	(2,336)
A21300	Dividend income	(4,159)	(2,866)
A22300	Share of profit or loss of the associates and joint ventures using equity method	3,700	4,074
A29900	Profit (loss) of lease modification	(6)	(111)
A29900	Other income	(2)	(13)
A30000	Net changes in operating assets and liabilities		
A31125	Contract assets	20,910	(8,724)
A31150	Notes receivable and accounts receivable	24,409	21,497
A31180	Other receivables	738	1,297
A31220	Prepaid pension cost	(95)	(99)
A31240	Other current assets	(891)	(564)
A32130	Notes payable	(237)	207
A32180	Other receivables	(26,041)	(8,395)
A32200	Provisions	(242)	(298)
A32230	Other current liabilities	<u>228</u>	<u>(3,009)</u>
A33000	Cash inflows from operations	135,059	135,711
A33500	Income tax paid	<u>(21,971)</u>	<u>(18,917)</u>
AAAA	Net cash inflows from operating activities	<u>113,088</u>	<u>116,794</u>

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Code		2021	2020
	Cash flows from investing activities		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(\$ 734)
B00100	Acquisition of financial assets at fair value through profit or loss	(65,000)	(30,000)
B00200	Disposal of financial assets at fair value through profit or loss	45,024	28,967
B01800	Acquisition of investment using equity method	-	(5,291)
B02700	Acquisition of property and equipment	(3,898)	(5,617)
B03700	Decrease (increase) in guarantee deposits paid	241	(21)
B06700	Increase in other non-current assets	(2,046)	(1,779)
B07500	Interest received	1,286	1,391
B07600	Dividends received	<u>4,159</u>	<u>2,866</u>
BBBB	Net cash outflow from investing activities	(<u>20,234</u>)	(<u>10,218</u>)
	Cash flows from financing activities		
C03100	Decrease in guarantee deposits received	-	2
C04020	Repayment of the principal portion of lease liabilities	(21,912)	(22,167)
C04500	Cash dividends issued	(<u>80,078</u>)	(<u>75,073</u>)
CCCC	Net cash outflow from financing activities	(<u>101,990</u>)	(<u>97,238</u>)
EEEE	Net (decrease) increase in cash and cash equivalents	(9,136)	9,338
E00100	Balance of cash and cash equivalents, at beginning of year	<u>94,490</u>	<u>85,152</u>
E00200	Balance of cash and cash equivalents at end of year	<u>\$ 85,354</u>	<u>\$ 94,490</u>

The accompanying notes are a part of the Consolidated Financial Statements.

(Parent Company Only Financial Statement)

Independent Auditors' Review Report

Taiming Assurance Broker Co., Ltd.,

Audit Opinion

We have reviewed the parent company only balance sheets of Taiming Assurance Broker Co., Ltd. (the "Company") for the years ended December 31, 2021 and 2020 and the relevant parent company only statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes, including a summary of significant accounting policies "(collectively referred to as the financial statements)".

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

Basis for Audit Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibility under those standards is further described in the section of "Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements". We are independent of the Company 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 we have acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

Key Audit Matters

Key audit matters refer to the most vital matters in our audit of the parent company only financial statements of the Company for the year ended December 31, 2021 based on our professional judgment. These matters were addressed in our audit of the parent company only financial statements as a whole, and in forming our audit opinion. We do not express a separate opinion on these matters.

Key audit matters of the parent company only financial statements of the Company for the year ended December 31, 2021 are stated as follows

Income recognition

Key audit matters

The Company's operating revenue for 2021 totaled NT\$595,382 thousand, in which, NT\$315,186 thousand were commissions for the first-year premium and renewed annual premium from the top 10 insurance companies, accounting for 53% of the total revenue.

After identifying the performance obligations of contracts with the customers, the Company decides relevant transaction prices and allocates the transaction prices to the performance obligations, and recognizes revenue when performance obligations are met. The transaction prices of the relevant contracts are calculated using the information system based on calculation factors, such as the premium of the brokerage insurance products and the commission rate agreed with insurance companies. Therefore, the correctness and authenticity of the calculation of the commission revenue from the first-year premium and renewed annual premium from the top ten insurance companies recognized are listed as the key audit matters.

The accounting policy on commission revenue recognition is shown in Note 4.

Audit procedures

1. Identify the relevant internal control mechanism built by the management for correct calculation of commission revenue and observe how it operates.
2. Obtain the commission details of the life insurance and group insurance policies of the top ten insurance companies from the policy information system to confirm the completeness of the data, select samples, and verify them with the statement details provided by these insurance companies or recalculate to check whether they are consistent with the commissions received.
3. Review the calculation table of the transaction prices allocated to each performance obligation and check if the allocation method and logic are consistent.

Responsibilities of the management and governance bodies for the parent company only financial statements

The responsibilities of the management are to prepare the parent company only financial statements with fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and to maintain necessary internal control associated with the preparation in order to ensure that the financial statements are free from material misstatement arising from fraud or error.

In preparing the parent company only financial statements, the management is responsible for assessing the ability of the Company in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting unless the management intends to liquidate the Company or cease the operations without other viable alternatives.

The governance bodies of the Company (including the Audit Committee) are responsible for supervising the financial reporting process.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance on whether the parent company only financial statements as a whole are free from material misstatement arising from fraud or error, and to issue an independent auditors' report. Reasonable assurance is a high-level assurance but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatement may arise from frauds or errors. If the amounts of misstatements, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the parent company only financial statements, they are considered material.

We have utilized our professional judgment and maintained professional doubt when performing the audit work in accordance with the auditing standards generally accepted in the Republic of China. We also performed the following tasks:

1. Identify and assess the risks of material misstatement arising from fraud or error within the parent company only financial statements; design and execute countermeasures in response to said risks, and obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Understand the internal control related to the audit in order to design appropriate audit procedures under the circumstances, while not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and relevant disclosures made by the management.
4. Conclude on the appropriateness of the management's adoption of the going concern basis of accounting based on the audit evidence obtained and whether a material uncertainty exists for events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we shall remind

users of the parent company only financial statements to pay attention to relevant disclosures in said statements within our audit report. If such disclosures are inadequate, we need to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements adequately present the relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence concerning the financial information of entities within the Company, to express an opinion on the parent company only financial statements. We are responsible for guiding, supervising, and performing the audit and forming an audit opinion on the Company.

The matters communicated between us and the governance bodies include the planned scope and times of the audit and significant audit findings (including any significant deficiencies in internal control identified during the audit).

We also provided governance bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence, and communicated with them all relationships and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

From the matters communicated with the governance bodies, we determined the key audit matters for the audit of the Company's parent company only financial statements for the year ended December 31, 2021. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

Deloitte & Touche

CPA Wang-Sheng Lin
Financial Supervisory Commission
Approval Document No.
FSC Letter Jin-Guan-Zheng-Shen No.
1060023872

CPA Wun-Ya Syu
Securities and Futures Bureau Approval
Document No.
Tai-Cai-Zheng-Liu No.
0920123784

March 7, 2022

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail. Also, as stated in Note X to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

Taiming Assurance Broker Co., Ltd.
Parent Company Only Balance Sheets
December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

Code	Assets	December 31, 2021		December 31, 2020	
		Amount	%	Amount	%
Current assets					
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 46,707	6	\$ 58,761	8
1110	Financial assets at fair value through profit or loss - current (Notes 4 and 7)	137,800	19	114,601	16
1120	Financial assets at fair value through other comprehensive income-current (Notes 4 and 8)	42,456	6	38,979	5
1140	Contract assets - current (Notes 4 and 18)	36,834	5	45,908	6
1170	Notes and accounts receivable (Notes 4, 9, and 24)	68,787	9	87,887	12
1200	Other receivables	1,185	-	1,238	-
1470	Other current assets	2,719	1	1,817	-
11XX	Total current assets	<u>336,488</u>	<u>46</u>	<u>349,191</u>	<u>47</u>
Non-current assets					
1517	Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	131,606	18	113,230	15
1550	Investments accounted for using equity method (Notes 4 and 10)	119,045	16	119,715	16
1560	Contract assets - non-current (Notes 4, and 18)	14,282	2	18,976	3
1600	Property and equipment (Notes 4 and 11)	46,567	6	47,062	6
1755	Right-of-use assets (Notes 4 and 12)	12,914	2	25,208	3
1760	Investment property (Notes 4 and 13)	67,216	9	67,580	9
1840	Deferred income tax assets (Notes 4 and 20)	2,071	-	2,093	-
1920	Guarantee deposits paid	5,814	1	5,861	1
1990	Other non-current assets (Notes 4 and 16)	3,062	-	1,849	-
15XX	Total non-current assets	<u>402,577</u>	<u>54</u>	<u>401,574</u>	<u>53</u>
1XXX	Total assets	<u>\$ 739,065</u>	<u>100</u>	<u>\$ 750,765</u>	<u>100</u>
Liabilities and Equity					
Current liabilities					
2150	Notes payable	\$ -	-	\$ 237	-
2220	Other payables (Note 14)	108,359	14	120,595	16
2230	Current income tax liabilities (Notes 4 and 20)	5,406	1	7,417	1
2280	Lease liabilities – current (Notes 4 and 12)	7,515	1	14,613	2
2399	Other current liabilities	7,462	1	7,266	1
21XX	Total current liabilities	<u>128,742</u>	<u>17</u>	<u>150,128</u>	<u>20</u>
Non-current liabilities					
2550	Provisions – non-current (Notes 4 and 15)	10,152	1	10,394	1
2570	Deferred income tax liabilities (Notes 4 and 20)	125	-	109	-
2580	Lease liabilities – non-current (Notes 4 and 12)	5,598	1	10,944	2
2610	Long-term payables (Note 14)	22,076	3	25,866	3
2645	Guarantee deposit received	508	-	508	-
2650	Credit balance of investments under equity method (Note 10)	2,848	1	287	-
25XX	Total non-current liabilities	<u>41,307</u>	<u>6</u>	<u>48,108</u>	<u>6</u>
2XXX	Total liabilities	<u>170,049</u>	<u>23</u>	<u>198,236</u>	<u>26</u>
Equity (Notes 4 and 17)					
3110	Share capital of ordinary shares	250,243	34	250,243	34
3200	Capital surplus	92,500	13	92,500	12
Retained earnings					
3310	Legal reserve	112,716	15	104,041	14
3320	Special reserve	5,493	1	10,094	1
3350	Undistributed earnings	91,706	12	101,144	14
3300	Total retained earnings	<u>209,915</u>	<u>28</u>	<u>215,279</u>	<u>29</u>
3400	Other equity interests	16,358	2	(5,493)	(1)
3XXX	Total equity	<u>569,016</u>	<u>77</u>	<u>552,529</u>	<u>74</u>
Total liabilities and equity		<u>\$ 739,065</u>	<u>100</u>	<u>\$ 750,765</u>	<u>100</u>

The accompanying notes are a part of the Parent Company Only Financial Statements.

Taiming Assurance Broker Co., Ltd.
Parent Company Only Statements of Comprehensive Income
For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

However, the unit of earnings per share is in New Taiwan Dollars

Code		2021		2020	
		Amount	%	Amount	%
4000	Operating income (Notes 4, 18, and 24)	\$ 595,382	100	\$ 718,716	100
5000	Operating cost (Notes 19 and 24)	<u>452,156</u>	<u>76</u>	<u>559,730</u>	<u>78</u>
5950	Gross profit	<u>143,226</u>	<u>24</u>	<u>158,986</u>	<u>22</u>
	Operating expenses (Notes 19 and 24)				
6100	Selling and marketing expenses	2,812	-	8,355	1
6200	Administrative expense	<u>77,605</u>	<u>13</u>	<u>76,052</u>	<u>11</u>
6000	Total operating expenses	<u>80,417</u>	<u>13</u>	<u>84,407</u>	<u>12</u>
6900	Net operating profit	<u>62,809</u>	<u>11</u>	<u>74,579</u>	<u>10</u>
	Non-operating income and expenses				
7010	Other income (Note 19)	8,326	1	7,393	1
7020	Other gains and losses (Note 19)	3,459	1	3,475	-
7050	Finance costs	(291)	-	(496)	-
7070	Shares of profit (loss) of subsidiaries, associates, and joint ventures accounted for using the equity method	<u>13,871</u>	<u>2</u>	<u>18,402</u>	<u>3</u>
7000	Total non-operating income and expenses	<u>25,365</u>	<u>4</u>	<u>28,774</u>	<u>4</u>
7900	Net income before tax	88,174	15	103,353	14
7950	Income tax expenses (Note 4 and 20)	<u>13,498</u>	<u>3</u>	<u>16,509</u>	<u>2</u>
8000	Net profit for the year	<u>74,676</u>	<u>12</u>	<u>86,844</u>	<u>12</u>

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Code		2021		2020	
		Amount	%	Amount	%
8310	Other comprehensive income Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans	48	-	(\$ 115)	-
8316	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	21,853	4	4,546	1
8349	Income tax relating to items that are not reclassified (Notes 4 and 20)	(10)	-	23	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of the financial statements of foreign operation	(2)	-	55	-
8300	Other comprehensive income for the year (net, after tax)	<u>21,889</u>	<u>4</u>	<u>4,509</u>	<u>1</u>
8500	Total comprehensive income for the year	<u>\$ 96,565</u>	<u>16</u>	<u>\$ 91,353</u>	<u>13</u>
	Earnings per share (Note 21)				
9750	Basic	<u>\$ 2.98</u>		<u>\$ 3.47</u>	
9850	Diluted	<u>\$ 2.98</u>		<u>\$ 3.46</u>	

The accompanying notes are a part of the Parent Company Only Financial Statements.

Taiming Assurance Broker Co., Ltd.
Parent Company Only Statements of Changes in Equity
For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

Code		Share capital of ordinary shares	Capital surplus	Retained earnings			Other equity items		Total equity
				Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of the financial statements of foreign operation	Unrealized gains (losses) on equity instruments at FVTOCI	
A1	Balance as of January 1, 2020	\$ 250,243	\$ 92,500	\$ 96,629	\$ 31,921	\$ 75,050	(\$ 201)	(\$ 9,893)	\$ 536,249
	Appropriations and distribution of 2019 earnings								
B1	Legal reserve	-	-	7,412	-	(7,412)	-	-	-
B3	Appropriated as special reserve	-	-	-	(21,827)	21,827	-	-	-
B5	Cash dividend attributable to shareholders	-	-	-	-	(75,073)	-	-	(75,073)
D1	2020 net income	-	-	-	-	86,844	-	-	86,844
D3	2020 other comprehensive Income (loss) after tax	-	-	-	-	(92)	55	4,546	4,509
D5	Total comprehensive income (loss) for 2020	-	-	-	-	86,752	55	4,546	91,353
Z1	Balance as of December 31, 2020	250,243	92,500	104,041	10,094	101,144	(146)	(5,347)	552,529
	Appropriations and distribution of 2020 earnings								
B1	Legal reserve	-	-	8,675	-	(8,675)	-	-	-
B3	Appropriated as special reserve	-	-	-	(4,601)	4,601	-	-	-
B5	Cash dividend	-	-	-	-	(80,078)	-	-	(80,078)
D1	2021 net income	-	-	-	-	74,676	-	-	74,676
D3	2021 Other comprehensive Income (loss) after tax	-	-	-	-	38	(2)	21,853	21,889
D5	Total comprehensive income (loss) for 2021	-	-	-	-	74,714	(2)	21,853	96,565
Z1	Balance as of December 31, 2021	<u>\$ 250,243</u>	<u>\$ 92,500</u>	<u>\$ 112,716</u>	<u>\$ 5,493</u>	<u>\$ 91,706</u>	<u>(\$ 148)</u>	<u>\$ 16,506</u>	<u>\$ 569,016</u>

The accompanying notes are a part of the Parent Company Only Financial Statements.

Taiming Assurance Broker Co., Ltd.
Parent Company Only Statements of Cash Flows
For the Years Ended December 31, 2021 and 2020

Unit: In Thousands of New Taiwan Dollars

<u>Code</u>		<u>2021</u>	<u>2020</u>
	Cash flows from operating activities		
A10000	Net income before tax for the year	\$ 88,174	\$ 103,353
A20010	Income and expenses		
A20100	Depreciation expenses	19,224	18,497
A20200	Amortization expenses	976	290
A20300	Loss on (gain on reversal of) bad debts	131	(125)
A20400	Net gain on financial assets at fair value through profit or loss	(3,223)	(3,221)
A20900	Finance costs	291	482
A21200	Interest income	(2,154)	(2,318)
A21300	Dividend income	(4,159)	(2,866)
A22300	Share of profit or loss of associates and joint ventures using equity method	(13,871)	(18,402)
A29900	Profit (loss) of lease modification	(2)	(111)
A29900	Other income	(2)	-
A30000	Net changes in operating assets and liabilities		
A31125	Contract assets	13,768	(5,959)
A31150	Notes receivable and accounts receivable	19,100	13,522
A31180	Other receivables	804	902
A31220	Prepaid pension cost	(95)	(99)
A31230	Prepayments	(902)	(412)
A31240	Other current assets	-	1
A31250	Other non-current assets	(2,046)	(1,351)
A32130	Notes payable	(237)	207
A32180	Other Payables	(16,026)	(4,644)
A32200	Provisions	(242)	(298)
A32230	Other current liabilities	196	(2,761)
A33000	Cash inflows from operations	99,705	94,687
A33500	Income tax paid	(15,481)	(15,094)
AAAA	Net cash inflows from operating activities	<u>84,224</u>	<u>79,593</u>

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Code		2021	2020
	Cash flows from investing activities		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(\$ 734)
B00100	Acquisition of financial assets at fair value through profit or loss	(65,000)	(30,000)
B00200	Disposal of financial assets at fair value through profit or loss	45,024	28,967
B01800	Acquisition of associates	-	(5,291)
B02700	Acquisition of property and equipment	(3,230)	(5,514)
B03700	Decrease (increase) in guarantee deposits paid	47	(21)
B07500	Interest received	1,272	1,373
B07600	Dividends received	<u>21,259</u>	<u>25,606</u>
BBBB	Net cash (outflow) inflow from investing activities	(<u>628</u>)	<u>14,386</u>
	Cash flows from financing activities		
C03000	Increase in guarantee deposits received	-	2
C04020	Repayment of the principal portion of lease liabilities	(15,572)	(15,340)
C04500	Cash dividends issued	(<u>80,078</u>)	(<u>75,073</u>)
CCCC	Net cash outflow from financing activities	(<u>95,650</u>)	(<u>90,411</u>)
EEEE	Net (decrease) increase in cash and cash equivalents	(12,054)	3,568
E00100	Balance of cash and cash equivalents, at beginning of year	<u>58,761</u>	<u>55,193</u>
E00200	Balance of cash and cash equivalents at end of year	<u>\$ 46,707</u>	<u>\$ 58,761</u>

The accompanying notes are a part of the Parent Company Only Financial Statements.

Attachment 4

Taiming Assurance Broker Co., Ltd.

Table of Distribution of Profits

For the Year 2021

Unit: NT\$

Item	Amount	
	Subtotal	Total
Beginning balance of retained earnings		16,993,144
Net income after tax	74,676,270	
Remeasurement of defined benefit plan recognized in the retained earnings	38,072	
The net income after tax for the year and other profit items other than said net income are included in this year's undistributed earnings.		74,714,342
Legal reserve appropriated (10%)		(7,471,434)
Reversal of special reserve appropriated by law		5,492,227
Retained earnings available for distribution for this period		89,728,279
Distributable item:		
Cash dividend (NT\$3 per share)		(75,072,909)
Undistributed earnings at the end of the period		14,655,370

Notes:

1. Priority is given to the distribution of earnings for 2021, followed by the earnings for 2020 or before.
2. The cash dividends are calculated up to NT\$ 1. Decimal points are rounded down and the uncounted shares in fractions of NT\$ 1 is recognized in "other income".
3. Two percent of the total amount is allocated as employee bonuses and distributed in cash in the amount NT\$1,836,967.
Two percent of the total amount is allocated as bonuses to Directors and distributed in cash in the amount NT\$1,836,967.
4. The distribution of dividends of the Company is calculated based on the total number of 25,024,303 shares outstanding.
5. If the number of outstanding shares is affected by the subsequent buyback of shares of the Company, equity conversion, or other reasons, resulting in the change of the shareholder dividend ratio and the need for correction, a proposal shall be submitted to the shareholders' meeting for full authorization of the Chairman of the Board to handle said matter.

Chairman:
Cheng-Chin Li

Manager:
Yang-Kuo Chen

Accounting Manager:
Hsin-Yi Wen

Attachment 5

Taiming Assurance Broker Co., Ltd. Corporate Charter Comparison table of the amended provisions

Article No.	Amended	Current	Description
Article 8	<p>Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months after the end of a fiscal year, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The convening notice of the shareholders' meeting can be done electronically with the consent of the counterparts. For shareholders holding fewer than one thousand registered shares, the notice in the preceding paragraph may be done through announcement.</p> <p><u>Shareholders' meeting of the Company may be held via video conference, or other means announced by the central competent authority.</u></p>	<p>Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months after the end of a fiscal year, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The convening notice of the shareholders' meeting can be done electronically with the consent of the counterparts. For shareholders holding fewer than one thousand registered shares, the notice in the preceding paragraph may be done through announcement.</p>	<p>In response to the coronavirus alert level three in mid-May, shareholders' meeting of listed companies was postponed. The Ministry of Economic Affairs therefore proposed amending some articles in accordance with Article 172-2 and Article 356-8 of the Company Law, so that the shareholders' meeting can be held via video conference or other means announced by the central competent authority.</p>
Article 19	<p>If there is a surplus in the Company's annual final accounts, the Company shall pay taxes first and make up for the accumulated losses. Another 10% of the surplus is appropriated as a legal</p>	<p>If there is a surplus in the Company's annual final accounts, the Company shall pay taxes first and make up for the accumulated losses. Another 10% of the surplus is appropriated as a legal surplus</p>	<p>A dividend policy amendment is proposed considering the company's operating structure.</p>

Article No.	Amended	Current	Description
	<p>surplus reserve. However, when the legal surplus reserve has reached the Company's total paid-in capital, it may be exempted from being appropriated, and the special reserve may be provided or reversed in accordance with the laws and regulations or according to business needs. If there is still a surplus, the Board of Directors shall draw up a surplus distribution proposal. <u>In the event that the surplus distribution is paid in cash, it shall be determined by the board of directors in accordance with Article 228-1 and Article 240-5 of the Company Law, and shall be reported to the shareholders' meeting.</u></p> <p>In the volatile business environment, the Company is still in the growth stage. In response to future expansion plans, <u>surplus distribution</u> may be paid in the form of both cash and stock. <u>Priority shall be given to the distribution of cash dividends, with cash dividends being at least 40 percent of the distributable surplus for the year.</u> However, the shareholders' meeting may have to adjust it according to the actual situation.</p>	<p>reserve. However, when the legal surplus reserve has reached the Company's total paid-in capital, it may be exempted from being appropriated, and the special reserve may be provided or reversed in accordance with the laws and regulations or according to business needs. If there is still a surplus, the Board of Directors shall draw up a surplus distribution proposal, <u>submitted to the shareholders' meeting to decide on shareholder dividend distribution.</u></p> <p>In the volatile business environment, the Company is still in the growth stage. In response to future expansion plans, <u>shareholder dividends</u> may be paid in the form of both cash and stock, <u>of which the ratio of cash dividends to total dividends shall not be less than 50%.</u> However, the shareholders' meeting may have to adjust it according to the actual situation.</p>	

Article No.	Amended	Current	Description
Article 21	<p>This Corporate Charter is established on October 3, 2002.</p> <p>The first amendment was approved on May 1, 2004.</p> <p>The second amendment was approved on June 10, 2005.</p> <p>The third amendment was approved on June 9, 2006.</p> <p>The fourth amendment was approved on June 13, 2007.</p> <p>The fifth amendment was approved on June 20, 2008.</p> <p>The sixth amendment was approved on June 17, 2009.</p> <p>The seventh amendment was approved on June 14, 2013.</p> <p>The eighth amendment was approved on July 26, 2013.</p> <p>The ninth amendment was approved on October 11, 2013.</p> <p>The 10th amendment was approved on May 14, 2014.</p> <p>The 11th amendment was approved on June 10, 2015.</p> <p>The 12th amendment was approved on June 15, 2016.</p> <p>The 13th amendment was approved on June 14, 2017.</p> <p>The 14th amendment was approved on June 8, 2018.</p> <p>The 15th amendment was approved on February 20, 2019.</p> <p>The 16th amendment was approved on May 27, 2020.</p> <p><u>The 17th amendment was approved on May 26, 2022.</u></p>	<p>This Corporate Charter is established on October 3, 2002.</p> <p>The first amendment was approved on May 1, 2004.</p> <p>The second amendment was approved on June 10, 2005.</p> <p>The third amendment was approved on June 9, 2006.</p> <p>The fourth amendment was approved on June 13, 2007.</p> <p>The fifth amendment was approved on June 20, 2008.</p> <p>The sixth amendment was approved on June 17, 2009.</p> <p>The seventh amendment was approved on June 14, 2013.</p> <p>The eighth amendment was approved on July 26, 2013.</p> <p>The ninth amendment was approved on October 11, 2013.</p> <p>The 10th amendment was approved on May 14, 2014.</p> <p>The 11th amendment was approved on June 10, 2015.</p> <p>The 12th amendment was approved on June 15, 2016.</p> <p>The 13th amendment was approved on June 14, 2017.</p> <p>The 14th amendment was approved on June 8, 2018.</p> <p>The 15th amendment was approved on February 20, 2019.</p> <p>The 16th amendment was approved on May 27, 2020.</p>	<p>Add the date and time of the amendments to the articles of association.</p>

Attachment 6

Taiming Assurance Broker Co., Ltd. Operating Procedure for Acquisition and Disposal of Assets Comparison table of the amended provisions

Article No.	Amended	Current	Description
Article 5	<p><u>The appraisal report or the opinions of accountants, lawyers or securities underwriter obtained by the Company or its subsidiary, the professional appraiser and its appraising personnel, accountants, lawyers or securities underwriters shall comply with the following requirements:</u></p> <p><u>I. Has not been sentenced to a term of imprisonment of at least one year for violating the articles of Association, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law, the Business Accounting Law or having committed fraud, breach of trust, embezzlement, forgery, or business crimes, unless three years have elapsed since the completion of execution, probation, or pardon.</u></p> <p><u>II. Parties to the transaction shall not be related parties or have substantial relationships.</u></p> <p><u>III. If the Company shall obtain valuation reports from more than two professional appraisers, appraisers of different professions or their officers shall not be related to</u></p>	<p><u>The amount of the above-mentioned assets acquired by the Company and each subsidiary is determined as follows:</u></p> <p><u>I. The total value of the real estate not used for business purposes shall not exceed the net worth of the Company.</u></p> <p><u>II. The total amount of investment in long- and short-term securities shall not exceed the net worth of the Company.</u></p> <p><u>III. The amount of investment in individual securities shall not exceed the net worth of the Company.</u></p> <p><u>V. The Company shall not be limited by this Article in its investment in subsidiaries in which the Company directly or indirectly holds 50% of the voting shares.</u></p>	<p>I. Cooperate with the article "Criteria for the Treatment of Assets Acquired or Disposed by Public Companies" to comply with legal operations.</p> <p>II. Investment limits shall be determined by the Approval authority method of the Company.</p>

Article No.	Amended	Current	Description
	<p><u>each other or have substantial relationship with each other.</u></p> <p><u>When issuing appraisal reports or opinions, the foregoing persons shall follow the self-regulatory rules of the respective trade associations to which they belong and the following matters:</u></p> <p><u>I. Carefully assess professional ability, practical experience and independence before undertaking a case.</u></p> <p><u>II. When executing a case, plan and implement appropriate operational procedures to form a conclusion and issue a report or opinion based on it, and record the procedures performed, information collected, and conclusions in detail in the working papers of the case.</u></p> <p><u>III. Evaluate the appropriateness and rationality of the data sources, parameters and information used as the basis for issuing the valuation report or opinion letter.</u></p> <p><u>V. The declaration shall include matters such as the professionalism and independence of the relevant personnel, and the assessment that the information used shall be appropriate, reasonable, and compliant with relevant laws and regulations.</u></p>		

Article No.	Amended	Current	Description
Article 9	<p>Where the Company or its subsidiary acquires or disposes of property, equipment or its right-of-use assets, it shall request a competent agency to sign a statement explaining the reasons for the acquisition or disposal, and, after inquiring, comparing or negotiating prices, which shall be subject to the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of property or equipment, except for transactions with domestic government agencies, contracted construction on self-owned land, contracted construction on leased land, or acquisition or disposal of equipment for business use or its right-to-use assets, when the transaction amount reaches 20% of the paid-up capital of the Company or NT\$300 million or more, it shall request a professional appraiser to issue an appraisal report before the date of the fact, and shall meet the following requirements:</p> <p>I. When a limited price, a specific price or a special price must be used as the reference for the transaction price due to special reasons,</p>	<p>Where the Company or its subsidiary acquires or disposes of property, equipment or its right-of-use assets, it shall request a competent agency to sign a statement explaining the reasons for the acquisition or disposal, and, after inquiring, comparing or negotiating prices, which shall be subject to the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of property or equipment, except for transactions with domestic government agencies, contracted construction on self-owned land, contracted construction on leased land, or acquisition or disposal of equipment for business use or its right-to-use assets, when the transaction amount reaches 20% of the paid-up capital of the Company or NT\$300 million or more, it shall request a professional appraiser to issue an appraisal report before the date of the fact, and shall meet the following requirements:</p> <p>I. When a limited price, a specific price or a special price must be used as the reference for the transaction price due to special reasons,</p>	<p>I. In consideration of the fact that the amendment and addition require that external experts providing opinions should follow the self-discipline rules of their own trade association, and the procedures for accountants to issue opinions have been covered, the words that “the accountant should follow the provisions of Bulletin No. 20 on Auditing Standards issued by the Accounting Research and Development Foundation” as specified in above subparagraph III of paragraph (II) is hence hereby deleted.</p>

Article No.	Amended	Current	Description
	<p>the transaction should first be approved by the Board of Directors; the same applies if the transaction conditions are changed.</p> <p>II. When the transaction amount is more than NT\$1 billion, two or more professional appraisers shall be requested for appraisal.</p> <p>III. In case the appraisal result of the professional appraiser falls under any of the following circumstances, except that all the appraisal results of the acquired assets are higher than the transaction amount, or the appraisal results of the disposed assets are all lower than the transaction amount, an accountant should be consulted for specific opinions on the reasons for the discrepancy and the reasonableness of the transaction price:</p> <p>(I) The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.</p> <p>(II) The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.</p>	<p>the transaction should first be approved by the Board of Directors; the same applies if the transaction conditions are changed.</p> <p>II. When the transaction amount is more than NT\$1 billion, two or more professional appraisers shall be requested for appraisal.</p> <p>III. In case the appraisal result of the professional appraiser falls under any of the following circumstances, except that all the appraisal results of the acquired assets are higher than the transaction amount, or all the appraisal results of the disposed assets are lower than the transaction amount, the accountant should follow the provisions of <u>Bulletin No. 20 on Auditing Standards issued by the Accounting Research and Development Foundation (hereinafter referred to as "ARDF")</u>, and provide specific opinions on the reasons for the difference and the reasonableness of the transaction price:</p> <p>(I) The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.</p> <p>(II) The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.</p>	

Article No.	Amended	Current	Description
	<p>IV. The date of the report issued by the professional appraiser shall not be later than 3 months after the date of establishment of the contract. However, if the current value of the same period of announcement applies and less than six months have passed, the original professional appraiser may issue a written opinion.</p>	<p>IV. The date of the report issued by the professional appraiser shall not be later than 3 months after the date of establishment of the contract. However, if the current value of the same period of announcement applies and less than six months have passed, the original professional appraiser may issue a written opinion.</p>	
Article 10	<p>Where the Company or its subsidiary acquires or disposes of securities, it should take into account their net value per share, profitability and market conditions shall be considered to evaluate the reasonableness of their price, and request a competent agency to provide an appraisal report, which should be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of securities, it should obtain the most recent financial statements of the target company that have been audited, certified or reviewed by an accountant before the date of the fact as a reference for appraising the transaction price, and, if the transaction amount reaches</p>	<p>Where the Company or its subsidiary acquires or disposes of securities, it should take into account their net value per share, profitability and market conditions shall be considered to evaluate the reasonableness of their price, and request a competent agency to provide an appraisal report, which should be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of securities, it should obtain the most recent financial statements of the target company that have been audited, certified or reviewed by an accountant before the date of the fact as a reference for appraising the transaction price, and, if the transaction amount reaches</p>	The reasons for the amendment are the same as those described in Article 9.

Article No.	Amended	Current	Description
	<p>20% of the paid-up capital of the Company or NT\$300 million or more, it should request an accountant to provide specific opinions on the reasonableness of the transaction price before the date of the fact: <u>However, this does not apply if the securities are publicly offered in an active market or otherwise stipulated by the Financial Supervisory Commission (hereinafter referred to as “FSC”).</u></p>	<p>20% of the paid-up capital of the Company or NT\$300 million or more, it should request an accountant to provide specific opinions on the reasonableness of the transaction price before the date of the fact; <u>if the accountant is required to adopt the form of expert report, he should follow the provisions of Bulletin No. 20 on Auditing Standards issued by ARDF.</u></p> <p><u>The preceding paragraph shall not apply if the securities mentioned in the aforesaid paragraph are publicly offered in an active market or otherwise stipulated by FSC or fall under any of the following circumstances:</u></p> <p><u>(I) Initiating an establishment or offering an establishment in accordance with the law to acquire marketable securities with cash investment, and the rights recognized by the acquisition of the marketable securities are equivalent to the proportion of the capital contribution.</u></p> <p><u>(II) Participating in the subscription of securities issued by the target company in accordance with relevant laws and regulations for capitalization in cash and issued at par.</u></p> <p><u>(III) Participating in the subscription of marketable securities issued by a 100%</u></p>	

Article No.	Amended	Current	Description
		<p><u>holding company, directly or indirectly, for capitalization in cash, or 100% holding subsidiaries participating in mutual subscription of marketable securities issued for capitalization in cash.</u></p> <p><u>(IV) TWSE/TPEX listed marketable securities listed on securities exchange or securities premises.</u></p> <p><u>(V) Domestic public bonds, bonds with repurchase and reselling conditions.</u></p> <p><u>(VI) Publicly offered funds.</u></p> <p><u>(VII) Acquiring or disposing of stocks of TPEX listed companies in accordance with the TPEX Securities Bidding Method or Auction Method.</u></p> <p><u>(VIII) Participating in the subscription of capitalization in cash of a publicly offered company or corporate bonds (including financial bonds) in Taiwan, and the securities obtained are not privately placed securities.</u></p> <p><u>(IX) Subscribing for privately placed funds in accordance with the provisions of Article 11(1) of the Securities Investment Trust and Consultancy Act, or for the domestic private funds subscribed for or bought back, the investment strategy has been stated in the trust deed, except for securities credit transactions and the positions of securities related commodities held but not</u></p>	

Article No.	Amended	Current	Description
		<u>offset, the investment scope is the same as that of public funds.</u>	
Article 11	<p>Where the Company or its subsidiary acquires or disposes of intangible assets or their right-of-use assets or membership certificates, it should take into account their market conditions and future profitability, appraise the rationality of their prices, and request a competent agency to provide an appraisal report, which shall be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of membership certificate or intangible assets, and the transaction amount exceeds 20% of the Company's paid-up capital or NT\$300 million or more, with the exception of transactions with domestic government agencies, it shall request an accountant to express an opinion on the reasonableness of the transaction price before the date of the fact.</p>	<p>Where the Company or its subsidiary acquires or disposes of intangible assets or their right-of-use assets or membership certificates, it should take into account their market conditions and future profitability, appraise the rationality of their prices, and request a competent agency to provide an appraisal report, which shall be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.</p> <p>Where the Company or its subsidiary acquires or disposes of membership certificate or intangible assets, and the transaction amount exceeds 20% of the Company's paid-up capital or NT\$300 million or more, with the exception of transactions with domestic government agencies, it shall request an accountant to express an opinion on the reasonableness of the transaction price before the date of the fact. <u>The accountant should comply with Bulletin No. 20 on Auditing Standards issued by ARDF.</u></p>	The reasons for the amendment are the same as those described in Article 9.
Article 15	Where the Company or its subsidiary acquires or	Where the Company or its subsidiary acquires or	I. Items 3 to 5 of the current

Article No.	Amended	Current	Description
	<p>disposes of immovable property or its right-of-use assets from a related party, or acquires or disposes of other assets other than immovable property or its right-of-use assets with a related party and the transaction amount reaches 20% of the paid-in capital or 10% of total assets of the Company or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following documents shall be submitted to the Audit Committee and the Board of Directors for approval before signing the transaction contract and making payment:</p> <p>I. The purpose, necessity and expected benefits of acquiring or disposing of assets.</p> <p>II. The reason for selecting the related person as the transaction object.</p> <p>III. Documents relating to the acquisition of immovable property from the related party and the evaluation of the reasonableness of the proposed transaction terms in accordance with Article 16 and Article 17.</p> <p>IV. The original acquisition date and price of the related</p>	<p>disposes of immovable property or its right-of-use assets from a related party, or acquires or disposes of other assets other than immovable property or its right-of-use assets with a related party and the transaction amount reaches 20% of the paid-in capital or 10% of total assets of the Company or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following documents shall be submitted to the Audit Committee and the Board of Directors for approval before signing the transaction contract and making payment:</p> <p>I. The purpose, necessity and expected benefits of acquiring or disposing of assets.</p> <p>II. The reason for selecting the related person as the transaction object.</p> <p>III. Documents relating to the acquisition of immovable property from the related party and the evaluation of the reasonableness of the proposed transaction terms in accordance with Article 16 and Article 17.</p> <p>IV. The original acquisition date and price of the related</p>	<p>provisions are moved to items 2 to 4 of the amended provisions.</p> <p>II. Item 5 is added:</p> <p>(I) In order to strengthen the management of related party transactions and protect the rights of minority shareholders of public companies to express their opinions on transactions between the Company and related parties, with reference to the provisions of major international capital markets such as Singapore and Hong Kong providing that the shareholders should be notified in advance of major related party transactions, and in order to</p>

Article No.	Amended	Current	Description
	<p>party, the transaction object and its relationship with the Company and related party, etc.</p> <p>V. A forecast table of cash receipts and expenditures for each month in the next year from the expected contract month, and the evaluation on the necessity of the transaction and the reasonableness of the use of funds.</p> <p>VI. The appraisal report issued by the professional appraiser obtained in accordance with the provisions of the preceding article, or the accountant's opinion.</p> <p>VII. Restrictions on this transaction and other important agreements.</p> <p>Where the Company and its parent company, subsidiary, or its subsidiary that it directly or indirectly holds 100% of the issued shares or total capital is engaged in the following transactions, the</p>	<p>party, the transaction object and its relationship with the Company and related party, etc.</p> <p>V. A forecast table of cash receipts and expenditures for each month in the next year from the expected contract month, and the evaluation on the necessity of the transaction and the reasonableness of the use of funds.</p> <p>VI. The appraisal report issued by the professional appraiser obtained in accordance with the provisions of the preceding article, or the accountant's opinion.</p> <p>VII. Restrictions on this transaction and other important agreements.</p> <p><u>The calculation of the transaction amount in the preceding paragraph shall be carried out in accordance with the provisions of 30.2, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retrospectively calculated one year ahead, and the part already submitted to the shareholders' meeting and adopted by the Board of Directors shall be exempted from being further counted.</u></p> <p><u>Where the equipment for business use is acquired or disposed of by and between the Company and its parent</u></p>	<p>prevent the public issuing company from conducting significant related person transactions through subsidiaries of the non-domestic public company by requiring a submission of relevant information to the shareholders' meeting for consent first, so it is hereby provided that where a public company or its subsidiary which is not a domestic public company is engaged in a transaction of acquiring or disposing of assets with a related party as specified in paragraph 1, and the transaction amount is more than 10% of the total assets of the public</p>

Article No.	Amended	Current	Description
	<p>Board of Directors may authorize the Chairman of the Board to decide in advance within a certain limit in accordance with 7.1.3, and then submit it to the nearest board meeting for approval:</p> <p><u>I. Acquisition or disposal of equipment for business use or its right-to-use assets.</u></p> <p><u>II. Acquisition or disposal of immovable property use right assets for business use.</u></p> <p>When submitting to the Board of Directors for discussion in accordance with the provisions of Paragraph I, the opinions of each independent director shall be fully considered. If any independent director has any objection or reserved opinion, it shall be stated in the minutes of the board meeting. Matters subject to review by the Audit Committee in accordance with the provisions of Paragraph I shall first be approved by more than half of all members of the Audit Committee, and a resolution shall be submitted to the Board of Directors, and the provisions of Article 6, Paragraphs 4 and 5 shall apply mutatis mutandis.</p> <p><u>If the Company or its subsidiary that is not a domestic public company has the first transaction, and the transaction amount is more</u></p>	<p>company <u>or subsidiary</u>, the Board of Directors may authorize the Chairman of the Board to decide in advance within a certain limit in accordance with 7.1.3, and then submit it to the nearest board meeting for approval.</p> <p>When submitting to the Board of Directors for discussion in accordance with the provisions of Paragraph I, the opinions of each independent director shall be fully considered. If any independent director has any objection or reserved opinion, it shall be stated in the minutes of the board meeting. Matters subject to review by the Audit Committee in accordance with the provisions of Paragraph I shall first be approved by more than half of all members of the Audit Committee, and a resolution shall be submitted to the Board of Directors, and the provisions of Article 6, Paragraphs 4 and 5 shall apply mutatis mutandis.</p>	<p>company, the public company shall submit the relevant information to the shareholders' meeting for approval before it can be performed. In the event that a non-public offering subsidiary shall obtain the approval of the shareholders' meeting, it shall be done by the parent company which is a public company. (II) In consideration of the need for overall business planning between the public company and its subsidiaries, and taking into account the exemption specifications of the aforesaid major international capital markets, the proviso exempts the</p>

Article No.	Amended	Current	Description
	<p><u>than 10% of the total assets of the public company, the Company shall submit the materials listed in the first paragraph to the shareholders' meeting for approval before signing transaction contract and making payment. However, this does not apply to the transactions between the Company and its subsidiaries.</u></p> <p><u>The calculation of the transaction amount in paragraph 1 and the preceding paragraph shall be subject to the provisions of paragraph 2 of Article 31, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated one year ahead, and the part already submitted to the shareholders' meeting, the Board of Directors and the Audit Committee for recognition shall be exempted from being further counted.</u></p>		<p>needs for submitting such inter-group transactions to the shareholders' meeting for approval.</p> <p>(III) In addition, if the former major related-party transaction falls under the conditions stipulated in sub-paragraphs 1 to 3 of paragraph 1 of Article 185 of the Company Act, the resolution of the shareholders' meeting shall be executed by a special resolution under Article 185 of the Company Act and according to the aforesaid provisions and the relevant provisions of the Company Act.</p> <p>III. Paragraph 2 of the current provision is</p>

Article No.	Amended	Current	Description
			moved to paragraph 6 of the amended provision, and with the addition of paragraph 5, the calculation of the transaction amount is amended to include the transaction submitted to the shareholders' meeting for approval.
Article 31	<p>Where the Company or its subsidiary acquires or disposes of assets, which fall under any of the following circumstances, they shall, according to the nature of the transaction and in the prescribed format, publish relevant information on the website designated by the FSC within two days from the date of the fact:</p> <p>I. Acquires or disposes of immovable property or its right-of-use assets from a related party, or acquires or disposes of other assets other than immovable property or its right-of-use assets with a related party and the transaction amount reaches 20% of the</p>	<p>Where the Company or its subsidiary acquires or disposes of assets, which fall under any of the following circumstances, they shall, according to the nature of the transaction and in the prescribed format, publish relevant information on the website designated by the FSC within two days from the date of the fact:</p> <p>I. Acquires or disposes of immovable property or its right-of-use assets from a related party, or acquires or disposes of other assets other than immovable property or its right-of-use assets with a related party and the transaction amount reaches 20% of the</p>	<p>I. Considering that the current public companies have been exempted from public announcements and declarations for their trading of domestic public bonds, the first item of sub-paragraph 6 of paragraph 1 is amended to relax the provision providing that the foreign government bonds traded shall not be issued by a sovereign with rating lower</p>

Article No.	Amended	Current	Description
	<p>paid-in capital or 10% of total assets of the Company or NT\$300 million or more. This does not apply to the case of buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises.</p> <p>II. Merger, division, acquisition or transfer of shares.</p> <p>III. The loss from engaging in derivative transactions reaches the maximum amount of total or individual contract losses specified in the prescribed processing procedures.</p> <p>IV. The type of assets acquired or disposed of are equipment for business use or its right-of-use assets, and the transaction object is not a related party, and the transaction amount meet one of the following requirements:</p>	<p>paid-in capital or 10% of total assets of the Company or NT\$300 million or more. This does not apply to the case of buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises.</p> <p>II. Merger, division, acquisition or transfer of shares.</p> <p>III. The loss from engaging in derivative transactions reaches the maximum amount of total or individual contract losses specified in the prescribed processing procedures.</p> <p>IV. The type of assets acquired or disposed of are equipment for business use or its right-of-use assets, and the transaction object is not a related party, and the transaction amount meet one of the following requirements:</p>	<p>than Taiwan, and the announcements and declarations can also be exempted.</p> <p>II. Considering that foreign public bonds are simple in commodity nature, and their creditworthiness is generally better than that of foreign ordinary corporate bonds; and that index investment securities are similar to index stock funds in commodity nature, the second item of sub-paragraph 6 of paragraph 1 is amended to relax the provision providing that those specializing in Investment shall subscribe for foreign government bonds, purchase or sell back</p>

Article No.	Amended	Current	Description
	<p>(I) In the case of a public company with paid-up capital less than NT \$10 billion, the transaction amount reaches NT \$500 million or more.</p> <p>(II) In the case of a public company with paid-up capital not less than NT \$10 billion, the transaction amount reaches NT \$1 billion or more.</p> <p>V. Acquiring immovable property by means of contracted construction on self-owned land, contracted construction on leased land, joint construction for shared property, joint construction for shared proceeds, and joint construction for shared sales, the transaction object is not a related party, and the Company is expected to invest a transaction amount of no less than NT\$500 million.</p> <p>VI. In the case of asset transaction, financial institution engaged in disposal of creditor's rights or investment in mainland China, and the transaction amount reaches 20% of the Company or NT\$ 300 million.</p> <p>However, this does not apply to the following circumstances:</p>	<p>(I) In the case of a public company with paid-up capital less than NT \$10 billion, the transaction amount reaches NT \$500 million or more.</p> <p>(II) In the case of a public company with paid-up capital not less than NT \$10 billion, the transaction amount reaches NT \$1 billion or more.</p> <p>V. Acquiring immovable property by means of contracted construction on self-owned land, contracted construction on leased land, joint construction for shared property, joint construction for shared proceeds, and joint construction for shared sales, the transaction object is not a related party, and the Company is expected to invest a transaction amount of no less than NT\$500 million.</p> <p>VI. In the case of asset transaction, financial institution engaged in disposal of creditor's rights or investment in mainland China, and the transaction amount reaches 20% of the Company or NT\$ 300 million.</p> <p>However, this does not apply to the following circumstances:</p>	<p>index investment securities in the primary market, and the announcements and declarations can also be exempted.</p>

Article No.	Amended	Current	Description
	<p>(I) Buying and selling domestic government bonds <u>or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.</u></p> <p>(II) With investment as the main business, trading securities on domestic and overseas stock exchanges or business offices of securities firms, or subscribing for foreign public bonds or common corporate bonds raised and issued in the domestic primary market and general financial bonds (excluding subordinated bonds) that do not involve equity, or subscribing for or repurchasing securities investment trust funds or futures trust funds, or subscribing for or selling back index investment securities, or securities firms acting as a counselor for emerging companies recommends securities firms to subscribe for securities for the needs of the underwriting business in accordance with the regulations of Taipei Exchange.</p> <p>(III) Buying and selling bonds with buyback and sellback conditions, purchasing or buying back money market funds issued by domestic securities investment trust enterprises.</p>	<p>(I) Buying and selling domestic government bonds.</p> <p>(II) With investment as the main business, trading securities on domestic and overseas stock exchanges or business offices of securities firms, or subscribing for foreign public bonds or common corporate bonds raised and issued in the domestic primary market and general financial bonds (excluding subordinated bonds) that do not involve equity, or subscribing for or repurchasing securities investment trust funds or futures trust funds, or subscribing for or selling back index investment securities, or securities firms acting as a counselor for emerging companies recommends securities firms to subscribe for securities for the needs of the underwriting business in accordance with the regulations of Taipei Exchange.</p> <p>(III) Buying and selling bonds with buyback and sellback conditions, purchasing or buying back money market funds issued by domestic securities investment trust enterprises.</p>	

Article No.	Amended	Current	Description
	<p>The transaction amount in the preceding paragraph is calculated as follows:</p> <p>I. The amount of each transaction.</p> <p>II. The accumulated number of transactions of acquiring or disposing of the same subject matter with the same counterparty within one year.</p> <p>III. The accumulated amount of acquiring or disposing of (acquisition and disposal are accumulated separately) immovable property or its right-of-use assets under the same development plan within one year.</p> <p>IV. The accumulated amount of acquiring or disposing of (acquisition and disposal are accumulated separately) the same marketable securities within one year.</p> <p>The said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already adopted by the Audit Committee and the Board of Directors shall be exempted from being further</p>	<p>The transaction amount in the preceding paragraph is calculated as follows:</p> <p>I. The amount of each transaction.</p> <p>II. The accumulated number of transactions of acquiring or disposing of the same subject matter with the same counterparty within one year.</p> <p>III. The accumulated amount of acquiring or disposing of (acquisition and disposal are accumulated separately) immovable property or its right-of-use assets under the same development plan within one year.</p> <p>IV. The accumulated amount of acquiring or disposing of (acquisition and disposal are accumulated separately) the same marketable securities within one year.</p> <p>The said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already adopted by the Audit Committee and the Board of Directors shall be exempted from being further</p>	

Article No.	Amended	Current	Description
	<p>counted according to this procedure.</p> <p>On a monthly basis, the derivatives transactions in which the Company and its subsidiaries that are not domestic public companies are engaged in as of the end of the previous month shall be input into the information reporting website designated by the FSC in the prescribed format before the 10th day of each month.</p> <p>If there are errors or omissions in the announcement and should be corrected, the Company and its subsidiaries should re-announce and declare all the items within two days from the day they become aware.</p> <p>When the Company or its subsidiary acquires or disposes of assets, it shall keep the relevant contracts, minutes, reference books, valuation reports, and opinions from accountants, lawyers or securities underwriters in the Company, which, unless otherwise stipulated by other laws, shall be kept for at least five years.</p>	<p>counted according to this procedure.</p> <p>On a monthly basis, the derivatives transactions in which the Company and its subsidiaries that are not domestic public companies are engaged in as of the end of the previous month shall be input into the information reporting website designated by the FSC in the prescribed format before the 10th day of each month.</p> <p>If there are errors or omissions in the announcement and should be corrected, the Company and its subsidiaries should re-announce and declare all the items within two days from the day they become aware.</p> <p>When the Company or its subsidiary acquires or disposes of assets, it shall keep the relevant contracts, minutes, reference books, valuation reports, and opinions from accountants, lawyers or securities underwriters in the Company, which, unless otherwise stipulated by other laws, shall be kept for at least five years.</p>	

Appendix 1

Taiming Assurance Broker Co., Ltd. Rules of Procedure for Shareholders' Meeting

Article 1

To establish a strong governance system and sound supervisory capabilities as well as to strengthen the management capabilities for the Company's shareholders' meetings, the Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules for procedure of the shareholders' meetings of the Company shall be subject to these Rules, unless otherwise specified by laws or regulations.

Article 3

The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise specified by laws.

The Company shall specify the reasons and explanations of various proposals, including the notice of shareholders' meeting, the power of attorney form, relevant proposals for recognition and discussion, and election or dismissal of directors in an electronic file, which shall be transmitted to the Market Observatory Post System (MOPS) 30 days before the general shareholders' meeting or 15 days before the provisional shareholders' meeting. And before the 21 days before the general shareholders' meeting or 15 days before the provisional shareholders' meeting, the shareholders' meeting handbook and supplementary materials shall be made into electronic files and sent to MOPS. 15 days before the shareholders' meeting, the Company shall prepare the procedure manual and supplementary materials for the current shareholders' meeting for shareholders to claim at any time, and display them in the Company and the professional stock agent appointed by the Company, and should be distributed on the spot of the shareholders' meeting.

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

Matters pertaining to election or dismissal of directors, change of the Charter, reduction of capital, application for cessation of public offering, lifting of the noncompete clause

for the Company' directors, capital increase from earnings, capitalization of capital surplus, dissolution, merger, spin-off, or any matters as set forth in Paragraph 1 of Article 185, Articles 26-1 and Article 43-6 of the Securities and Exchange Act, as well as Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed and explained in the reasons for convening the meeting and cannot be proposed through an extempore motion; its main content can be placed on the website designated by the competent securities authority or the Company; such a website shall be stated in the notice.

Where the reasons for convening the shareholders' meeting have been stated to include the general re-election of directors and the date of their inauguration, after the re-election is completed, the same meeting shall not change the date of their inauguration by temporary motions or other means.

Shareholders who hold more than 1% of the total outstanding shares may submit a written proposal to the Company for the general shareholders' meeting. However, it shall be limited to one item, and any further proposal will not be submitted.

In addition, if the proposal made by the shareholders falls under one of the circumstances of Article 172.1.4 of the *Company Act*, the Board of Directors may not list it as a proposal. Shareholders may submit suggestive proposals to urge the Company to promote the public interest or fulfill its social responsibilities. In the procedure, a single proposal shall only cover one issue in accordance with the Article 172-1 of the *Company Act*. Any proposal in excess shall be excluded from the agenda.

Prior to the book closure date before the convention of a regular shareholders' meeting, the Company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting and the method for submitting the proposals in writing or in electronic format; the period for accepting such proposals shall not be less than 10 days. Any proposal proposed by shareholders shall be limited to 300 words, and those exceeding 300 words shall not be included in the agenda; each shareholder who submits a proposal shall attend the general shareholders' meeting in person or entrust others to attend and participate in the discussion of the proposal. The Company shall notify the proposing shareholders of the handling results before the notice of convening the shareholders' meeting, and list the proposal in compliance with the provisions of this article on the meeting notice. At the shareholders' meeting, the board of directors shall specify the reasons for excluding any shareholders' proposals from the meeting agenda.

Article 4

Shareholders may provide the power of attorney issued by the Company, specify the scope of authorization at each shareholder meeting, and entrust a proxy to attend the shareholders' meeting.

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 at least five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail. However, a declaration made to cancel the previous proxy appointment is not subject to the aforementioned rule.

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 at least 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.

Article 5

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.

Article 6

The Company shall specify in its shareholders' meeting notice the time during which shareholders' sign-in will be accepted, the location for sign-in, and other matters for attention.

The time during which shareholders' sign-in will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The location for sign-in shall be clearly marked, and a sufficient number of suitable personnel shall be assigned to handle the sign-in process.

The shareholder himself or the proxy entrusted by the shareholder (hereinafter referred to as the "Shareholder") shall attend the shareholders' meeting with the attendance certificate, attendance card or other attendance documents; the Company shall not additionally require other supporting documents to the supporting documents for shareholders'

attendance without authorization; the applicant who is a solicitor of a power of attorney should bring along his identification document 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 legal entity is a shareholder, the number of representatives attending the shareholders' meeting is not limited to one. When a legal entity is entrusted to attend the shareholders' meeting, only one representative can be present.

Article 7

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason and unable to exercise the powers of the Chairman, the Vice Chairman shall act on behalf of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason and unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or 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 apply to chair served by a representative of a director who is a corporation.

It is advisable that a shareholders' meeting convened by the Board of Directors be chaired by the Chairman in person and attended by a majority of the directors; at least one member of various functional committees shall attend the meeting and the attendance recorded in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by a person who is not a member of the Board of Directors, the chairman shall be the person with the right to convene; when there are two or more persons with the right to convene, they shall elect one of them to convene.

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.

Article 8

The Company shall make an uninterrupted audio and video recording of the process from the time it accepts shareholders' sign-in, the sign-in process, the proceedings of the shareholders' meeting to the voting and vote counting process.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, said ballots shall be retained until the conclusion of the litigation.

Article 9

The attendance of the shareholders' meeting shall be counted based on the number of shares. The number of shares present shall be calculated based on the register or the payment register, plus the number of shares for which voting rights are exercised in writing or electronically.

When the meeting time has expired, the chairman shall announce the opening immediately. However, when shareholders representing more than half of the total number of the outstanding shares are not present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two times, and the total postponement time shall not exceed one hour. If there are not enough shareholders representing more than one third of the total number of outstanding shares to attend after the second postponement, the chairman shall announce the abortive meeting.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of 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 a vote at a shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10

In the event that the shareholder meeting is convened by the Board of Directors, the agenda shall be formulated by the Board of Directors. All proposals (including extempore motions and amendments to original proposals) shall be voted on in sequence. The meeting shall be conducted according to the arranged agenda, and shall not be changed without a resolution of the shareholders meeting.

If the shareholders' meeting is convened by a person with the right to convene who is not a member of the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

Before the proceedings (including provisional motions) are concluded, the chairman shall not declare closing of the meeting without a resolution; if the chairman violates the rules of procedure and announces the closing of the meeting, the other members of the Board of Directors shall promptly assist the shareholders attending the meeting in accordance with the legal procedures to elect one person to be the chairman with more than half of the voting rights of shareholders present and continue the meeting.

The chairperson shall provide opportunities for full explanation and discussion of the proposals and the amendments or questions and motions proposed by the shareholders. If the chairperson believes that the proposal can be decided by voting, he/she shall announce the discussion closed and call for a vote. The chairperson shall also arrange adequate time for voting.

Article 11

An attending shareholder shall issue and submit a floor note before speaking at the shareholder meeting. The floor note shall expressly describe the subject of his or her opinions and his or her shareholder account number (or the code of the participation certificate) so that the chairperson may fix the order of speaking.

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.

Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chairman, and each time shall not exceed five minutes. However, if a shareholder's speech violates the regulations or exceeds the scope of the agenda, the chairman may stop him from speaking.

When an attending shareholder speaks, other shareholders shall not interfere with the speech unless they have obtained the consent of the chairman and the speaking shareholder, and the chairman shall stop the violation.

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

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

Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Except for a trust enterprise or a stock agency approved by the security's regulatory authority, when one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the outstanding shares, and the excess voting rights shall not be counted.

Article 13

Shareholders have one voting right per share; however, those who are restricted or have no voting rights as listed in Paragraph 2 of Article 179 of the Company Act are not subject to this provision.

When the Company holds a shareholders' 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. However, the said shareholders are regarded as abstentions for extempore motions and revised proposals at the shareholders' meeting, so the Company shall avoid putting forward extempore motions or revision of original proposals.

If the voting rights are exercised in writing or electronically as provided in the preceding paragraph, the statement of intent shall be delivered to the Company two days before the shareholders' meeting; If there is any repetition of the intent, the one that is delivered first shall prevail. However, when a declaration is made to cancel an earlier declaration of intent is not subject to the limits.

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 Aurora, by the same means by which the voting rights were exercised, at least 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.

Unless otherwise stipulated by the Company Act and the Articles of Incorporation of the Company, voting on proposals shall be adopted by the consent of more than half of the voting rights of the shareholders present. At the time of a vote, for each proposal, the Chairman or a person designated by the Chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by voting by the shareholders on a case-by-case basis. 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 MOPS.

When there are amendments or alternatives to the same motion, the chairman shall determine the order of voting on the same motion as the original motion. 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, provided that all monitoring personnel shall be shareholders of Aurora.

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 a record made of the vote.

Article 14

The election of Directors at the shareholder meeting, if any, shall be subject to the relevant regulations on election made by the Company, and the voting results shall be announced on the spot including the list of elected Directors and the numbers of votes.

The ballots for elections referred to in the preceding paragraph shall be sealed and signed by the scrutineer and kept safely for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, said ballots shall be retained until the conclusion of the litigation.

Article 15

The resolutions at the shareholder meeting shall be made into a minute book, signed or sealed by the chairperson, and issued to the shareholders within 20 days after 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 record the date and place of the meeting, the name of the chair, the method of adopting resolutions, a summary of the essential points of the proceedings, and the results of the meeting. During the existence of the company, it should be kept permanently.

Article 16

The Company shall clearly disclose the number of shares solicited by the solicitor and the number of shares of the entrusted agent at the shareholder meeting on the date of the meeting according to the statistical table prepared in the prescribed form.

If the resolutions of the shareholders' meeting are material information stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall transmit the content to the Market Observation Post System (MOPS) within the specified time after the public offering.

Article 17

The conference personnel for the shareholder meeting shall wear an identification card or armband.

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

At the venue 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 venue.

Article 18

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.

If the venue for the meeting cannot be used before the conclusion of the agenda scheduled by the shareholders' meeting (including the provisional motion), the shareholders' meeting may decide to find another venue for the meeting.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

These rules are implemented upon the approval of the shareholders' meeting, and the same to the amendments.

Appendix 2

Taiming Assurance Broker Co., Ltd. Corporate Charter

Chapter I General

Article 1: The Company was organized in accordance with the provisions of the Company Act and was named "Taiming Assurance Broker Co.,Ltd." (hereinafter "TABC").

Article 2: The Company engages in the following business activities:
H602011 Life Insurance Brokerage
H602021 Property Insurance Brokerage

Article 3: The Company set up its headquarters in Taipei City. When necessary, it may set up branch offices at home or abroad with a resolution adopted by the Board of Directors.

Article 4: The Company makes public announcements in accordance with Article 28 of the Company Act.

Article 4-1: The Company's external investment may exceed the paid-up capital by more than 40 percent and the Board of Directors shall be authorized to proceed accordingly.

Article 4-2: Due to the needs of the business or the invested enterprise, the Company may handle the endorsement and guarantee matters in accordance with the regulations of the Company's endorsement and guarantee procedures.

Chapter 2 Shares

Article 5: The total capital of the company is NT\$300 million, divided into 30 million shares, each with a face value of NT\$10, and the Board of Directors is authorized to issue them in installments.

Article 6: The Company's shares are registered shares, and issued in compliance with the Company Act of R.O.C and relevant laws and regulations.

Share certificates issued by the Company are exempted from printing; however, they shall be registered in the central securities depository

Article 7: The book closure date implemented to facilitate each general and provisional shareholders' meeting shall be determined in accordance with the provisions in Article 165 of the Company Act and five days before the base day set for share transfer and settlement of dividend and other interests.

Chapter 3 Shareholders' Meeting

Article 8: Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months after the end of a fiscal year, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The convening notice of the shareholders' meeting can be done electronically with the consent of the counterparts. For shareholders holding fewer than one thousand registered shares, the notice in the preceding paragraph may be done through announcement.

Article 8-1: When the Company intends to revoke a public offering, the matter shall be done after a resolution is adopted at the shareholders' meeting.

Article 9: When a shareholder cannot attend the shareholders' meeting for any reason, he/she shall obtain a proxy form issued by the Company stating the scope of authorization and sign or stamp the form to appoint a proxy to attend the meeting on his/her behalf.

The use of the proxy form shall be in compliance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies enforced by the competent authority, unless otherwise stipulated in the Company Act.

Article 10: Unless otherwise prescribed in laws and regulations, holder of each share shall have one vote.

Article 11: The shareholders' meeting shall be attended by shareholders who have held more than half of the total number of issued shares, and the resolution shall be passed upon majority of the voting rights of the shareholders, unless otherwise stipulated by the Company Act.

The voting rights of the Company's shareholders may be exercised in writing or electronically at a shareholders' meeting.

Article 12: Where the Company has only one corporate shareholder, the Board of Directors shall exercise the functions and powers of the shareholders'

meeting of the Company, and the provisions of the Corporate Charter concerning the shareholders' meeting shall not apply.

Chapter 4 Directors and the Audit Committee

Article 13: The Company shall have six to nine directors and the authorization for the number of directors shall be determined by the Board of Directors. The Board of Directors shall have at least three independent directors, which shall not be fewer than one-fifth of the total number of directors. The term of office of directors is three years. The directors shall be elected by the shareholders' meeting from among the persons with disposing capacity, regardless of the status of shareholders, and they are eligible for re-election. Upon the expiration of the term of office of a director and under the circumstance that the election cannot be held in time, the director's term may be lengthened until a newly elected director takes office.

As specified in Article 192-1 of the Company Act, the candidate nomination system shall be followed for election of directors in the Company. The shareholders shall elect directors from the list of director candidates. Regarding the determination of independent directors' professional qualifications, shareholding, part-time job restrictions, independence, nomination and selection methods, or other matters to be complied with, the relevant laws and regulations shall be followed.

The Company may buy liability insurance for its directors, within the scope of business during their term of office.

Article 13-1: The Company shall set up an Audit Committee, which shall be composed of all independent directors, with at least three members, one of whom shall be the convener, and at least one of whom shall have expertise in finance or accounting.

Article 14: The Board of Directors shall be organized by the directors, and one person shall be elected as the chairman of the Board of Directors with the attendance of more than two-thirds of the directors and the consent of more than half of the directors present. The chairman of the board shall represent the Company externally.

Article 14-1: The reason for the convening of the board meeting shall be stated and the directors shall be notified seven days in advance. However, in the event of an

emergency, the meeting may be convened at any time. The notice mentioned in the preceding paragraph may be affected in writing or electronically.

Article 15: When the chairman asks for leave or is unable to exercise his powers for some reason, his agent shall be subject to Article 208 of the Company Act.

Unless otherwise stipulated by the Company Act, a board meeting must be attended by more than half of the directors, and it shall be conducted with the consent of more than half of the directors present.

When a director is unable to attend the board meeting due to any reason, a power of attorney shall be issued,

listing the scope of authorization for the convening reason, and entrusting another director to attend the board meeting as an agent, but only one person shall be entrusted by one person.

When a board meeting is held by video conferencing, its directors who participate in the meeting by video conferencing shall be deemed to be present in person.

Article 16: Compensations for the directors shall be determined by the Board of Directors according to the involvement and contribution of each director, with reference to the industry standards.

Chapter 5 Manager

Article 17: The Company may engage managers and their appointment, dismissal and compensations shall be conducted in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 18: At the end of each fiscal year, the board of directors shall prepare (1) business reports, (2) financial statements, and (3) proposals for distribution of surplus or appropriation of losses, etc. for recognition.

Article 18-1: If the company makes a profit in the year, it should allocate 1% to 5% as employee compensation and no more than 5% as directors' remunerations. However, if the Company has accumulated losses, the profits shall be first reserved for offsetting the losses.

The employee compensation stated in the preceding paragraph may be paid in the forms of stock or cash, and the director compensation in cash only.

The distribution of employee compensation and director compensation shall be determined at a Board of Directors meeting with more than two-thirds of all Directors present and approval of no fewer than one-half of the Directors present while reported at the shareholder's meeting.

Article 19: If there is a surplus in the Company's annual final accounts, the Company shall pay taxes first and make up for the accumulated losses. Another 10% of the surplus is appropriated as a legal surplus reserve. However, when the legal surplus reserve has reached the Company's total paid-in capital, it may be exempted from being appropriated, and the special reserve may be provided or reversed in accordance with the laws and regulations or according to business needs. If there is still a surplus, the Board of Directors shall draw up a surplus distribution proposal, submitted to the shareholders' meeting to decide on shareholder dividend distribution. In the volatile business environment, the Company is still in the growth stage. In response to future expansion plans, shareholder dividends may be paid in the form of both cash and stock, of which the ratio of cash dividends to total dividends shall not be less than 50%. However, the shareholders' meeting may have to adjust it according to the actual situation.

Chapter 7 Supplementary Terms

Article 20: Matters not specified in the Corporate Charter shall be handled in accordance with the provisions of the Company Act.

Article 21: This Corporate Charter is established on October 3, 2002.

The first amendment was approved on May 1, 2004.

The second amendment was approved on June 10, 2005.

The third amendment was approved on June 9, 2006.

The fourth amendment was approved on June 13, 2007.

The fifth amendment was approved on June 20, 2008.

The sixth amendment was approved on June 17, 2009.

The seventh amendment was approved on June 14, 2013.

The eighth amendment was approved on July 26, 2013.

The ninth amendment was approved on October 11, 2013.

The 10th amendment was approved on May 14, 2014.

The 11th amendment was approved on June 10, 2015.

The 12th amendment was approved on June 15, 2016.

The 13th amendment was approved on June 14, 2017.

The 14th amendment was approved on June 8, 2018.

The 15th amendment was approved on February 20, 2019.

The 16th amendment was approved on May 27, 2020.

Appendix 3

Taiming Assurance Broker Co., Ltd. Corporate Governance Best Practice Principles

- | Chapter 1 | General |
|-----------|--|
| Article 1 | In order to establish a good corporate governance system, the Company hereby formulates these principles in accordance with the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies", establishes an effective corporate governance structure, and discloses it on the public information observatory. |
| Article 2 | <p>In addition to complying with laws and regulations and the Articles of Incorporation, the Company shall follow the following principles while establishing the corporate governance system:</p> <ul style="list-style-type: none">I. Protect the rights and interests of shareholders.II. Strengthen the functions of the Board of Directors.III. Give full play to the functions of the functional committee.IV. Respect the rights and interests of stakeholders.V. Improve information transparency. |
| Article 3 | <p>The Company shall design and duly implement its internal control system, by considering the overall operating activities of the Company and its subsidiaries, in accordance with the Regulations Governing Establishment of Internal Control Systems by Public Companies and shall review such system at any time to respond to any changes in the Company's internal and external environment, so as to ensure that the design and implementation of the system remains in effect.</p> <p>In addition to the Company's self-assessment on its internal control system, the Board of Directors and management shall review the self-assessment results of various departments at least annually and shall audit the Audit Reports issued by auditing unit</p> |

on a quarterly basis. Audit Committee shall pay attention to and supervise such results and reports. The Company shall establish communication channels and mechanisms among independent directors, the Audit Committee and the head of internal audit. Directors should hold regular discussions with internal auditors to review the deficiencies of the internal control system, make records, track and implement improvements, and submit a report to the Board of Directors. In addition, the convener of the Audit Committee shall report to the shareholders' meeting on its communication with the independent directors and the head of internal audit.

The Company's management shall attach importance to internal audit unit and personnel, and grant them sufficient authority to urge them to check and evaluate any deficiencies in internal control system and measure operating efficiency, so as to ensure continued and effective implementation of the system, and assist the Board of Directors and management to perform their responsibilities duly to implement the Company's governance system.

The appointment, dismissal, evaluation, and remuneration of the company's internal auditors should be submitted to the Board of Directors or signed by the audit supervisor to the chairman of the board for approval.

Paragraph 1 of Article 3 The Company should, according to the Company's scale, business condition and management needs, deploy qualified and appropriate corporate governance personnel, and designate a corporate governance supervisor as the top supervisor in charge of corporate governance-related affairs, who should have obtained the qualifications of lawyers or accountants, or have been in charge of legal, financial, stock or corporate governance-related affairs in securities, finance, futures-related institutions or public companies for more than three years.

The corporate governance affairs mentioned in the preceding paragraph shall at least include the following contents:

- I. Handle matters related to the meetings of the Board of Directors and the shareholders' meeting according to the law, and assist the Company in complying with the relevant laws and regulations of the Board of Directors and the shareholders' meeting.
- II. Making minutes of the Board of Directors and shareholders' meeting.
- III. Assisting directors and independent directors in their appointment and continuing education.
- IV. Providing the information required by the directors and independent directors to perform their business.
- V. Assisting directors and independent directors to comply with laws and regulations.
- VII. Other matters set out in the articles of association or contract.

Chapter 2

Section 1

Article 4

Protection of Shareholders' Rights and Interests

Encouraging Shareholders to Participate in Corporate Governance

When implementing the corporate governance system, the Company shall take the protection of shareholders' rights and interests as its foremost goal and treat all shareholders fairly. The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the company.

Article 5

The Company shall convene shareholders meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings. Resolutions adopted by shareholders meetings of the Company shall comply with laws, regulations and articles of association.

Article 6 The Company's Board of Directors shall properly arrange for the topics and procedures of the Shareholders' Meeting, formulate the principles and operating procedures for shareholders to nominate directors and to make proposals at Shareholders' Meeting, and shall properly handle the proposals made by shareholders legally. Convenient meeting place shall be arranged, sufficient time shall be reserved, and adequate and competent personnel shall be appointed to go through reporting formalities for Shareholders' Meeting. As for the certificates for shareholders to attend the meeting, any other certificates shall not be required; Reasonable discussion time shall be offered for various topics, and shareholders shall be given appropriate opportunities to speak. For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors and at least one supervisor attend in person, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

Article 7 The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure and casting votes, to simultaneously upload Chinese and English versions of annual report, annual financial report, notice of shareholders' meeting, procedure manual and supplementary materials for the meeting. It is advisable to adopt electronic voting to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with law.

It is advisable that the Company at a shareholders meeting avoid raising extraordinary motions and amendments to original proposals and adopt the candidate nomination system for elections of directors and independent directors for the year.

The Company is advised to arrange for its shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, through the MOPS.

Article 8 The Company, in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors. The shareholders meeting minutes shall be properly and perpetually kept by the Company during its legal existence, and should be sufficiently disclosed on the Company's website.

Article 9 The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders' meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will. In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the

shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10 The Company shall attach importance to shareholder's rights, and duly comply with the relevant regulations on disclosure of information, and provide shareholders with the information about the Company's financial, business, insider shareholding and corporate governance conditions, frequently and in real time, by using Market Observatory Post System (MOPS) or the website established by the Company.

In order to treat shareholders on an equal basis, all kinds of information specified in the preceding paragraph shall be disclosed in English at the same time.

The Company shall formulate internal rules to prohibit its insiders from purchasing or selling securities by taking advantage of any information not disclosed in market, in order to safeguard shareholder's rights and interests and implement equal treatment of shareholder.

Article 11 Shareholders shall have the right to share the Company's profits. The Shareholders' Meeting shall review the sheets and books prepared by the Board of Directors as well as the reports made by Audit Committee, and make resolutions on distribution of profits or appropriation for losses in accordance with Article 184 of the Company Act, in order to ensure shareholders' rights and interests to and in investment. Shareholders' Meeting shall appoint inspector(s) to carry out the said review.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records, assets, specific matters, specific transaction documents and records of the Company.

The board of directors, audit committee or supervisors, and

managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any circumvention, rejection or obstruction.

Article 12 In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

When the Company is involved in mergers and acquisitions or public tender offers, in addition to proceeding in accordance with the applicable laws and/or regulations, attention shall be paid to the fairness and rationality of the mergers and acquisitions or public tender offer plans and transactions, as well as to the information disclosure and the soundness of the subsequent financial structure.

Article 13 In order to protect the interests of the shareholders, it is advisable that the Company designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the Company's articles of association, or that such damage was caused by a breach of applicable laws, regulations or the Company's articles of association by any directors, supervisors or managers in performing their duties.

It is advisable that the Company adopts internal procedures for appropriate handling of matters referred to in the preceding two

paragraphs, and that it keeps relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.

Article 13-1 The Board of the Company is responsible to have a procedure to interact with the shareholders in place to improve the mutual understanding about the Company's objectives and development.

Article 13-2 In addition to encouraging the shareholders to participate in and communicate through shareholders meeting, the Board of the Company shall communicate with the shareholders efficiently, work with the managers and independent directors to understand the shareholders' opinions and concerns, and identify the Company's policies to obtain the shareholders' support.

Section 2 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises

Article 14 The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15 Unless otherwise provided by the laws and regulations, a manager of the Company may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16 The Company shall establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to

reduce credit risk.

Article 17 When the Company and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

All transactions or contracts made by and between the Company and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.

Article 18 A corporate shareholder having controlling power over the Company shall comply with the following provisions:

I. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.

II. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.

III. It shall comply with relevant laws, regulations and the articles of association of the Company in nominating directors or supervisors and shall not act beyond the authority granted by the shareholders meeting or board meeting.

V. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.

VI. It shall not restrict or impede the management or production

of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.

VII. The representative that is designated when a corporate shareholder has been elected as a director shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19 The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares, in order for other shareholders to monitor such changes.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the Company or the shareholding stake thereof is on the top 10 list, provided however that the Company may set up a lower shareholding threshold according to the actual shareholding stake that may control the Company.

Chapter 3 Enhancing the Function of Board of Directors
Section 1 Structure of Board of Directors

Article 20 The Company's board of directors shall guide the Company's strategy, supervise the management and be responsible to the Company and its shareholders. Procedures and arrangements of the corporate governance shall ensure that, in exercising its authority, the board of directors will comply with laws, regulations, the Articles of association, and the resolutions adopted by the shareholders meeting.

The structure of the Company's board of directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

Except that the number of directors who concurrently serve as the officers of the Company or its subsidiary shall not exceed one-third of the total number of seats, the composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

I. Basic requirements and values: Gender, age, nationality, culture, etc.

II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, industry experience, etc.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties.

To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

I. Ability to make operational judgments.

II. Ability to perform accounting and financial analysis.

III. Ability to conduct management administration.

V. Ability to conduct crisis management.

VI. Knowledge of the industry.

VII. An international market perspective.

VIII. Ability to lead.

IX. Ability to make policy decisions.

Article 21 The Company shall, based on the principles of protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, more than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting.

When the number of directors falls short by one third of the total number prescribed in the Company's Corporate Charter, the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations.

Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22 The Company is advised to specify in its articles of association that it adopts the candidate nomination system for elections of

independent directors pursuant to the Company Act, carefully review the candidates' qualifications, background, and the existence of any other matters set forth in Article 30 of the Company Act, and proceed in accordance with Article 192-1 of the Company Act.

Article 23 Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of the Company and those of its general manager.

It is inappropriate for the chairperson to also act as the general manager. If the chairperson also acts as the general manager or the chairperson and general manager are spouses or relatives within one degree of consanguinity, it is advisable that the number of independent directors be increased.

If it is necessary to set up a functional committee, the responsibilities and duties of the committee shall be clearly defined.

Section 2 Independent Director System

Article 24 The Company shall appoint independent directors in accordance with its articles of association. They shall be three in number and not less than one-fifth of the total number of directors.

Independent directors shall have professional knowledge, and they shall be restricted from shareholding and having part-time job and, except for compliance with relevant laws and regulations, they shall not assume the office as directors, including independent directors, or supervisors in or for more than five TWSE/TPEX listed companies at the same time, and they shall keep their independence in execution of business, and shall not have any direct or indirect interests in the Company.

If the Company and the enterprises and organizations under its group, and other companies and the enterprises and organizations under their groups, have mutually nominated the directors, supervisors or managers from the other party to act as

independent director candidates, the Company shall disclose that upon acceptance of the nomination of independent director candidates, and shall explain the suitability of the independent director candidates. If anyone is elected as an independent director, its election number shall be disclosed.

For the purpose of preceding paragraph, enterprises and organization under group shall apply to the Company's subsidiaries, the consortium legal persons to which more than accumulated 50% funds are donated directly or indirectly, and other institutions or legal persons with substantial control ability. Independent directors and non-independent directors shall not change their positions during their term of office.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or GreTai Securities Market.

Article 25 If the Company has elected independent directors, it shall submit the following matters to the board of directors for approval by resolution. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

I. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.

II. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees

for others.

III. A matter bearing on the personal interest of a director.

V. A material asset or derivatives transaction.

VI. A material monetary loan, endorsement, or provision of guarantee.

VII. The offering, issuance, or private placement of any equity-type securities.

VIII. The hiring, discharge, or compensation of an attesting CPA.

IX. The appointment or discharge of a financial, accounting, or internal audit officer.

X. Any other material matter so required by the competent authority.

Article 26 The Company shall expressly specify the scope of independent director's duties and the relevant persons who grant the exercising rights and duties. The company or other board members shall not obstruct, reject or circumvent the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the directors in accordance with the applicable laws and regulations. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the Company, and shall also take the overall operational risks of the Company into consideration. Reasonable remuneration that are different from the remuneration to ordinary directors shall be determined for independent directors.

Section 3 Audit Committee and Other Functional Committees

Article 27 For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of the Company, in consideration of the size of its board nature of business and the number of its independent directors, may set up functional committees for auditing, remuneration or any other functions, and based on concepts of corporate social

responsibility and sustainable operation, may set up other committees, and expressly provide for them in the articles of association.

Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the performance of supervisor's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.

Article 28 The Company shall establish an audit committee.

The Audit Committee shall be composed of all independent directors, with no fewer than three members, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The Audit Committee and its independent director members shall exercise their powers in accordance with, and related matters shall subject to, the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules of the stock exchange or OTC center.

Article 28-1 The Company shall establish a remuneration committee and more than half of the members shall be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or

Traded Over the Counter.

Article 28-2 It is advisable that the Company set up and make available the reporting mechanism to the internal and external parties, and provide protection to people who report the misconduct. The receiving unit shall maintain its independence, preserve the data supplied by the informant by encryption, properly restrict the access to such information, and establish the internal processing procedures as a part of the internal control system.

Article 29 To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer. To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions. It is advisable that the company establish channels and mechanisms of communication between the independent directors, the supervisor or audit committee, and the attesting CPA, and to incorporate procedures for that purpose into the company's internal control

system for management purposes.

The Company shall evaluate the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually.

In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

Article 30 It is advisable that the Company engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

Where, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

Section 4 Rules for the Proceedings of Board Meetings and the Decision-Making Procedures

Article 31 The board of directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the

purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the board of directors.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32 Company directors shall exercise a high degree of self-discipline. If any director or a juristic person represented by a director is an interested party with respect to any proposal for a board meeting, 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. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

Article 33 After the Company establishes independent directors, independent directors shall personally attend, and shall not entrust any non-independent directors to attend for them, the meeting related to the matters which shall be submitted to the Board of Directors under Article 14-3 of the Securities and Exchange Act.

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 board 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.

In any of the following circumstances, decisions made by the board of directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS before the beginning of trading hours on the first business day after the date of the board meeting:

- I. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- II. Any matter that has not been passed by the Company's Audit Committee but has been adopted with the approval of two-thirds or more of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors.

Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meeting to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34

Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the board of directors' meetings shall be signed by the chairperson and secretary of the meeting and sent to each director within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the Company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

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 any litigation arises in connection with a resolution of a board of directors meeting before the end of the preservation period referred to in the preceding paragraph, the relevant audio or video recordings shall continue to be preserved, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of association, or resolutions adopted in the shareholders meeting, and thus causes an injury to the company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35 The following items shall be proposed to the board of directors for discussion:

I. Corporate business plans.

II. Annual and semi-annual financial reports.

III. Adoption or amendment of an internal control system pursuant to the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.

V. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.

VI. The offering, issuance, or private placement of any equity-type securities.

VII. The performance assessment and the standard of remuneration of the managerial officers.

VIII. The structure and system of director's remuneration.

IX. The appointment or discharge of a financial, accounting, or internal audit officer.

X. A donation to a related party or a major donation to a non-related party. However, 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.

XI. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or by-law 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.

Except for the matters that shall be submitted to the Board of Directors for deliberation under the preceding sub-paragraph, when the Board of Directors is in recess, it may authorize others to exercise its powers in accordance with the relevant laws and regulations or the Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified and general information is not permitted.

Article 36

The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully

review their implementation.

The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Section 5 Duty of Care and Responsibility of Directors

Article 37 Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

The Company shall formulate rules and procedures for board of directors' performance assessments, and that each year it conducts regularly scheduled performance assessments of the board of directors, functional committees, and individual directors through self-assessment, peer-to-peer assessments, engaging outside professional institutions, or in any other appropriate manner. It is advisable that the performance assessment of the board of directors include the following aspects, and that appropriate assessment indicators be developed in consideration of the company's needs:

- I. The degree of participation in the company's operations.
- II. Improvement in the quality of decision making by the board of directors.
- III. The composition and structure of the board of directors.
- V. The election of the directors and their continuing professional education.
- VI. Internal controls.

The performance assessments of board members (self-

assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

- I. The grasp of the company's goals and missions.
- II. The recognition of director's duties.
- III. The degree of participation in the company's operations.
- V. The management of internal relationships and communication.
- VI. The professionalism and continuing professional education.
- VII. Internal controls.

The performance assessments of functional committees shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

- I. The degree of participation in the company's operations.
- II. The recognition of the functional committee's duties.
- III. Improvement in the quality of decision making by the functional committee.
- V. The composition of the functional committee and election of its members.
- VI. Internal controls.

The company is advised to submit the results of the performance assessments to the board of directors for consideration in its decisions regarding remuneration, nomination and renewal of individual directors.

Article 37-1 It is advisable for the Company to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.

Article 38 If a resolution of the board of directors violates law, regulations or the Company's articles of association, then at the request of shareholders holding shares continuously for a year or an independent director to discontinue the implementation of the resolution, members of the board shall take appropriate measures

or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the Company would suffer material injury, members of the board of directors shall handle it in accordance with the foregoing paragraph and immediately report to the audit committee or an independent director member of the audit committee.

Article 39 The Company may take out liability insurance for directors with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a director.

After the Company purchases or renews the director liability insurance, it shall report the important information such as the insurance amount, coverage and premium rate in the most recent Board meeting.

Article 40 Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors of the Company, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

Chapter 4 Respecting Stakeholders' Rights

Article 41 The Company shall maintain smooth communication channels with banks and other creditors, employees, consumers, suppliers, communities or other interested parties of the Company, respect and safeguard their legitimate rights and interests, and shall set up

a special area for interested parties on the Company's website. In the event of a management buyout of the Company, attention shall be paid to the soundness of the subsequent Company's financial structure.

When the legitimate rights and interests of interested parties are infringed, the Company shall properly deal with them in good faith.

Article 42 Sufficient information should be provided to the correspondent banks and other creditors so that they can make judgments and decisions on the operation and financial status of the Company. When their legitimate rights and interests are infringed, the Company should respond positively and allow creditors to obtain compensation in an appropriate way with a brave and responsible attitude.

Article 43 The Company shall establish a communication channel for employees, encourage employees to communicate directly with management or directors, and appropriately reflect employees' opinions on the Company's operation and financial status or major decisions involving employees' interests.

Article 44 While maintaining normal business development and maximizing the interests of shareholders, the Company shall pay attention to the rights and interests of consumers, community environmental protection and public welfare, and pay attention to the social responsibility of the Company.

Chapter 5 Enhance information transparency

Section 1 Strengthen information disclosure

Article 45 Information disclosure is an important responsibility of the Company. The Company shall faithfully perform its obligations in accordance with relevant laws and regulations and the provisions of the stock exchange.

The Company should announce and report the annual financial

report within two months after the end of the fiscal year, and announce and report the financial reports for the first, second and third quarters and the operation of each month before the specified time limit.

The Company should establish an online reporting system for public information, appoint a special person to be responsible for the collection and disclosure of the Company's information, and establish a spokesman system to ensure that the information that may affect the decisions of shareholders and stakeholders can be disclosed in a timely and appropriate manner.

Article 46 In order to improve the accuracy and timeliness of the disclosure of major information, the Company shall appoint speakers who have a comprehensive understanding of the Company's finance and business, or can coordinate with various departments to provide relevant information, and can independently represent the Company as the Company's spokesperson and acting spokesperson.

The Company shall have more than one acting spokesperson, and any acting spokesperson shall be able to speak on behalf of the spokesperson alone when the spokesperson fails to perform his speaking duties, but the acting order shall be confirmed to avoid confusion.

In order to implement the spokesperson system, the Company shall specify a unified speaking procedure, and require the management and employees to keep the financial and business secrets, and shall not spread information arbitrarily.

In case of any change of spokesperson or acting spokesperson, information disclosure shall be handled immediately.

Article 46-1 The audit committee may investigate the business and financial situation of the Company at any time, and the relevant departments of the Company shall cooperate to provide the books and documents required for the audit.

When auditing the Company's finance and business, the audit committee may entrust a lawyer or accountant to audit on behalf of the Company, but the Company shall inform the relevant personnel of their confidentiality obligations.

The board of directors or the manager shall submit a report at the request of the audit committee, and shall not obstruct, evade or refuse the inspection of the Audit Committee for any reason.

When the audit committee performs its duties, the Company shall provide necessary assistance according to its needs, and the reasonable expenses required shall be borne by the Company.

Article 46-2 In order to facilitate the audit committee to discover the possible disadvantages of the Company in time, the Company shall establish communication channels between employees, shareholders and stakeholders and the audit committee.

When the audit committee finds any malpractice, it shall take appropriate measures in time to prevent the expansion of the malpractice, and report it to the relevant competent authority or unit when necessary.

If the general manager, the person in charge of finance, accounting, R & D and internal audit departments or the certified public accountant of the Company resigns or changes, the audit committee shall deeply understand the reasons.

If the audit committee neglects its duties and causes damage to the Company, it shall be liable for compensation to the Company.

Article 47 The Company shall use the convenience of the Internet to set up a website and establish the Company's financial and business-related information and corporate governance information for the reference of shareholders and stakeholders. It may also provide financial, corporate governance or other relevant information in English.

The above-mentioned website shall be maintained by a specially assigned person, and the information listed shall be detailed,

accurate and updated immediately, so as to avoid the risk of misleading.

Article 48 The Company shall hold a corporate briefing in accordance with the regulations of the stock exchange and shall keep it in the form of sound recording or video recording. The financial and business information of the corporate information meeting shall be entered into the public information observatory in accordance with the regulations of the stock exchange, and inquired through the Company's website or other appropriate channels.

Section 2 Corporate governance information disclosure

Article 49 The Company shall, in accordance with relevant laws and regulations and the provisions of the stock exchange, disclose and continuously update information related to corporate governance during the following years (where an audit committee is established, it is not necessary to disclose the information of supervisors):

- I. Structure and rules of corporate governance.
- II. Ownership structure and shareholders' equity of the Company (including specific and clear dividend policy).
- III. The structure of the board of directors, the professionalism and independence of its members.
- IV. Responsibilities of the board of directors and managers.
- V. Composition, responsibilities and independence of the audit committee.
- VI. Composition, responsibilities and operation of salary and Remuneration Committee and other functional committees.
- VII. The remuneration paid to directors, general managers and deputy general managers in the most recent two years, the analysis of the proportion of the total remuneration to the after-tax net profit of individuals or individual financial reports, the remuneration payment policies, standards and combinations, the procedures for setting remuneration and its

correlation with business performance. Under special individual circumstances, remuneration of individual directors and supervisors shall be disclosed.

VIII. Directors' further education.

IX. Rights and interests of stakeholders, channels of appeal, issues of concern and appropriate response mechanism.

X. Detailed handling of information disclosure matters regulated by laws and regulations.

XI. The operation of corporate governance and the gap and reasons between the corporate governance code formulated by the Company itself and the "code of practice for corporate governance of listed and OTC companies" formulated by the competent authority.

XII. Other information related to corporate governance.

The Company is advised, according to the actual performance of the corporate governance system, to disclose the plans and measures to improve its corporate governance system through appropriate mechanisms.

Chapter 6

Miscellaneous

Article 50

The Company shall always pay attention to the development of domestic and international corporate governance systems, so as to review and improve the corporate governance system established by the Company, so as to improve the effectiveness of corporate governance.

Article 51

The Code shall come into force after being adopted by the resolution of the board of directors, and the same shall apply to amendments.

Appendix 4

Taiming Assurance Broker Co., Ltd. Corporate Social Responsibility Best Practice Principles

Chapter 1

General

- Article 1 The Company regards corporate social responsibility as one of the core values of the Company. In order to fulfill corporate social responsibility, promote economic, environmental and social progress, and achieve the goal of sustainable development, the Company has formulated this code in consideration of the code of practice on corporate social responsibility of listed and OTC companies and relevant laws and regulations for compliance.
- The Company formulates these Principles to manage its economic, environmental and social risks and impact.
- Article 2 These Principles apply to this Company, including the entire operations of the Company and its business group.
- While engaging in business operation, the Company actively practices corporate social responsibility to comply with international development trends, enhance national economic contribution, improve the quality of life of employees, communities and society, and promote competitive advantage based on corporate responsibility through corporate citizenship.
- Article 3 In performing corporate social responsibility, the Company shall pay attention to the rights and interests of stakeholders, pay attention to environmental, social and corporate governance factors while pursuing sustainable operation and profit, and incorporate them into the Company's management policies and operating activities.
- Article 4 The Company's practice of corporate social responsibility should be based on the following principles:
- I. Exercise corporate governance.
 - II. Foster a sustainable environment.
 - III. Preserve public welfare.
 - III. Safeguard social welfare.

Article 5 The Company shall consider the relationship between the development trend of corporate social responsibility at home and abroad and the core business of the enterprise, the impact of the overall operation activities of the Company and its group enterprises on stakeholders, formulate corporate social responsibility policies, systems or relevant management policies and specific promotion plans, and submit the report to the shareholders' meeting after being approved by the board of directors.

When shareholders put forward proposals related to corporate social responsibility, the board of directors of the Company should consider it as a proposal for the shareholders' meeting.

Chapter 2 Implementing and promoting corporate governance

Article 6 The Company should follow the Code of Practice for the governance of listed and OTC companies, the code of good faith operation of listed and OTC companies, and the reference examples of the code of ethical conduct formulated by listed and OTC companies, and establish an effective governance structure and relevant ethical standards to improve corporate governance.

Article 7 The directors of the Company shall fulfill the duty of care of good managers, urge enterprises to practice social responsibility, and review its implementation effectiveness and continuous improvement from time to time, so as to ensure the implementation of corporate social responsibility policy.

When the Company performs its corporate social responsibility, the board of directors of the Company should fully consider the interests of interested parties and include the following matters:

- I. Putting forward the mission or vision of corporate social responsibility, and formulate corporate social responsibility policies, systems or relevant management policies.
- II. Incorporating corporate social responsibility into the Company's operating activities and development direction, and approve the specific promotion plan of corporate social

responsibility.

III. Ensuring the timeliness and correctness of information disclosure related to corporate social responsibility.

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 shall regularly organize education and training on the performance of corporate social responsibility, including publicity and guidance on matters such as paragraph 2 of the preceding article.

Article 9 In order to improve the management of corporate social responsibility, the Company should set up a full-time (Part-time) unit to promote corporate social responsibility, which is responsible for the proposal and implementation of corporate social responsibility policies, systems or relevant management policies and specific promotion plans, and report to the board of directors regularly.

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

The employee performance appraisal system should be combined with the corporate social responsibility policy, and a clear and effective reward and punishment system should be established.

Article 10 The Company shall respect the rights and interests of interested parties, identify the interested parties of the Company, and set up a special area for interested parties on the Company's website; Understand the reasonable expectations and needs of stakeholders through appropriate communication methods and the participation of stakeholders, and properly respond to important corporate social responsibility issues concerned by

stakeholders.

Chapter 3 Developing Sustainable Environment

Article 11 The Company shall comply with relevant environmental laws and regulations and relevant international standards and norms, appropriately protect the natural environment, and devote itself to the goal of environmental sustainability in the implementation of business activities.

Article 12 The Company should strive to improve the utilization efficiency of various resources and use recycled materials with low impact on environmental load, so that the earth's resources can be used continuously.

Article 13 The Company should establish an appropriate environmental management system according to its industrial characteristics. The system should include the following items:

- I. Collecting and evaluating sufficient and timely information on the impact of operating activities on the natural environment.
- II. Establishing measurable environmental sustainability goals and regularly review the sustainability and relevance of their development.
And relevance
Formulating specific plans or action plans and other implementation measures, and regularly review the effectiveness of its operation.

Article 14 The Company should set up a special environmental management unit or personnel to formulate, promote and maintain relevant environmental management systems and specific action plans, and regularly hold environmental education courses for management and employees.

Article 15 The Company shall take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, to reduce the impact on the natural environment and human beings from its business

operations:

- I. Reduce resource and energy consumption of its products and services.
- II. Reduce emission of pollutants, toxins and waste and dispose of waste properly.
- III. Improve recyclability and reusability of raw materials or products.
- IV. Maximize the sustainability of renewable resources.
- V. Enhance the durability of products.
- VI. Improve efficiency of products and services.

Article 16

In order to improve the use efficiency of water resources, the Company shall make proper and sustainable use of water resources and formulate relevant management measures.

The Company shall build and strengthen relevant environmental protection and treatment facilities to avoid polluting water, air and land; And try our best to reduce the adverse impact on human health and the environment, and adopt the best feasible pollution prevention and control technology measures.

Article 17

The Company shall 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:

- I. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.
- II. Indirect greenhouse gas emissions: Purchasing electricity, heat, steam and other energy utilization.

The Company shall pay attention to the possible impact of climate change on operating activities, formulate the Company's energy conservation and carbon reduction strategy and greenhouse gas reduction strategy according to the operating conditions and greenhouse gas inventory results, and incorporate the acquisition of carbon rights into the Company's carbon reduction strategy planning, so as to promote it, so as to reduce the impact of the Company's operation on climate change.

Chapter 4
Article 18

Safeguarding Social Welfare

The Company shall abide by relevant laws and regulations and international human rights conventions, such as gender equality, right to work and prohibition of discrimination.

In order to fulfill its responsibility to protect human rights, the Company shall formulate relevant management policies and procedures, including:

- I. Propose the human rights policy or statement of the enterprise.
- II. Assess the impact of the Company's operating activities and internal management on human rights, and formulate corresponding handling procedures.
- III. Regularly review the effectiveness of corporate human rights policies or statements.
- IV. When human rights violations are involved, the handling procedures for the interested parties involved shall be disclosed.

The Company shall abide by internationally recognized labor human rights, such as freedom of association, right to collective negotiation, caring for vulnerable groups, prohibition of child labor, elimination of all forms of forced labor, elimination of employment and employment discrimination, and confirm that its human resources application policies have no differential treatment such as gender, race, socio-economic level, age, marriage and family status, so as to implement employment, employment conditions, salary, welfare, training Equality and fairness of evaluation and promotion opportunities.

For cases endangering the rights and interests of workers, the Company shall provide an effective and appropriate complaint mechanism to ensure the equality and transparency of the complaint process. The appeal channel shall be concise, convenient and unblocked, and the employee's appeal shall be properly responded to.

Article 19

The Company shall provide employees with information to make them understand their rights under the labor laws of the

country where they operate.

Article 20 The Company shall provide a safe and healthy working environment for employees, including the provision of necessary health and first-aid facilities, strive to reduce the risk factors to employees' safety and health, and implement safety and health education and training for employees.

The Company shall organize training on safety and health for employees on a regular basis.

Article 21 The Company shall create an environment conducive to the development of employees' careers and establish effective training programs to foster career skills.

The Company shall 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.

Article 22-1 A TSEC / GTSM listed Company should treat its customers or consumers in a fair and reasonable manner, including the principles of fairness and integrity, duty of care and loyalty, authenticity of advertising, suitability of goods or services, disclosure and disclosure, balance between remuneration and performance, protection of appeal, professionalism of business personnel, etc., and formulate relevant implementation strategies and specific measures.

Article 22 The Company shall establish a channel for regular communication and dialogue among employees, so that employees have the right to obtain information and express opinions on the Company's operation and management activities and decisions.

The Company shall respect the right of employee representatives to exercise consultation on working conditions, and provide employees with necessary information and hardware facilities to promote consultation and cooperation between employers, employees and employee representatives. The Company shall notify in a reasonable manner of changes in operations that may have a significant impact on employees.

- Article 23 The Company shall be responsible for service and attach importance to marketing ethics. Its service process shall ensure the transparency and security of service information, formulate and disclose its consumer rights and interests' policy, and implement it in operational activities, so as to prevent the service from damaging consumer rights and interests, health and safety.
- Article 24 The Company shall ensure the quality of its products and services by following the laws and regulations of the government and relevant standards of its industries.
The Company shall follow relevant laws, regulations and international guidelines in regard to marketing and labeling of, its 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.
- Article 25 The Company shall 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 shall provide a clear and effective procedure for accepting consumer complaints to fairly and promptly handle consumer complaints, shall comply with laws and regulations for respecting consumers' rights of privacy and shall protect personal data provided by consumers.
- Article 26 The Company shall evaluate the impact of its business operations on the community and adequately employ personnel from the location of the business operations to enhance community acceptance.
Through equity investment, business activities, in kind donation, enterprise volunteer services or other public welfare professional services, the Company should invest resources in organizations that solve social or environmental problems through business model, or relevant activities of citizen organizations, charitable public welfare groups and local government institutions participating in community development and community education, so as to promote

community development.

Chapter 5 Strengthening Information Disclosure on Corporate Social Responsibility

Article 27 The Company shall conduct information disclosure in accordance with relevant laws and regulations and the code of practice for corporate governance of listed and OTC companies, and shall fully disclose relevant and reliable corporate social responsibility information to enhance information transparency. The Company shall disclose the following information about corporate social responsibility:

- I. Corporate social responsibility policies, systems or relevant management policies and specific promotion plans adopted by the board of directors.
- II. 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.
- III. The implementation objectives, measures and implementation performance formulated by the Company for corporate social responsibility.
- IV. Major stakeholders and their concerns.
- V. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
- VI. Other corporate social responsibility related information.

Article 28 The Company shall adopt internationally recognized standards or guidelines to disclose the promotion of corporate social responsibility in the preparation of corporate social responsibility report, and should obtain the confidence or guarantee of a third party to improve the reliability of information. The reports shall include:

- I. Implement corporate social responsibility policies, systems or relevant management policies and specific promotion plans.
- II. Major stakeholders and their concerns.

III. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.

IV. Future improvements and goals.

Chapter 6

Miscellaneous

Article 29

The Company shall always pay attention to the development of relevant standards of corporate social responsibility at home and abroad and the changes of corporate environment, so as to review and improve the corporate social responsibility system established by the Company, so as to improve the performance of corporate social responsibility.

Appendix V

Taiming Assurance Broker Co., Ltd. Operating Procedure for Acquisition and Disposal of Assets

Article 1 Purpose and basis

In order to comply with the acquisition or disposal of assets of the company and its subsidiaries, the Procedure (hereinafter referred to as the Procedure) are formulated in accordance with Article 36-1 of the Securities and Exchange Law (hereinafter referred to as the Law) and the "Guidelines for the Acquisition or Disposal of Assets by Public Companies" (hereinafter referred to as the Guidelines) issued by the Financial Regulatory Commission (hereinafter referred to as the FSC).

Article 2 Scope of application

The acquisition or disposal of assets by the Company and its subsidiaries shall be handled in accordance with the provisions of the Procedure. However, if other laws and regulations provide otherwise or are different from the laws and regulations of the place where the subsidiary is located, its provisions or local laws and regulations may prevail.

Article 3 The scope of application of the assets referred to in the Procedure is as follows:

- I. Investments in securities, stocks, government bonds, corporate bonds, financial bonds, securities of recognition funds, depositary receipts, call (put) warrants, beneficiary securities and asset-based securities.
- II. Real estate (including land, houses and buildings, investment real estate and land use right) and equipment.
- III. Membership card.
- IV. Patents, copyrights, trademarks, franchises and other intangible assets.
- V. Right-of-use asset assets.
- VI. Creditor's rights of financial institutions (including accounts receivable, foreign exchange purchase discount, loan and collection).
- VII. Derivatives.
- VIII. Assets acquired or disposed of by merger, division, acquisition or transfer of shares in accordance with the law.
- IX. Other important assets.

Article 4 Terms in the Procedure are defined as follows:

- I. Derivative instruments: It refers to that its value is determined by specific interest rate, financial instrument price, commodity price, exchange rate, price or forward contracts and option contracts derived from rate index, credit rating or credit index or other option contracts futures contracts, leveraged margin contracts, exchange contracts, combinations of the above contracts, or embedded derivatives or a combination contract or structured commodity embedded in a derivative commodity. The term "forward contract" does not include insurance contract, performance contract, after-sales service contract, long-term lease contract and long-term purchase (Sales) contract.
- II. Assets acquired or disposed of by merger, division, acquisition or transfer of shares in accordance with the law: It refers to assets acquired or disposed of through merger, division or acquisition in accordance with the enterprise merger and Acquisition Act, the financial holding Company act, the Financial Institution Merger Act or other laws, or the issuance of new shares to transfer shares of other companies in accordance with article 156-3 of the Company Act (hereinafter referred to as share transfer).
- III. Related parties and subsidiaries: It shall be recognized in accordance with the standards for the preparation of financial reports of securities issuers.
- IV. Professional appraisers: It refers to real estate appraisers or other persons who are legally allowed to engage in real estate and equipment valuation business.
- V. Date of fact: It refers to the date of signing the transaction, the date of payment, the date of entrusted transaction, the date of transfer of ownership, the date of resolution of the board of directors or other dates sufficient to determine the trading object and transaction amount, whichever is the former. However, for investors subject to the approval of the competent authority, the date of the above opening or the date of receipt of the approval of the competent authority shall prevail.
- VI. Investment in mainland China: It refers to the mainland investment conducted in accordance with the regulations of the Investment Review Commission of the Ministry of economic affairs on the licensing of investment or technical cooperation in mainland China.
- VII. Investment oriented professionals: It refers to financial holding companies, banks, insurance companies, securities finance companies, trust enterprises, securities firms engaged in proprietary or underwriting business, futures commission merchants engaged in proprietary business, securities investment trust enterprises, securities investment consulting enterprises and fund management companies

established in accordance with the law and managed by the local competent financial authority.

VIII. Stock Exchanges: Domestic stock exchange refers to Taiwan Stock Exchange Co., Ltd; Foreign stock exchange refers to any organized securities exchange managed by the competent securities authority of the country.

IX. Business premises of securities firms: The business premises of domestic securities firms refer to the places where securities firms set up special counters for trading in accordance with the regulations governing the trading of securities on the business premises of securities firms; The business premises of foreign securities firms refer to the business premises of financial institutions that are managed by the competent foreign securities authority and may operate securities business.

Article 5

The amount of the above-mentioned assets acquired by the Company and each subsidiary is determined as follows:

I. The total value of the real estate not used for business purposes shall not exceed the net worth of the Company.

II. The total amount of investment in long- and short-term securities shall not exceed the net worth of the Company.

III. The amount of investment in individual securities shall not exceed the net worth of the Company.

V. The Company shall not be limited by this Article in its investment in subsidiaries in which the Company directly or indirectly holds 50% of the voting shares.

Article 6

The Company and its subsidiaries shall adopt the Procedure in accordance with the provisions of the handling standards.

When the Procedure is submitted to the board of directors for discussion, the opinions of independent directors shall be fully considered. If independent directors have objections or reservations, they shall be stated in the minutes of the board of directors.

The Procedure shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution.

If the preceding paragraph is not approved by more than half of the members of the audit committee, it may be approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board meeting.

All the members of the Audit Committee referred to in paragraph 3 and all the directors referred to in the preceding paragraph shall be calculated by the actual incumbent.

Article 7

The following items shall be recorded in the Procedure and shall be handled in accordance with the Procedure:

I. Asset scope.

II. Evaluation procedure: It shall include price determination method and reference basis, etc.

III. Operation procedure: It shall include authorization limit, level, execution unit and transaction process, etc.

IV. Announcement and declaration procedures.

The total amount of real estate and its right to use assets or securities acquired by the Company and its subsidiaries for non-business use, and the limit of individual securities.

VI. Procedures for controlling the acquisition or disposal of assets by subsidiaries.

VII. Punishment for violation of these rules or the Procedure by relevant personnel.

VIII. Other important matters.

In addition to the provisions of the preceding paragraph, the Company shall also formulate the Procedure in accordance with sections 3 to 5 of the handling standards.

If the public offering department does not intend to engage in derivatives trading, it may be exempted from formulating the procedure for dealing with derivatives trading after submitting it to the board of directors for approval. Subsequently, if the Company wants to engage in derivatives trading, it should first proceed in accordance with the provisions of the preceding article and the preceding paragraph.

The Company shall urge its subsidiaries to formulate and implement asset acquisition or disposal procedures in accordance with the disposal standards.

Article 8

When the independent directors obtain opinions on the disposal of assets or other matters of the independent directors in accordance with the provisions of this meeting, they shall submit them to the independent directors for full consideration in accordance with the provisions of this meeting or other legal procedures.

Significant asset or derivative transactions shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution, and the provisions of paragraphs 4 and 5 of Article 6 shall apply mutatis mutandis.

Article 9

Where the Company or its subsidiary acquires or disposes of property, equipment or its right-of-use assets, it shall request a competent agency to sign a statement explaining the reasons for the acquisition or disposal, and, after inquiring, comparing or negotiating prices, which shall be subject to the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.

Where the Company or its subsidiary acquires or disposes of property or equipment, except for transactions with domestic government agencies, contracted construction on self-owned land, contracted construction on leased land, or acquisition or disposal of equipment for business use or its right-to-use assets, when the transaction amount reaches 20% of the paid-up capital of the Company or NT\$300 million or more, it shall request a professional appraiser to issue an appraisal report before the date of the fact, and shall meet the following requirements:

- I. If a limited price, specific price or special price must be used as the reference basis of the transaction price for special reasons,
 - the transaction shall be submitted to the board of directors for resolution; The same shall apply to the change of trading conditions of the company
- II. When the transaction amount is more than NT\$1 billion, two or more professional appraisers shall be requested for appraisal.
- III. Under any of the following circumstances, except that the valuation results of assets acquired are higher than the transaction amount, or the valuation results of assets disposed of are lower than the transaction amount, a professional appraiser shall contact a CPA to handle it in accordance with the provisions of the bulletin of Auditing Standards No. 20 issued by the Accounting Research and Development Foundation of the Republic of China (hereinafter referred to as the Accounting Research and Development Foundation), And express specific opinions on the reasons for the differences and the appropriateness of the transaction price:
 - (I) The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.
 - (II) The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.
- IV. The date of the report issued by the professional appraiser shall not be later than 3 months after the date of establishment of the contract. However, if the current value of the same period of announcement applies and less than six months have passed, the original professional appraiser may issue a written opinion.

Article 10

Where the Company or its subsidiary acquires or disposes of securities, it should take into account their net value per share, profitability and market conditions shall be considered to evaluate the reasonableness of their price, and request a competent agency to provide an appraisal report, which should be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.

When the Company and its subsidiaries acquire or dispose of securities, they shall take the latest financial statements of the target Company audited, certified or reviewed by a CPA as a reference for evaluating the transaction price before the date of occurrence. In addition, if the transaction amount reaches 20% of the Company's paid in capital or more than NT \$300 million, they shall contact a CPA to express their opinions on the rationality of the transaction price before the date of occurrence. If the CPA needs to use an expert report, it shall be handled in accordance with the statement of Auditing Standards No. 20 issued by the accounting research and development foundation.

The preceding paragraph shall not apply if the securities mentioned in the aforesaid paragraph are publicly offered in an active market or otherwise stipulated by FSC or fall under any of the following circumstances:

(I) The securities are obtained by cash contribution through the establishment or public offering in accordance with the law, and the right to obtain the securities is equivalent to the proportion of capital contribution.

(II) Participating in the subscription of securities issued by the target company in accordance with relevant laws and regulations for capitalization in cash and issued at par.

(III) Participating in the subscription of securities issued by 100% direct or indirect investment companies for cash capital increase, or participating in the subscription of securities issued by 100% subsidiaries for cash capital increase.

(IV) TWSE/TPEX listed marketable securities listed on securities exchange or securities premises.

(V) Domestic public bonds, bonds with repurchase and reselling conditions.

(VI) Publicly offered funds.

(VII) Acquiring or disposing of stocks of OTC companies in accordance with the OTC securities bidding regulations or auction regulations of the ROC securities exchange.
disposing of stocks of OTC companies

(VIII) Participating domestically in cash capital increase and share subscription of

domestic public companies or subscribe for corporate bonds (including financial bonds), and the securities obtained are not private placement securities.

(IX) In accordance with paragraph 1 of Article 11 of the securities investment trust and consulting act, where a domestic private placement fund is subscribed for before the establishment of the fund, or a domestic private placement fund is subscribed for or repurchased, the investment strategy has been specified in the trust contract, which is the same as the investment scope of the public fund, except for the securities credit trading and the positions held in the related commodities of the outstanding securities.

Article 11

Where the Company or its subsidiary acquires or disposes of intangible assets or their right-of-use assets or membership certificates, it should take into account their market conditions and future profitability, appraise the rationality of their prices, and request a competent agency to provide an appraisal report, which shall be provided in accordance with the provisions on the limit of authorized amount and the levels stipulated in the Company's measures on approval authority.

Where the trading amount of membership certificates or intangible assets obtained or disposed of by the Company and its subsidiaries reaches 20% of the Company's paid in capital or NT \$300 million or more, in addition to trading with government agencies, the CPA shall be consulted to express an opinion on the rationality of the trading price before the date of occurrence, and the CPA shall handle it in accordance with the provisions of the bulletin of Auditing Standards No. 20 issued by the accounting research and development foundation.

Article 12

Where the amount of the transaction has been calculated retroactively on the basis of the facts obtained by the CPA in accordance with the provisions of paragraph 2 of Article 31 or the second year before the issuance of the valuation report, and the amount shall be calculated retroactively in accordance with the provisions of Article 31.

Article 13

Where the Company and its subsidiaries acquire or dispose of assets through court auction procedures, the certificate issued by the court shall be used instead of the appraisal report or the CPA's opinion.

Article 14

When acquiring or disposing of assets by the Company, its subsidiaries and related parties, in addition to handling relevant resolution procedures and evaluating the rationality of trading conditions in accordance with the Procedure, if the trading amount reaches 10% or more of the Company's total assets, it shall also obtain a valuation report or CPA's opinion issued by a professional appraiser in accordance with Articles 9 to 12 of the Procedure.

The trading amount referred to in the preceding paragraph shall be calculated in accordance with Article 12.

When judging whether the trading partner is a related party, in addition to paying attention to its legal form, it should also consider the substantive relationship.

Article 15

Where the Company or its subsidiary acquires or disposes of immovable property or its right-of-use assets from a related party, or acquires or disposes of other assets other than immovable property or its right-of-use assets with a related party and the transaction amount reaches 20% of the paid-in capital or 10% of total assets of the Company or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following documents shall be submitted to the Audit Committee and the Board of Directors for approval before signing the transaction contract and making payment:

- I. The purpose, necessity and expected benefits of acquiring or disposing of assets.
- II. The reason for selecting the related person as the transaction object.
- III. Documents relating to the acquisition of immovable property from the related party and the evaluation of the reasonableness of the proposed transaction terms in accordance with Article 16 and Article 17.
- IV. The original acquisition date and price of the related party, the transaction object and its relationship with the Company and related party, etc.
- V. A forecast table of cash receipts and expenditures for each month in the next year from the expected contract month, and the evaluation on the necessity of the transaction and the reasonableness of the use of funds.
- VI. The appraisal report issued by the professional appraiser obtained in accordance with the provisions of the preceding article, or the accountant's opinion.
- VII. Restrictions on this transaction and other important agreements.

The calculation of the transaction amount in the preceding paragraph shall be carried out in accordance with the provisions of 30.2, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retrospectively calculated one year ahead, and the part already submitted to the shareholders' meeting and adopted by the Board of Directors shall be exempted from being further counted.

For the acquisition or disposal of equipment for business use between the Company and its parent Company or subsidiary, the board of directors may authorize the chairman of the board of directors to make a decision within a certain amount in accordance with subparagraph 3 of paragraph 1 of Article 7, and then submit it to the board of directors of the latest period for ratification.

When submitting to the Board of Directors for discussion in accordance with the provisions of Paragraph I, the opinions of each independent director shall be fully considered. If any independent director has any objection or reserved opinion, it shall be stated in the minutes of the board meeting.

Matters subject to review by the Audit Committee in accordance with the provisions of Paragraph I shall first be approved by more than half of all members of the Audit Committee, and a resolution shall be submitted to the Board of Directors, and the provisions of Article 6, Paragraphs 4 and 5 shall apply *mutatis mutandis*.

Article 16

When the company and its subsidiaries acquire real estate or its use right assets from related parties, they shall evaluate the rationality in transaction costs according to the following methods:

- I. The transaction price of the related party plus the necessary capital interest and the cost to be borne by the buyer according to law. The interest cost of the necessary funds shall be calculated based on the weighted average interest rate of the borrowings of the Company in the year of purchasing the assets, but it shall not be higher than the maximum borrowing rate of the non-financial industry published by the Ministry of finance.
- II. If a related party has created a mortgage loan with the subject matter to a financial institution, the total value of the loan evaluation of the subject matter by the financial institution, provided that the cumulative value of the actual loan of the financial institution to the subject matter shall reach more than 70% of the total value of the loan evaluation and the loan period has exceeded one year. However,

this does not apply if the financial institution and one of the parties to the transaction are related parties to each other.

For the merger purchase or lease of the same subject-matter land and house, the transaction costs of the land and house may be evaluated respectively according to any of the methods listed in the preceding paragraph.

When the Company and its subsidiaries acquire real estate or its right to use assets from related parties, they shall evaluate the cost of real estate or its right to use assets in accordance with the provisions of the preceding two paragraphs, and shall contact a CPA for review and express specific opinions.

Where the Company and its subsidiaries acquire real estate or its use right assets from related parties under any of the following circumstances, the provisions of Article 15 shall apply, and the provisions of the preceding three paragraphs shall not apply:

- I. Related parties acquire real estate or its right to use assets due to inheritance or gift.
- II. It has been more than five years since the date of this transaction that the related party contracted to obtain the real estate or its use right assets
- III. The real estate obtained by signing a joint construction contract with a related party, or by entrusting a related party to build a real estate from a local land commission or a land lease Commission.
- IV. The real estate that has right-of-use asset obtained between the public company and its parent company, subsidiaries, or subsidiaries directly or indirectly holding 100% of the issued shares or total capital for business use

Article 17

When the evaluation results of the Company and its subsidiaries are lower than the transaction price in accordance with paragraph 1 and paragraph 2 of the preceding article, it shall be handled in accordance with Article 18. However, this restriction shall not apply if objective evidence is provided and specific reasonable opinions are obtained from professional real estate appraisers and accountants due to the following circumstances:

I. If the related party obtains plain land or leases land for reconstruction, it may prove that it meets one of the following conditions:

- (I) If the land is assessed in accordance with the method prescribed in the preceding article, the house is calculated according to the construction cost of the related party plus the reasonable construction profit, and the total amount exceeds the actual transaction price. The "reasonable construction profit" shall be based on

the average operating gross profit margin of the Construction Department of the related party in the most recent three years or the latest gross profit margin of the construction industry published by the Ministry of finance, whichever is lower.

(II) The transaction cases of other floors of the same subject property or other unrelated parties in the adjacent area within one year, with similar area, and the transaction conditions are equivalent after the evaluation of the reasonable floor or regional price difference according to the practice of real estate trading.

II. The Company and its subsidiaries provide evidence to prove that the trading conditions of the real estate purchased from the related party or the real estate use right assets obtained by leasing are equivalent to those of other non-related party transactions in the adjacent area within one year and the area is similar.

The trading cases in adjacent areas referred to in the preceding paragraph shall be based on the principle of the same or adjacent street outline and less than 500 meters away from the subject matter of the transaction or its announced present value is similar; If the said area is similar, it shall be based on the principle that the area of the transaction case of other non-related parties is not less than 50% of the area of the subject matter of the transaction; The term "one year" refers to one year retroactively calculated based on the date of the acquisition of the real estate or its use right assets.

Article 18

If the Company and its subsidiaries obtain real estate or its use right assets from related parties and the evaluation results are lower than the transaction price according to the provisions of the preceding two articles, the following matters shall be handled:

I. A special surplus reserve shall be set aside in accordance with paragraph 1 of Article 41 of the securities and exchange act for the difference between the transaction price of real estate or its right to use assets and the evaluation cost, and shall not be distributed or transferred to capital allotment. If the investor who adopts the equity method to evaluate the Company's investment is a public Company, it shall also set aside a special surplus reserve in accordance with paragraph 1 of Article 41 of the securities and exchange act according to the shareholding ratio.

II. The audit committee shall act in accordance with Article 218 of the Company Act.

III. The handling of the above two paragraphs shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and prospectus.

Where the Company has set aside a special surplus reserve in accordance with the

provisions of the preceding paragraph, it shall not use the special surplus reserve until the assets purchased at a high price or by lease have been recognized as falling price losses or disposed of or the lease has been terminated, or appropriate compensation or restitution has been made, or there is other evidence to determine that there is no unreasonable reason, and with the consent of the FSC.

Where the Company obtains real estate or use right assets from related parties, if there is other evidence showing that the transaction is not in line with business practices, it shall also comply with the provisions of the preceding two paragraphs.

Article 19

When the Company and its subsidiaries engage in derivatives trading, they shall pay attention to the control and management of the following important risk management and audit matters and incorporate them into the handling procedures:

- I. Transaction principles and policies: It shall include the types of derivatives trading, business or hedging strategies, division of rights and responsibilities, key points of performance evaluation, the total contract amount of derivatives trading, and the maximum amount of total and individual contract losses.
- II. Risk management measures.
- III. Internal audit system.
- IV. Regular evaluation methods and abnormal situation handling.

Article 20

The Company and its subsidiaries shall adopt the following risk management measures when engaging in derivative instrument transactions:

- I. The scope of risk management shall include credit, market price, liquidity, cash flow, operation and legal risk management.
- II. Trading personnel engaged in derivative instruments and confirmation, settlement and other operations personnel shall not concurrently serve each other.
- III. The risk measurement, supervision and control personnel shall belong to different departments from the personnel mentioned in the preceding paragraph, and shall report to the board of directors or senior executives who are not responsible for trading or position decision-making.
- IV. Derivative transactions shall be evaluated at least once a week, but if it is a hedging transaction that needs to be handled for business, it shall be evaluated at least twice

a month, and the evaluation report shall be sent to the senior executives authorized by the board of directors.

V. Other important risk management measures.

Article 21

When the Company and its subsidiaries engage in derivatives transactions, the board of directors shall truly supervise and manage them in accordance with the following principles:

- I. The designated senior executives shall pay attention to the supervision and control of derivatives trading risks at any time.
- II. Regularly evaluating whether the performance of derivatives trading is in line with the established business strategy and whether the risks undertaken are within the allowable range of the Company.

The senior executives authorized by the board of directors shall manage the trading of derivatives in accordance with the following principles:

- I. Regularly evaluating whether the currently used risk management measures are appropriate and are indeed handled in accordance with these guidelines and the Procedure.
- II. Supervising the trading and profit and loss situation. If any abnormality is found, it shall take necessary countermeasures and immediately report to the board of directors. The board of directors shall have independent directors present and express their opinions.

Where the Company engages in derivatives trading and authorizes relevant personnel to do so in accordance with the prescribed procedures for dealing with derivatives trading, it shall report to the board of directors of the most recent period afterwards.

Article 22

The Company and its subsidiaries shall establish a memorandum book for the purpose of conducting derivative instrument transactions, which shall record in detail the types and amounts of derivative instrument transactions, the date of approval by the board of directors and the matters that should be carefully evaluated in accordance with paragraph 4 of Article 20, paragraph 1, subparagraph 2 of the preceding article and paragraph 2, subparagraph 1 of the preceding article.

The internal auditors of the Company and its subsidiaries shall regularly understand the

appropriateness of the internal control over derivative trading, and audit the compliance of the trading department with the Procedure for dealing with derivative trading on a monthly basis, and prepare an audit report. If major violations are found, they shall notify the audit committee in writing.

Article 23

When the Company and its subsidiaries conduct merger, division, acquisition or share transfer, they shall, before convening the resolution of the board of directors, entrust accountants, lawyers or securities underwriters to express their opinions on the reasonableness of the share exchange ratio, purchase price or cash or other property allocated to shareholders, and submit them to the board of directors for discussion and approval. However, the merger of a public company with a subsidiary that directly or indirectly holds 100% of the issued shares or total capital, or the merger between subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, may be exempted from obtaining the reasonable opinions issued by the previous experts.

Article 24

When the Company and its subsidiaries participate in the merger, division or acquisition, they shall prepare a public document to the shareholders prior to the shareholders' meeting on the important contents and relevant matters of the merger, division or acquisition, and deliver it to the shareholders together with the expert opinions in paragraph 1 of the preceding article and the notice of the shareholders' meeting as a reference for whether to agree to the merger, division or acquisition. However, in accordance with other laws and regulations, it may be exempted from convening a shareholders' meeting to decide on merger, division or acquisition. If the shareholders' meeting of a company participating in the merger, division or acquisition is unable to be convened, resolved, or the proposal is rejected by the shareholders' meeting due to insufficient attendance, insufficient voting rights or other legal restrictions, the Company participating in the merger, division or acquisition shall immediately publicly explain the reasons for the occurrence, subsequent handling operations and the expected date of the shareholders' meeting.

Article 25

The Company and its subsidiaries and the companies participating in the merger, division or acquisition shall convene the board of directors and shareholders' meeting on

the same day to resolve matters related to the merger, division or acquisition, unless otherwise required by other laws or with the prior consent of the FSC due to special factors.

The Company, its subsidiaries and the companies participating in the transfer of shares shall convene the board of directors on the same day, unless otherwise required by other laws or with the prior consent of the FSC due to special factors.

When the Company and its subsidiaries participate in merger, division, acquisition or share transfer, they shall make a complete written record of the following information and keep it for five years for verification:

- I. Basic information of personnel: Including the title, name and ID card number of all persons involved in the merger, division, acquisition or share transfer plan or the implementation of the plan before the disclosure of the information (passport number in case of foreigners).
- II. Important date: Including the date of signing the letter of intent or memorandum, entrusting financial or legal counsel, signing the contract and the board of directors.
- III. Important documents and proceedings: Including merger, division, acquisition or share transfer plan, letter of intent or memorandum, important contract, minutes of board meeting and other documents.

Where the Company and its subsidiaries participate in merger, division, acquisition or share transfer, they shall, within two days from the date when the resolution of the board of directors is passed, report the information in subparagraphs 1 and 2 of the preceding paragraph to the FSC in the Internet information system in the prescribed format for recordation.

Where a company participating in a merger, division, acquisition, or share transfer is a company that is not listed or whose shares are traded on the over-the-counter market of a securities firm, the Company shall enter into an agreement with it and handle it in accordance with the provisions of the preceding two paragraphs.

Article 26

All persons who participate in or know the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality commitment. Before the information is made public, they shall not disclose the contents of the plan, nor shall they buy or sell the shares and other equity securities of all companies related to the merger, division, acquisition or share transfer by themselves or in the name of others.

Article 27

When the Company and its subsidiaries participate in merger, division, acquisition or share transfer, the share exchange ratio or purchase price shall not be changed arbitrarily, and the conditions for change shall be stipulated in the merger, division, acquisition or share transfer contract except for the following circumstances:

- I. Handling cash capital increase, issuance of convertible corporate bonds, free allotment of shares, issuance of corporate bonds with warrants, special shares with warrants, warrants and other securities with equity nature.
- II. Disposal of the Company's major assets and other acts that affect the company's financial business.
- III. Major disasters, major technological changes and other events that affect the shareholders' rights and interests or securities prices of the Company.
- IV. Adjustment of the repurchase of treasury shares by any party of the company participating in the merger, division, acquisition or share transfer according to law.
- V. Increase or decrease in the number of entities or companies participating in merger, division, acquisition or share transfer.
- VI. Other conditions that have been disclosed in the contract may be changed.

Article 28

When the Company and its subsidiaries participate in the merger, division, acquisition or share transfer, the contract shall specify the rights and obligations of the company participating in the merger, division, acquisition or share transfer, and shall specify the following matters:

- I. Handling of breach of contract.
- II. Principles for dealing with securities of equity nature or treasury shares bought back by companies that have been eliminated or divided due to merger.
- III. After the benchmark date for calculating the share exchange ratio, the participating company may buy back the number of treasury shares and its handling principles according to law.
- IV. The treatment method for the increase or decrease of the number of participants or households.
- V. Estimated progress of plan implementation and expected completion schedule.
- VI. If the plan is not completed within the time limit, the relevant handling procedures such as the scheduled date of the shareholders' meeting shall be ordered according to law.

Article 29

If the Company and its subsidiaries participate in the merger, division, acquisition or share transfer after the information is made public, if they plan to merge, split, acquisition or share transfer with other companies, except that the number of participants has decreased and the shareholders' meeting has decided and authorized the board of directors to change its authority, the company may be exempted from convening the shareholders' meeting to make a new resolution. In addition, the procedures or legal acts that have been completed in the original merger, division, acquisition or share transfer case, All the participating companies should take actions seriously.

Article 30

Where the Company and its subsidiaries participate in the merger, division, acquisition or share transfer of a company that is not a public company, the Company shall enter into an agreement with it and handle it in accordance with articles 25, 26 and the preceding paragraphs.

Article 31

Where the Company or its subsidiary acquires or disposes of assets, which fall under any of the following circumstances, they shall, according to the nature of the transaction and in the prescribed format, publish relevant information on the website designated by the FSC within two days from the date of the fact:

- I. Acquiring or disposing of real estate or its use right assets from related parties, or acquiring or disposing of other assets other than real estate or its use right assets with related parties, and the transaction amount reaches 20% of the company's paid in capital, 10% of the total assets or more than NT \$300 million. This does not apply to the case of buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises.
- II. Merger, division, acquisition or transfer of shares.
- III. Losses from derivatives trading reach the maximum amount of all or individual contract losses specified in the prescribed handling procedures.
- IV. The type of assets acquired or disposed of is equipment for business use or its use right assets, and the trading partner is not a related party, and the trading amount reaches one of the following provisions:

(I) A public company with a paid in capital of less than NT \$10 billion has a transaction amount of NT \$500 million

A public company with a paid in capital of more than NT \$10 billion has a transaction amount of more than NT \$1 billion.

V. The real estate acquired by means of self owned land contracting, land leasing, joint construction and house distribution, joint construction and sharing, joint construction and sub sale, and its trading partner is not a related party, and the transaction amount is expected to reached more than NT \$500 million.

VI. For asset transactions other than those in the preceding five subparagraphs, the disposal of creditor's rights by financial institutions or investment in the mainland, the transaction amount reaches 20% of the company's paid in capital or more than NT \$300 million. However, this does not apply to the following circumstances:

(I) Buying and selling domestic government bonds.

(II) Specialized in investment, trading securities on domestic and foreign stock exchanges or on the business premises of securities firms, or subscribing for ordinary corporate bonds and general financial bonds (excluding subordinated bonds) not involving equity issued in the domestic primary market, or subscribing for or buying back securities investment trust funds or futures trust funds, or securities firms for underwriting business needs Act as a consultant for emerging stock companies recommending securities firms to subscribe for securities in accordance with the regulations of the ROC OTC market.

(III) Buying and selling bonds with buy back and sell back conditions, subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.

The transaction amount in the preceding paragraph is calculated as follows:

I. Amount of each transaction.

II. Accumulated amount of transactions with the same nature acquired or disposed of by the same counterparty within one year.

III. The accumulated amount of acquisition or disposal (acquisition and disposal are accumulated respectively) of the real estate or its use right assets of the same development plan within one year.

IV. The cumulative amount of the same securities acquired or disposed of (acquired and disposed of separately) within one year.

The said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already adopted by the Audit Committee and the Board of Directors shall be exempted from being further counted according to this procedure.

On a monthly basis, the derivatives transactions in which the Company and its subsidiaries that are not domestic public companies are engaged in as of the end of the previous month shall be input into the information reporting website designated by the FSC in the prescribed format before the 10th day of each month.

If there are errors or omissions in the announcement and should be corrected, the Company and its subsidiaries should re-announce and declare all the items within two days from the day they become aware.

When the Company or its subsidiary acquires or disposes of assets, it shall keep the relevant contracts, minutes, reference books, valuation reports, and opinions from accountants, lawyers or securities underwriters in the Company, which, unless otherwise stipulated by other laws, shall be kept for at least five years.

Article 32

In case of any of the following circumstances after the trading announced and reported by the Company and its subsidiaries in accordance with the preceding article, the relevant information shall be announced and reported on the website designated by the FSC within two days from the date of occurrence:

- I. There is any change, termination or cancellation of the relevant contracts signed in the original transaction.
- II. The merger, division, acquisition or share transfer is not completed according to the scheduled schedule of the contract.
- III. The content of the original announcement has changed.

Article 33

Where a subsidiary of the Company is not a domestic public company and the acquisition or disposal of assets is subject to public announcement and reporting in accordance with Chapter III, it shall be done by the Company.

The subsidiaries referred to in the preceding paragraph shall apply the provisions of the reporting standards to be announced in paragraph 1 of Article 30, which are 20% of the

paid in capital or 10% of the total assets, subject to the paid in capital or total assets of the Company.

Article 34

The provisions of the Procedure regarding 10% of total assets shall be calculated based on the amount of total assets in the most recent individual or individual financial reports specified in the standards for the preparation of financial reports of securities issuers.

Article 35

Relevant personnel of the Company who violate the handling guidelines or the Procedure shall be handled in accordance with the work rules and internal regulations of the company.

Article 36

The Procedure shall be implemented after being approved by the resolution of the board of directors and submitted to the shareholders' meeting for approval, and the same shall apply when amending.

Appendix 6

Taiming Assurance Broker Co., Ltd. Director Election Procedure

Article 1

To ensure a just, fair, and open election of directors, the Procedure is formulated pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Unless otherwise provided for in relevant laws and regulations or the Company's Corporate Charter, the directors of the Company shall be duly elected in accordance with the Procedure specified herein.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Diversification shall be considered to form the Board of Directors. Appropriate diversification policy shall be drawn up for their own operation, operation patterns, and development demands, including but not limited to the standards of the following two major aspects:

- I. Basic requirements and values: Gender, age, nationality, culture, etc.
- II. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.

Members of the Board of Directors shall generally possess the knowledge, skills, and literacy necessary for performing their duties, and their overall abilities shall be as follows:

- I. Ability to make operational judgments.
- II. Ability to perform accounting and financial analysis.
- III. Ability to conduct management administration.
- V. Ability to conduct crisis management.
- VI. Knowledge of the industry.
- VII. An international market perspective.
- VIII. Ability to lead.
- IX. Ability to make policy decisions.

More than half of the directors shall be persons who have neither a spousal relationship

nor a relationship within the second degree of kinship with any other director. The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.

Article 4

The qualification of independent directors of the Company shall be in accordance with the provisions of Articles 2, 3 and 4 of the “Measures for The Establishment of Independent Directors of a Publicly Owned Corporation”.

The selection of independent directors of the Company shall comply with the provisions of Articles 5, 6, 7, 8 and 9 of the “Measures for The Establishment of Independent Directors of a Publicly Owned Corporation”, and shall be conducted in accordance with Article 24 of the “Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies”.

Article 5

Elections of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Corporate Charter, the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Where the number of the independent directors falls below that required under the proviso of Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancies. When the independent directors are dismissed en masse, a provisional shareholders' meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6

The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7

The Board of Directors shall prepare an election ballot with the number of voting rights equal to the number of directors to be elected, add the number of voting rights thereof and distribute it to the shareholders attending the shareholders' meeting, and the name of voters may be replaced with the attendance card number printed on the election vote.

Article 8

The Company shall calculate the voting rights of independent and non-independent directors separately according to the number of directors specified in the Corporate Charter. Those who obtain more votes shall be elected successively. If more than two directors have the same number of voting rights obtained, exceeding the number of directors to be elected, the directors with the same number of votes shall be determined by drawing lots.

Article 9

Prior to the commencement of the election, the chair shall appoint a number of scrutineers and vote counting personnel with shareholder status to perform the relevant functions. Ballot boxes shall be prepared by the Board of Directors and shall be opened and inspected openly by the scrutineers before voting.

Article 10

An election ballot is deemed null and void under any of the following circumstances:

- I. A vote is not prepared by the person with the convening right.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. Where the candidate's name filled in the ballot is inconsistent with that on the list of candidates for directors.
- V. Any ballot with characters other than the allocated number of voting rights.

Article 11

Ballots shall be counted on the spot upon completion of casting the ballots, and the elected directors, including number of votes they obtained, shall be announced by the Chair.

The ballots for elections referred to in the preceding paragraph shall be sealed and

signed by the scrutineer and kept safely for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, said ballots shall be retained until the conclusion of the litigation.

Article 12

The Board of Directors of the Company shall issue a letter of advice to the elected director.

Article 13

The Procedure shall be implemented after approval by the shareholders' meeting, and the same applies for any amendments thereto.

Appendices 7

Information on Compensation to Employees and Directors

At the 18th meeting of the 7th Board of Directors on March 7, 2022, the Company discussed and approved the consideration of NT\$ 1,836,967 for employees and bonus of NT\$ 1,836,967 to directors for 2021, totaling NT\$3,673,934. Both payments will be made in cash and will be executed after the approval of this shareholders' meeting.

The sum stated above conformed to the sum recognized for the fiscal year.

Appendices 8

The Effect of Stock Dividend Distribution on the Company's Operating Performance, Earnings per Share, and Return on Equity

Because no stock dividend has been allocated this year, this is not applicable.

Appendices 9

Taiming Assurance Broker Co., Ltd. Shareholdings of the 7th Board of Directors

Book Closure Date: March 28, 2022

Title	Name	Date of appointment	Term	Number of shares held currently
Chairman of the Board	Taiwan Navigator Asset Investment Co., Ltd. Representative: Cheng-Chin Lee	May 31, 2019	3	9,025,907
Director	Taiwan Navigator Asset Investment Co., Ltd. Representative: Chi-Chieh Wei	May 31, 2019	3	9,025,907
Director	Cheng-Rong Enterprise Co., Ltd. Representative: Mo-Hang Wu	May 31, 2019	3	47,959
Independent Director	Chien-Hsiang Chang	May 31, 2019	3	0
Independent Director	Fu-Kuei Huang	May 31, 2019	3	0
Independent Director	Chuang-Teng Tsai	May 31, 2019	3	0

Number of shares held by all directors: 9,073,866, accounting for of total shares: 36.26%

Notes:

1. In compliance with Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies
2. The Company has set up an Audit Committee to replace the Supervisory Board. Therefore, the regulations regarding shareholdings of supervisors do not apply.

Additional information

Proposals and nominations put forth by shareholders in this general shareholders' meeting

Description:

1. In accordance with Article 172-1 and 192-1 of the Company Act, a shareholder holding more than one percent of the total number of shares issued may submit a proposal to the general shareholders' meeting and nominate director (including independent director) candidates in writing to the Company.
2. For this year's general shareholders' meeting of the Company, shareholders' proposals would be accepted from 9 a.m. on March 18, 2022 to 5 p.m. on March 28, 2022, which has been announced on MOPS in accordance with the law.
3. The Company did not receive any shareholder's proposal during the aforementioned acceptance period.