

Stock Code: 5878



## **2023 Annual Shareholders' Meeting**

### **Meeting Agenda (Translation)**

**May 31, 2023**

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

## Table of Contents

<b>MEETING PROCEDURE .....</b>	<b>3</b>
<b>MATTERS TO REPORT .....</b>	<b>4</b>
PROPOSAL 1 2022 BUSINESS REPORT .....	4
PROPOSAL 2 2022 AUDIT COMMITTEE’S REVIEW REPORT .....	4
PROPOSAL 3 2022 COMPENSATION TO DIRECTORS AND EMPLOYEES.....	4
PROPOSAL 4 THE REPORT OF THE AMENDMENT TO THE CORPORATE GOVERNANCE BEST PRACTICE PRINCIPLES.....	4
PROPOSAL 5 THE AUDIT COMMITTEE CONVENER'S REPORT ON THE COMMUNICATION WITH INDEPENDENT DIRECTORS AND THE INTERNAL AUDITING OFFICER.....	5
<b>PROPOSALS.....</b>	<b>6</b>
PROPOSAL 1 2022 BUSINESS REPORT AND FINANCIAL STATEMENTS.....	6
PROPOSAL 2 ADOPTION OF THE PROPOSAL FOR DISTRIBUTION OF 2022 PROFITS .....	6
<b>DISCUSSIONS.....</b>	<b>7</b>
PROPOSAL 1 AMENDMENTS TO COMPANY’S CORPORATE CHARTER.....	7
PROPOSAL 2 AMENDMENT TO THE RULES OF PROCEDURE FOR SHAREHOLDERS’ MEETINGS .....	7
PROPOSAL 3 CASH DIVIDEND DISTRIBUTION FOR CAPITAL SURPLUS .....	8
<b>EXTEMPORE MOTIONS.....</b>	<b>8</b>
<b>ATTACHMENTS.....</b>	<b>9</b>
I. BUSINESS REPORT OF 2022 .....	9
II. AUDIT COMMITTEE’S REVIEW REPORT .....	13
III. COMPARISON OF AMENDMENTS TO THE CORPORATE GOVERNANCE BEST PRACTICE PRINCIPLES .....	14
IV. SUMMARY REPORT OF THE COMMUNICATION BETWEEN THE AUDIT COMMITTEE, INDEPENDENT DIRECTORS, AND THE INTERNAL AUDITING OFFICER.....	18
V. 2022 INDEPENDENT AUDITOR'S REPORT AND FINANCIAL STATEMENTS.....	19
VI. TABLE OF 2022 DISTRIBUTION OF PROFITS.....	40
VII. COMPARISON TABLE OF THE AMENDED PROVISIONS TO THE CORPORATE CHARTER....	41
VIII. COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETING .....	44
<b>ATTACHMENTS.....</b>	<b>76</b>
I. RULES OF PROCEDURE FOR SHAREHOLDERS' MEETING.....	76
II. CORPORATE CHARTER .....	86
III. CORPORATE GOVERNANCE BEST PRACTICE PRINCIPLES .....	91
IV. INFORMATION REGARDING COMPENSATION TO EMPLOYEES AND DIRECTORS .....	116
V. ADDITIONAL INFORMATION .....	116
VI. SHAREHOLDING OF THE 8TH BOARD OF DIRECTORS .....	117

# Meeting Procedure

## Taiming Assurance Broker Co., Ltd Meeting Procedure of 2023 Annual General Shareholders' Meeting

Convening method: Physical Meeting

Time: 9:00 a.m. on Wednesday, May 31, 2023

Place: Conference Hall, 6th Floor, No. 49, Guanqian Rd., Taipei

- I. Call Meeting to Order
- II. Chairman's Remarks
- III. Matters to Report
- IV. Proposals
- V. Discussions
- VI. Extempore Motions
- VII. Adjournment

# Matters to Report

## Proposal 1

Proposed by the Board

Proposal: The Company's 2022 Business Report

Description: The Company's 2022 Business Report (Please refer to Attachment I).

## Proposal 2

Proposed by the Board

Proposal: The Audit Committee's 2022 Review Report is submitted for recognition.

Description: I. The Company's 2022 Business Report, Financial Statements, and Distribution of Profits have been reviewed and approved by the 5th meeting of the 4th Audit Committee of the Company on March 9, 2023.  
II. The Audit Committee's Review Report (Please refer to Attachment II).

## Proposal 3 **2022 Compensation to Directors and Employees**

Proposed by the Board

Proposal: 2022 Compensation to Directors and Employees

Description: The Company has prepared the 2022 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 2022 is remuneration that will be provided to the directors and employees. The compensation to directors or employees is NT\$1,598,558, respectively, and both of which are distributed in cash.

## Proposal 4

Proposed by the Board

Proposal: The Report of The Amendment to the "Corporate Governance Best Practice Principles".

Description: According to the amendment to the Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies, amended by Letter No. 1110146162 issued by the Financial Supervisory Commission on November 23, 2022, the company has planned to revise some articles of the Corporate Governance Best Practice Principles accordingly. The Comparison Table of the amendment is attached hereto. (Please refer to Attachment III.)

## Proposal 5

Proposed by the Board

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

Description: I. 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.

II. A summary of the communication between the Audit Committee, independent directors, and the internal auditing officer is provided for reference. (Please refer to Attachment IV.)

# Proposals

## Proposal 1

Proposed by the Board

Proposal: The 2022 Business Report and Financial Statements are submitted for recognition.

- Description: I. The Company's 2022 Business Report (please refer to Attachment I) and Financial Statements have been prepared and completed and have been reviewed and approved at the 5th meeting of the 4th Audit Committee of the Company on March 9, 2023; the Audit Committee has issued an audit report (please refer to Attachment II), which was approved at the 5th meeting of the 8th Board of Directors of the Company on March 9, 2023 and was audited by Wang-Sheng Lin and Wen-Ya Hsu, CPAs of Deloitte & Touche.
- II. The Audit Committee's review report and CPAs' audit report are attached hereto as Attachment V.

Resolution:

## Proposal 2

Proposed by the Board

Proposal: Adoption of the Proposal for Distribution of 2022 Profits is submitted for recognition.

- Description: I. The Company has prepared the table of distribution of profits for 2022 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 VI).
- III. 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, it is proposed to submit to the shareholders for authorization of the Chairman of the Board at a general shareholders' meeting.
- 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

## Proposal 1

Proposed by the Board

Proposal: A proposal to amend the Company's Corporate Charter is submitted for 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 Corporate Charter of the Company.

II. A comparison table of the amended provisions is attached for reference (please refer to Attachment VII).

Resolution:

## Proposal 2

Proposed by the Board

Proposal: A proposal to partially amend the Rules of Procedure for Shareholders' Meeting is submitted for discussion.

Description: I. Pursuant to the order of the Financial Supervisory Commission's letter No. 1110133385 dated March 7, 2022, it is proposed to amend certain provisions of the Rules of Procedure for Shareholders' Meeting.

II. To be in line with the Company Acts' allowing of public companies to hold shareholders' meetings by video-conference, amendments were made to the Rules of Procedure for Shareholders' Meeting in order to realize shareholder activism and promote the robust development of the securities market.

III. A comparison table of the amended provisions is attached for reference (please refer to Attachment VIII).

Resolution:

## Proposal 3

Proposed by the Board

Proposal: Proposal for the submission and discussion of the cash capital bonus distribution from capital surplus is submitted for discussion.

Description: I. This proposal has been resolved and approved at the 5th meeting of the 8th Board of Directors on March 9, 2023.

II. In accordance with Article 241 of the Company Act, the Company intends to issue a cash dividend of NT\$7,507,291 to shareholders on capital surplus in excess of the ordinary share premium. Based on the total number of shares of 25,024,303 of the combined ordinary shares after conversion with Link-Aim shares, a cash allotment of NT\$0.3 shall be made for each share. The cash allotment shall be made up to round numbers according to the shares held by shareholders as recorded in the bookkeeping of shareholders on the allocation base date, and the amount below round numbers shall be deducted; the total amount of fractional amount shall be included in other income of the Company.

III. After the regular meeting of shareholders such as this case is approved, it is proposed to authorize the chairman of the Board to set another allocation base date, issuance date and other related matters. 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, it is proposed to submit to the shareholders for authorization of the Chairman of the Board at a general shareholders' meeting.

IV. In case of any change of the decree or amendment of the order of the competent authority, the chairman of the Board shall be authorized to deal with the issue in full according to the law.

Resolution:

## **Extempore Motions**

## **Adjournment**

## **Attachments I.**

### **2022 Business Report**

We hereby state the overall situation, concerning 2022 annual business operation, 2023 annual business plan, future development strategies, external competitions, and regulatory environment and overall operation environment as follows:

#### **I. Previous Year's Operating Results**

##### **(I) Business Performance**

According to the statistics of the Life Insurance Association of the Republic of China, the first-year premium income of the overall life insurance industry decreased by 24.2% in 2022. Among which, due to factors such as the raising of interest rates for interest-sensitive commodities, the depreciation of the NTD against the US dollar, and expected premium adjustments, traditional insurance products showed 9.4% decrease compared with the previous year; and owing to capital market fluctuations, investment commodities showed a 50.9% decrease compared with the previous year.

Based on the fact that the Company's main commodities are traditional commodities and due to the Company's diverse life insurances, the Company was able to maintain a high retention rate for insurance policies and simultaneously improve operating performance and funds application, thus allowing it to maintain a stable profit performance in 2022.

While promoting the development of its businesses, the Company is also committed to corporate sustainable development and aims to implement ESG sustainable carbon reduction goals. In 2022 the Company promoted the rapid growth of mobile insurance, with the number of mobile insurance applications increasing 2.24 times compared to the previous year. Such results reflect the efforts of the Company to reduce paper and improve marketing efficiency.

In 2022, the Company participated in the 19th National Brand Yushan Award—its first time participating in the Award, winning "Outstanding Enterprise"; the Company's brand "Wishing Doll", which symbolizes the dreams of happiness of partners and policyholders, won the 2022 Taiwan Excellent Trademark Innovation and Design Excellence Award; and the Company was awarded the "Quality Brokerage Company" Award for its performance in the insurance industry. The above awards recognize the Company's performance and efforts in the aspects of brand image and insurance.

##### **(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 2022 was NT \$737,916 thousand (the same below), the consolidated net profit before tax was NT \$80,072 thousand, and the net profit after tax attributable to the owner of the company was NT \$65,951 thousand; The basic earnings per share before tax is NT\$3.2 and the basic earnings per share after tax is NT\$ 2.64.

The Company's assets amounted to NT\$773,847 thousand at the end of 2022 and shareholders' equity amounted to NT\$534,176 thousand.

### (IV) Research and development status

1. Security of personal information: Maintain personal data protection certification, establish a two-factor authentication mechanism for connections, anti-virus monitoring, and early warning mechanisms, and continuously optimize backup mechanisms.
2. Digital business services: Build an integrated knowledge-based system, continue to integrate number of mobile insured households and SSO linkage broker zones, provide a real-time query mechanism, and become a strong support platform for marketing and customer service.
3. Commodity Planning: Establish in-house and district Commodity Planning Project Teams to discuss composite products and provide high-quality services to policyholders.

## II. Outline of the current year's operating plan

### (I) Operating Policy for the Year

1. Business Training Planning: The Company continued to promote professional training in 2023. Through the adoption of national joint live morning broadcasts to popularize marketing, claims settlement, and other general courses; courses taught by legal experts and an on-the-job recruitment marketing program to improve the competencies of elite performers; and digital learning schools which promote law and regulation courses such as money laundering prevention, friendly elderly customer marketing, fair hospitality, statutory compliance, and personal information in real-time; a comprehensive learning platform for business colleagues was successfully built.
2. Business Activity Policy: In order to align the goals of business partners and promote common activities for business customers, the Company promoted participation in concerts and award dinners, among other incentive programs, which have aroused the enthusiastic participation of business since the beginning of 2023. The company also encourages its business partners to acquire professional certification, such as Million Dollar Round Table (MDRT) and the International Dragon Award (IDA).
3. Corporate Sustainability: The company actively promotes corporate social responsibility and implements the Company's sustainable development. Under the direction of the Corporate Sustainability Committee, each department implements matters of corporate sustainability according to their responsibilities. The Company also plans to carry out greenhouse gas inventory in stages starting in 2023.

(II) Operating Targets for the year

The Company and its subsidiaries expect revenue to grow over 2022 and continue to invest in digital development technology to maintain overall profitability targets.

The Company values the quality of its policyholders' renewals and aims to maintain its retention rate target of 90%.

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

Looking forward to the year 2023, the insurance industry as a whole face the challenges of digital innovation, the impact and interest rate hikes caused by the implementation of IFRS17 on insurance commodities, the affecting of commodity premiums by exchange rate instability, and pre-determined interest rates.

(II) Regulatory Environment

The competent authority revised the Regulations Governing Insurance Brokers in September 2022 in order to strengthen regulations for company supervision, the control mechanism for the protection of the rights and interests of the elderly, and regulations for education and training and internal control, etc.

(III) Overall Business Environment

According to the 2022 statistics of life insurance premiums, the proportion of traditional insurance agency channels increased from the previous year, indicating that the insurance agency industry is more competitive in the market due to the diverse commodity choices that have emerged as an alternative to the products of single insurance companies. By using professionalism and service to fill the gap in network insurance, the Company maintains its market advantage.

The company attaches great importance to the observance of laws and regulations, promoting relevant legal courses, and implementing internal control operations in accordance with the revisions to laws and regulations. This has a positive impact on the protection of policyholders' rights and interests as well as shareholders' interests.

The Company continued to invest resources into digital technology innovation and information security construction; hold discussions in commodity professional teams and strengthen professionalism through on-the-job law

programs with the goal of combating environmental variables, ensuring the needs of users, and preserving assets; and explore opportunities for inter-industry cooperation with aim to ensure the stable capital and financial structure of the Company and achieve business growth.

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

Chairman:  
Cheng-Chih Li

Manager:  
Yang-Kuo Chen

Accounting Manager:  
Wen, Hsin-I

## **Attachments II.**

### **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2022 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 2023 Annual General Shareholders' Meeting for ratifications.

Yours sincerely

2023 Annual General Shareholders' Meeting of TABC

Convener of the Audit Committee: Chien-Hsiang Chang

March 9, 2023

## Attachments III.

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

Article	Amended Articles	Current Articles	Description
Article 3-1	<p><u>Paragraph 1 is omitted.</u></p> <p><u>The relevant affairs of corporate governance described in the preceding paragraph should at least include the following:</u></p> <p>I. Handle the meeting-relevant affairs of Board of Directors and Shareholders Meeting in accordance with the law</p> <p>II. Record the meeting of Board of Directors and Shareholders Meeting.</p> <p>III. Assist in the appointment and continuing education of Directors and Independent Directors.</p> <p>IV. Provide required business information</p> <p>V. Assist directors in complying with laws and ordinances.</p> <p>VI. <u>Report to the Board of Directors on whether the qualifications of its independent directors at the time of nomination, appointment, and during term of office are in compliance with</u></p>	<p>Paragraph 1 is omitted.</p> <p>The relevant affairs of corporate governance described in the preceding paragraph should at least include the following:</p> <p>I. Handle the meeting-relevant affairs of Board of Directors and Shareholders Meeting in accordance with the law</p> <p>II. Record the meeting of Board of Directors and Shareholders Meeting.</p> <p>III. Assist in the appointment and continuing education of Directors and Independent Directors.</p> <p>IV. Provide required business information</p> <p>V. Assist directors in complying with laws and ordinances.</p>	<p>In accordance with the Corporate Governance 3.0-Sustainable Development Roadmap, the legal compliance of independent directors (including candidates for independent directors and current independent directors) shall be included in the role of the Corporate Governance Supervisor; in addition, to strengthen the role of the Corporate Governance Supervisor, the transfer of directors (including but not limited to the matters to be handled in accordance with the provisions when the Corporate Governance Supervisor is notified of the resignation of directors or the reassignment of Article 27, Paragraph 3 of the Corporate Law) shall be included in the role of the Corporate Governance Supervisor. Hence, Paragraphs 6 and 7 shall be added respectively, and the original Paragraph 6 shall be moved to Paragraph 8.</p>

Article	Amended Articles	Current Articles	Description
	<p><u>relevant laws and regulations.</u></p> <p>VII. <u>Handle matters related to transfers of directors.</u></p> <p>VIII. <u>Handle other affairs in accordance with the Corporate Charter or other contracts.</u></p>	<p>VI. Handle other affairs in accordance with the Corporate Charter or other contracts.</p>	
<p>Chapter 2 Section 2</p>	<p>Corporate Governance Relations between the Company and its <u>Affiliates</u></p>	<p>Corporate Governance Relations between the Company and its <u>Affiliates</u></p>	<p>Considering that the content of the specification for this section includes the governance relationship between the Company and its affiliates and the management of transactions with related parties, the name of this section is amended.</p>
<p>Article 17</p>	<p>The Company and its related <u>parties and shareholders</u> who have financial business transactions <u>or transactions</u> shall, on the principle of fairness and reasonableness, establish written standards for each other's financial business-related operations. For the contract should clearly set the price terms and payment terms, and put an end to unconventional transactions and <u>improper benefit transfers.</u></p> <p><u>The content of the written specification in the preceding paragraph shall include the administrative procedures for the purchase and sale of goods, the acquisition or disposal of assets, capital loans and endorsement guarantee and other transactions, and the relevant major transactions shall be</u></p>	<p>When the Company and its affiliated <u>enterprises</u> 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. For the contract should clearly set the price terms and payment terms, and put an end to unconventional transactions.</p> <p><u>Transactions or contracts between the Company and its affiliates and</u></p>	<p>I. Paragraph 1 is amended. The current provisions only stipulate that written specifications must be established for the transactions between the Company and its affiliates. In order to strengthen the Company's management of transactions with related parties, written specifications shall also be established for the Company, related parties, and shareholders, and the scope of related parties shall include affiliated</p>

Article	Amended Articles	Current Articles	Description
	<p><u>submitted to the Board of Directors for resolution and approval and to the shareholders' meeting for approval or a report.</u></p>	<p><u>shareholders shall also be handled in accordance with the principles set forth in the preceding paragraph.</u></p>	<p>enterprises. Hence, Paragraph 2 is merged under Paragraph 1, and the text is amended accordingly.</p> <p>II. The second paragraph shall be amended to specify that the content of the written specification in the preceding paragraph shall include the management procedures of the relevant transactions, and that major transactions shall be submitted to the Board of Directors for resolution and approval and to the shareholders' meeting for approval or a report.</p>
<p>Article 28-2</p>	<p>The Company shall set up and disclose an internal and external reporting pipeline and establish a whistleblower protection system; its processing units shall be independent and encrypt and protect the files provided by whistleblowers, appropriately restrict access rights, and formulate internal operating procedures and incorporate them into the system controls for internal control.</p>	<p>The Company <u>shall</u> set up and disclose an internal and external reporting pipeline and establish a whistleblower protection system; its processing units shall be independent and encrypt and protect the files provided by whistleblowers, appropriately restrict access rights, and formulate internal operating procedures and incorporate them into the system</p>	<p>The text is amended according to Company practice.</p>

Article	Amended Articles	Current Articles	Description
		controls for internal control.	
Article 29	<p>In order to improve the quality of financial reports, the Company shall appoint accounting supervisors as their agents.</p> <p>Paragraphs 2-4 are omitted.</p> <p>The Company shall regularly (at least once a year) assess the independence and suitability of the recruited CPA in accordance with <u>Audit Quality Indicators (AQIs)</u>.</p> <p>If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to the Board of Directors.</p>	<p>In order to improve the quality of financial reports, the Company <u>shall</u> appoint accounting supervisors as their agents.</p> <p>Paragraphs 2-4 are omitted.</p> <p>The Company shall regularly (at least once a year) assess the independence and suitability of the recruited CPA.</p> <p>If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to the Board of Directors.</p>	<p>In order to improve the transparency of audit quality, the Corporate Governance 3.0 - Sustainable Development Roadmap promotes Audit Quality Indicators (AQIs) by encouraging the audit committees of listed companies to refer to the AQI information provided by accounting firms when considering replacements for accounting firms.</p>

## Attachments IV.

Communication between the Audit Committee, independent directors, and the internal auditing officer

Date	Method	Counterparty	Content	Independent directors' suggestions and the Company's response
2022/03/07	Board of Directors, Audit Committee	Auditing officer	Statement of Internal Control and Statement of Anti-Money Laundering and Counter-Terrorism Internal Control for the year 2021 Report 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	Explained and discussed the audit items and results of the 2021 financial statements	
2022/04/08	Board of Directors, Audit Committee	Auditing officer	To amend certain articles of the Company's "Internal Control System"	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
2022/04/28	Board of Directors, Audit Committee	Auditing officer	Report on the implementation of the internal audit plan for the first quarter of 2022	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 2022	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
2022/05/26	Board of Directors, Audit Committee	Auditing officer	To amend certain articles of the Company's "Internal Control System"	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
2022/07/28	Board of Directors, Audit Committee	Auditing officer	Report on the implementation of the internal audit plan for the second quarter of 2022	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 2022	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
2022/11/03	Board of Directors, Audit Committee	Auditing officer	1. Report on the implementation of the internal audit plan for the third quarter of 2022 2. To amend certain articles of the Company's "Internal Control System"	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 2022	
2022/12/29	Board of Directors, Audit Committee	Auditing officer	Passed the internal audit plan for 2023	Independent directors had no suggestions at this meeting and submitted it to the Board of Directors for resolutions
		CPAs	Communication 2022 Audit Procedures for them Application of Statements of Auditing Standards to Annual Financial Reports	

## **(Consolidated financial statements)**

### **Independent Auditors' Review Report**

Taiming Assurance Broker Co., Ltd.,

#### **Audit Opinions**

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, 2022 and 2021 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, 2022 and 2021 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 Items**

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, 2022 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, 2022 are stated as follows:

##### Income recognition

Key audit matters

The Group operating revenue for 2022 totaled NT\$737,916 thousand, in which, NT404,498 thousand were commissions for the first-year premium and renewed annual premium from the first insurance companies, accounting for 55% 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 revenue details of the life insurance and group commission details of the 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 Matters

The Company has also compiled Standalone Financial Statements for the years ended December 31, 2022 and 2021, 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

## **Auditors' 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 of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards 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.

When auditing in accordance with Auditing Standards, we practice professional judgment and maintains professional suspicion. The CPA has also implemented the following procedures:

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 used and the reasonableness of accounting estimates and related disclosures made by 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 unit include the planned scope and time of the audit and material audit findings (including the significant deficiencies in the internal control identified during the audit).

We also provide the governing unit with a statement that the firm to which the personnel belong who are subject to independence and has followed the statement of independence in the code of professional ethics and communicate with the governance unit all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of CPAs.

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, 2022. 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

Wen-Ya Hsu

Financial Supervisory Commission  
Approval Document No.

FSC Letter Jin-Guan-Zheng-Shen  
No.1060023872

Securities and Futures Bureau Approval  
Document No.

Tai-Cai-Zheng-6 No. 0920123784

March 9, 2023

Notice to Reader:

For the convenience of readers, this report has been translated into English from the original Chinese version, prepared and used in the Republic of China. The English version has not been audited or reviewed by independent auditors. If there are any discrepancies between the English version and the original Chinese version, or any difference in the interpretation of the two versions, the Chinese version shall prevail.

**Taiming Assurance Broker Co., Ltd. and Its Subsidiaries**

Consolidated Balance Sheet

December 31, 2022 and 2021

Unit: In Thousands of New Taiwan Dollars

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	<b>Current Assets</b>				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 107,115	14	\$ 85,354	11
1110	Financial assets at fair value through profit and loss- current (Note 4 and 7)	112,961	14	137,800	18
1120	Financial assets at fair value through other comprehensive income-current (Notes 4 and 8)	39,180	5	42,456	5
1140	Contract assets - current (Notes 4 and 18)	35,920	5	43,481	6
1170	Notes and accounts receivable (Notes 4, 9, and 26)	90,632	12	91,172	12
1200	Other Receivables	1,088	-	961	-
1470	Other Current assets	2,553	-	3,210	-
11XX	Total Current Assets	<u>389,449</u>	<u>50</u>	<u>404,434</u>	<u>52</u>
	<b>Non-Current Asset</b>				
1517	Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	99,424	13	131,606	17
1550	Investments accounted for using equity method (Notes 4 and 10)	4,139	1	2,901	-
1560	Contract assets - non-current (Notes 4, and 18)	28,187	4	15,879	2
1600	Immovable property and equipment (Notes 4 and 11)	44,673	6	49,449	6
1755	Right-of-use asset assets (Notes 4, 12, and 26)	50,677	7	20,125	3
1760	Investment property (Notes 4 and 13)	73,553	9	67,216	9
1805	Goodwill (Notes 4 and 24)	68,537	9	68,537	9
1840	Deferred income tax assets (Notes 4 and 21)	2,095	-	2,075	-
1920	Guarantee deposits paid (Note 26)	9,962	1	9,942	1
1990	Other non-current assets (Notes 4 and 16)	3,151	-	3,315	1
15XX	Total Non-Current Assets	<u>384,398</u>	<u>50</u>	<u>371,045</u>	<u>48</u>
1XXX	Total Assets	<u>\$ 773,847</u>	<u>100</u>	<u>\$ 775,479</u>	<u>100</u>
	<b>Liabilities and equity</b>				
	<b>Current Liabilities</b>				
2200	Other payables (Note 14)	\$ 125,848	16	\$ 133,110	17
2230	Current income tax liabilities (Notes 4 and 21)	5,032	1	7,021	1
2280	Lease liabilities – current (Notes 4, 12, and 26)	20,288	3	11,254	2
2399	Other current liabilities	7,837	1	8,705	1
21XX	Total Current Liabilities	<u>159,005</u>	<u>21</u>	<u>160,090</u>	<u>21</u>
	<b>Non-Current Liabilities</b>				
2550	Liability reserve – non-current (Note 4 and 15)	10,475	1	10,152	1
2570	Deferred income tax liabilities (Notes 4 and 21)	206	-	125	-
2580	Lease liabilities – non-current (Notes 4, 12, and 26)	30,757	4	9,141	1
2610	Long-term payables (Note 14)	35,503	5	23,599	3
2645	Guarantee deposit received	508	-	508	-
2650	Credit balance of investments under equity method (Note 10)	3,217	-	2,848	1
25XX	Total Non-current Liabilities	<u>80,666</u>	<u>10</u>	<u>46,373</u>	<u>6</u>
2XXX	Total Liabilities	<u>239,671</u>	<u>31</u>	<u>206,463</u>	<u>27</u>
	<b>Equity attributable to owners of parent (Notes 4 and 17)</b>				
3110	Common Stock	250,243	32	250,243	32
3200	Capital surplus	95,978	13	92,500	12
	Retained earnings				
3310	Legal capital reserve	120,187	16	112,716	14
3320	Special capital reserve	-	-	5,493	1
3350	Unappropriated earnings	80,854	10	91,706	12
3300	Total Retained Earnings	201,041	26	209,915	27
3400	Other equity	(13,086)	(2)	16,358	2
31XX	Equity attributable to shareholders of the parent	<u>534,176</u>	<u>69</u>	<u>569,016</u>	<u>73</u>
3XXX	Total Equity	<u>534,176</u>	<u>69</u>	<u>569,016</u>	<u>73</u>
	Total Liabilities and Equity	<u>\$ 773,847</u>	<u>100</u>	<u>\$ 775,479</u>	<u>100</u>

The attached notes are part of the consolidated financial statements.

Chairman of the Board: Cheng-Chih Li

Manager: Yang-Kuo Chen

Accounting Manager: Hsin-I Wen

## Taiming Assurance Broker Co., Ltd. and Its Subsidiaries

Consolidated Statement of Comprehensive Income

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: In Thousands of New Taiwan Dollars, However, the unit of earnings per share is in New Taiwan Dollars

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 18, and 26)	\$ 737,916	100	\$ 812,570	100
5000	Operating cost (Notes 19 and 26)	<u>575,384</u>	<u>78</u>	<u>636,168</u>	<u>79</u>
5950	Gross Profit	<u>162,532</u>	<u>22</u>	<u>176,402</u>	<u>21</u>
	Operating expenses (Notes 19 and 26)				
6100	Marketing Expenses	5,093	1	2,812	-
6200	Administrative Expenses	<u>90,551</u>	<u>12</u>	<u>88,434</u>	<u>11</u>
6000	Total Operating Expenses	<u>95,644</u>	<u>13</u>	<u>91,246</u>	<u>11</u>
6900	Net operating income	<u>66,888</u>	<u>9</u>	<u>85,156</u>	<u>10</u>
	Non-Operating Income and Expenditure				
7010	Other income (Note 19)	16,734	2	8,280	1
7020	Other gains and losses (Note 19)	( 321 )	-	3,270	-
7050	Finance costs	( 679 )	-	( 413 )	-
7060	Share of profit (loss) of associates and joint ventures accounted for under equity method	( <u>2,550</u> )	<u>-</u>	( <u>3,700</u> )	<u>-</u>
7000	Total Non-operating Income and Expenses	<u>13,184</u>	<u>2</u>	<u>7,437</u>	<u>1</u>
7900	Net profit before income tax	80,072	11	92,593	11
7950	Income tax expense (Notes 4 and 21)	<u>14,121</u>	<u>2</u>	<u>17,917</u>	<u>2</u>
8200	Current Net Income	<u>65,951</u>	<u>9</u>	<u>74,676</u>	<u>9</u>
	Other Comprehensive Income (Loss)				

(Continued on next page)

(Continued from previous page)

Code		2022		2021	
		Amount	%	Amount	%
8310	Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans	310	-	48	-
8316	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	( 29,502 )	( 4 )	21,853	3
8349	Income tax relating to items that are not reclassified	( 62 )	-	( 10 )	-
		( 29,254 )	( 4 )	21,891	3
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translating the financial statements of foreign operations	58	-	( 2 )	-
		58	-	( 2 )	-
8300	Other comprehensive income (net, after tax)	( 29,196 )	( 4 )	21,889	3
8500	Total comprehensive income/(loss) for the year	\$ 36,755	5	\$ 96,565	12
	Net profit/(loss) attributable to:				
8610	Owners of the Company	\$ 65,951	9	\$ 74,676	9
8620	Non-controlling interests	-	-	-	-
8600		\$ 65,951	9	\$ 74,676	9
	Total comprehensive income attributable to:				
8710	Owners of the Company	\$ 36,755	5	\$ 96,565	12
8720	Non-controlling interests	-	-	-	-
8700		\$ 36,755	5	\$ 96,565	12
	Earnings per share (Note 22)				
9750	Basic	\$ 2.64		\$ 2.98	
9850	Diluted	\$ 2.63		\$ 2.98	

The attached notes are part of the consolidated financial statements.

Chairman of the Board: Cheng-Chih Li

Manager: Yang-Kuo Chen

Accounting Manager: Hsin-I Wen

**Taiming Assurance Broker Co., Ltd. and Its Subsidiaries**

Consolidated Statement of Changes in Equity

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: In Thousands of New Taiwan Dollars

Code		Equity Attributable to Owners of the Company						Other Equity Items		Total Equity
		Common Stock	Capital surplus	Legal capital reserve	Retained earnings		Exchange differences on translating the financial statements of foreign operations	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income		
					Special capital reserve	Unappropriated earnings				
A1	Balance on January 1, 2021	\$ 250,243	\$ 92,500	\$ 104,041	\$ 10,094	\$ 101,144	( \$ 146 )	( \$ 5,347 )	\$ 552,529	
B1	Appropriation of earnings for 2020									
	Legal capital reserve	-	-	8,675	-	( 8,675 )	-	-	-	
B3	Appropriated as special capital reserve	-	-	-	( 4,601 )	4,601	-	-	-	
B5	Cash dividend	-	-	-	-	( 80,078 )	-	-	( 80,078 )	
D1	Net Profit in 2021	-	-	-	-	74,676	-	-	74,676	
D3	Other comprehensive after-tax income (loss) in 2021	-	-	-	-	38	( 2 )	21,853	21,889	
D5	Total comprehensive income (loss) in 2021	-	-	-	-	74,714	( 2 )	21,853	96,565	
Z1	Balance on December 31, 2021	250,243	92,500	112,716	5,493	91,706	( 148 )	16,506	569,016	
B1	Appropriation of earnings for 2021									
	Appropriated as legal capital reserve	-	-	7,471	-	( 7,471 )	-	-	-	
B3	Appropriated as special capital reserve	-	-	-	( 5,493 )	5,493	-	-	-	
B5	Cash dividend attributable to shareholders	-	-	-	-	( 75,073 )	-	-	( 75,073 )	
C7	Other changes in capital surplus: Changes of associates and joint ventures accounted for under the equity method	-	3,478	-	-	-	-	-	3,478	
D1	Net Profit in 2022	-	-	-	-	65,951	-	-	65,951	
D3	Other comprehensive after-tax income (loss) in 2022	-	-	-	-	248	58	( 29,502 )	( 29,196 )	
D5	Total comprehensive income (loss) in 2022	-	-	-	-	66,199	58	( 29,502 )	36,755	
Z1	Balance on December 31, 2022	\$ 250,243	\$ 95,978	\$ 120,187	\$ -	\$ 80,854	( \$ 90 )	( \$ 12,996 )	\$ 534,176	

The attached notes are part of the consolidated financial statements.

Chairman of the Board: Cheng-Chih Li

Manager: Yang-Kuo Chen

Accounting Manager: Hsin-I Wen

## Taiming Assurance Broker Co., Ltd. and Its Subsidiaries

Consolidated Statement of Cash Flows

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: In Thousands of New Taiwan Dollars

Code		2022	2021
	Cash flow from operating activities		
A10000	Net Profit Before Tax in this year	\$ 80,072	\$ 92,593
A20010	Income and expenses having no effect on cash flows		
A20100	Depreciation expenses	26,405	27,787
A20200	Amortization	1,408	1,211
A20300	Loss of doubtful debt (reversed interest)	( 127)	134
A20400	Net profit (loss) of financial assets at fair value through profit or loss	344	( 3,223)
A20900	Finance costs	679	413
A21200	Interest income	( 2,504)	( 2,168)
A21300	Dividend income	( 12,537)	( 4,159)
A22300	Share of profit (loss) of associates & joint ventures accounted for using equity method	2,550	3,700
A23100	Loss on disposal of investments	117	-
A29900	Provisions for liability reserve	1,103	1,591
A29900	Profit (loss) of lease modification	( 6)	( 6)
A29900	Other income	( 2)	( 2)
A30000	Net changes in operating assets and liabilities		
A31125	Contract Assets	( 4,747)	20,910
A31150	Notes Receivable and Accounts Receivable	540	24,409
A31180	Other Receivables	968	738
A31220	Prepaid retirement pension	( 98)	( 95)
A31240	Other Current assets	657	( 891)
A32130	Notes Payable	-	( 237)
A32180	Other Payables	4,642	( 26,041)
A32200	Liabilities Reserve	( 780)	( 1,833)
A32230	Other current liabilities	( 868)	228
A33000	Cash inflow from operating activities	97,816	135,059
A33300	Interest paid	( 16)	-
A33500	Income Tax Paid	( 16,111)	( 21,971)
AAAA	Net cash inflow from operating activities	81,689	113,088

(Continued on next page)

(Continued from previous page)

Code		2022	2021
	Cash flow from investing activities		
B00030	Financial assets measured at FVTOCI - return of capital due to capital reduction	6,750	-
B00010	Financial assets at fair value through other comprehensive gains and losses	( 794)	-
B00100	Acquisition of financial assets at fair value through profit or loss	( 10,000)	( 65,000)
B00200	Disposal of financial assets at fair value through profit or loss	34,495	45,024
B02700	Acquisition of immovable property and equipment	( 516)	( 3,898)
B03700	Decrease (increase) in guarantee deposits paid	( 20)	241
B05400	Acquisition of investment properties	( 6,701)	-
B06700	Increase in other non-current assets	( 836)	( 2,046)
B07500	Interest received	1,536	1,286
B07600	Dividends received	<u>12,537</u>	<u>4,159</u>
BBBB	Net cash generated from (used in) investing activities	<u>36,451</u>	<u>( 20,234)</u>
	Cash flows from financing activities		
C00100	Increase in short-term loans	10,000	-
C00200	Decrease in short-term borrowings	( 10,000)	-
C04020	Repayment of the principal amount of lease liabilities	( 21,306)	( 21,912)
C04500	Cash dividends distributed	<u>( 75,073)</u>	<u>( 80,078)</u>
CCCC	Net cash used in financing activities	<u>( 96,379)</u>	<u>( 101,990)</u>
EEEE	Net increase (decrease) in cash and cash equivalents	21,761	( 9,136)
E00100	Balance of cash and cash equivalents at beginning of year	<u>85,354</u>	<u>94,490</u>
E00200	Balance of cash and cash equivalent at end of year	<u>\$ 107,115</u>	<u>\$ 85,354</u>

The attached notes are part of the consolidated financial statements.

Chairman of the Board: Cheng-Chih Li    Manager: Yang-Kuo Chen    Accounting Manager: Hsin-I Wen

## **(Parent Company Only Financial Statement)**

### **AUDIT REPORT OF THE ACCOUNTANTS**

To Taiming Assurance Broker Co., Ltd.:

#### **Audit Opinions**

We have audited the accompanying parent company only financial statements of Taiming Assurance Broker Co., Ltd., which comprise the parent company only balance sheets as of December 31, 2022 and 2021, as well as the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

The accountant opinions are that the accompanying parent company only financial statements have been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, making it sufficient to properly express the parent company only financial position of the Company as of December 31, 2022 and 2021, and the parent company only financial performance and parent company only cash flow for the periods from January 1 to December 31, 2022 and 2021.

#### **Basis for Opinion**

Our CPA has planned and executed audit procedures according to rules for audit and certification of financial statements by certified public accountants and generally accepted auditing standards (GAAS). Our CPA will further explain the responsibilities of auditors during the audit of parent company only financial statements on the principles below. The personnel of the accounting firm to which the CPAs belong, who are subject to independence, are independent from the Taiming Assurance Broker Co., Ltd. in accordance with the code of professional ethics, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained is sufficient and appropriate for us to provide a basis for our audit.

#### **Key Audit Items**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of Taiming Assurance Broker Co., Ltd.'s parent company only financial statements for the year ended December 31, 2022. These items have been covered in the verification process of the overall parent company only financial statements and the audit opinions; hence, the CPA shall not express separate opinions on these items.

Key audit matters for Taiming Assurance Broker Co., Ltd.'s parent company only financial statements for the year ended December 31, 2022 are stated as follows:

#### Revenue recognition

##### Key audit matters

Taiming Assurance Broker Co., Ltd.'s operating revenue for 2022 totaled at NT\$539,769 thousand, in which, NT\$273,698 thousand was from the commissions for the first-year premium and renewed annual premium from the insurance companies, accounting for 51% of the total revenue.

For the recognition of the commission revenue of Taiming Assurance Broker Co., Ltd., after the performance obligations of customers' contracts are identified, relevant transaction prices are determined; then, the transaction prices are allocated to each performance obligation, and the revenue is recognized when each performance obligation is met. The transaction price of the relevant contract is 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 assessment is shown in Note 4.

##### Audit Process Adopted

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 revenue details of the life insurance and group commission details of the 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 Management and Those Charged with Governance for the Parent Company Only Financial Statements**

To ensure that the parent company only financial statements do not contain material misstatements due to fraud or errors, the management is responsible for preparing prudent parent company only financial statements in accordance with the regulations on the preparation of financial reports by securities issuers and to prepare and maintain necessary internal control procedures for the parent company only financial statements.

In preparing the parent company only financial statements, the management's responsibilities also include the assessment of the going concern ability of Taiming Assurance Broker Co., Ltd., the disclosure of relevant matters, and the adoption of the accounting base for going concern, unless the management intends to liquidate Taiming Assurance Broker Co., Ltd. or close the business, or there is no other feasible solution except for liquidation or closing of the business.

The governance unit (including the Audit Committee) of Taiming Assurance Broker Co., Ltd. is responsible for overseeing the financial reporting process.

## **Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements**

The purpose of the CPAs' auditing of the parent company only financial statements is to obtain reasonable assurance as to whether the parent company only financial statements as a whole have significant misstatements that result from fraud or error and to issue an audit report. Reasonable assurance is a high degree of assurance, but an audit performed in accordance with the generally accepted auditing standards cannot guarantee that a material misstatement in the parent company only financial statements will be detected. Misstatements can arise from fraud or error and are considered material if it could be reasonably anticipated that the misstated individual amounts or aggregated sums could have influence on the economic decisions made by the users of the parent company only financial statements, it will be deemed as material.

When auditing in accordance with Auditing Standards, we practice professional judgment and maintains professional suspicion. The CPA has also implemented the following procedures:

1. Identify and evaluate the risks of material misstatements of the parent company only financial statements as a result of fraud or error; design and implement appropriate response measures to the risks assessed, and obtain sufficient and appropriate audit evidence as the basis for audit opinions. As fraud may involve collusion, forgery, deliberate omissions, false statements, or violations of internal controls, the risks of material misstatements due to fraud is greater than that due to errors.

2. Obtain the necessary understanding of the internal control related to the audit to design the appropriate auditing procedures at the time, but the purpose is not to express opinions on the effectiveness of the internal control of Taiming Assurance Broker Co., Ltd.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Draw conclusions on the appropriateness of the management's use of the accounting base for going concern and whether there are significant uncertainties in the events or circumstances that may cause major doubts about the going concern ability of Taiming Assurance Broker Co., Ltd. based on the audit evidence obtained. If the CPA considers that material uncertainty exists in these matters or conditions, the CPA shall remind the users of the parent company only financial statements to pay attention to relevant disclosure in the statements in their audit report, or to revise the audit opinions when such disclosure is inappropriate. Our conclusion is based on the audit evidence obtained as of the date of the audit report. Future incidents or conditions could lead Taiming Assurance Broker Co., Ltd. to lose its capacity of continuing operation.
5. Evaluated the overall expression, structure and contents of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements fairly present relevant transactions and items.
6. Obtain sufficient and appropriate auditing evidence for the Company's internal formation of its parent company only financial information and express opinion on its parent company only financial statements. The CPA is responsible for the guidance, supervision and execution of auditing relevant causes and the preparation of the audit opinion.

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

We also provide the governing unit with a statement that the firm to which the personnel belong who are subject to independence and has followed the statement of independence in the code of professional ethics and communicate with the governance unit all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of CPAs.

From the matters communicated with the governing unit, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2022 and are therefore the key audit matters. Such matters have been explicitly highlighted in the audit report, but do not include information prohibited by law or, in extremely rare cases and with reasonable anticipation, where we decided not to communicate about specific items in the audit report as the negative effects of such disclosure would exceed the benefits gained for public interest.

Deloitte & Touche

CPA Wang-Sheng Lin

CPA Wen-Ya Hsu

Financial Supervisory Commission

Approval Document No.

FSC Letter Jin-Guan-Zheng-Shen No.

1060023872

Securities and Futures Bureau Approval

Document No.

Tai-Cai-Zheng-6 No. 0920123784

March 9, 2023

*Notice to Reader:*

*For the convenience of readers, this report has been translated into English from the original Chinese version, prepared and used in the Republic of China. The English version has not been audited or reviewed by independent auditors. If there are any discrepancies between the English version and the original Chinese version, or any difference in the interpretation of the two versions, the Chinese version shall prevail.*

**Taiming Assurance Broker Co., Ltd.**

Parent Company Only Balance Sheet

For the Years Ended December 31, 2022 and 2021

Unit: In Thousands of New Taiwan Dollars

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	<b>Current Assets</b>				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 71,814	10	\$ 46,707	6
1110	Financial assets at fair value through profit and loss- current (Note 4 and 7)	112,961	16	137,800	19
1120	Financial assets at fair value through other comprehensive income-current (Notes 4 and 8)	39,180	5	42,456	6
1140	Contract assets - current (Notes 4 and 18)	30,768	4	36,834	5
1170	Accounts and notes receivable (Notes 4, 9 and 24)	67,471	9	68,787	9
1200	Other Receivables	1,259	-	1,185	-
1470	Other Current assets	1,694	-	2,719	1
11XX	Total Current Assets	<u>325,147</u>	<u>44</u>	<u>336,488</u>	<u>46</u>
	<b>Non-Current Asset</b>				
1517	Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	99,424	14	131,606	18
1550	Investments accounted for using equity method (Notes 4 and 10)	117,709	16	119,045	16
1560	Contract assets - non-current (Notes 4, and 18)	24,419	3	14,282	2
1600	Immovable property and equipment (Notes 4 and 11)	43,171	6	46,567	6
1755	Right-of-use assets (Notes 4 and 12)	38,466	5	12,914	2
1760	Investment properties (Notes 4 and 13)	73,553	10	67,216	9
1840	Deferred income tax assets (Note 4 and 20)	2,095	-	2,071	-
1920	Refundable deposits	5,817	1	5,814	1
1990	Other non-current assets (Notes 4 and 16)	3,023	1	3,062	-
15XX	Total Non-Current Assets	<u>407,677</u>	<u>56</u>	<u>402,577</u>	<u>54</u>
1XXX	Total Assets	<u>\$ 732,824</u>	<u>100</u>	<u>\$ 739,065</u>	<u>100</u>
	<b>Liabilities and equity</b>				
	<b>Current Liabilities</b>				
2220	Other payables (Note 14)	\$ 103,000	14	\$ 108,359	14
2230	Current income tax liabilities (Note 4 and 20)	3,894	-	5,406	1
2280	Lease liabilities – current (Notes 4 and 12)	14,348	2	7,515	1
2399	Other current liabilities	6,658	1	7,462	1
21XX	Total Current Liabilities	<u>127,900</u>	<u>17</u>	<u>128,742</u>	<u>17</u>
	<b>Non-Current Liabilities</b>				
2550	Liability reserve – non-current (Note 4 and 15)	10,475	2	10,152	1
2570	Deferred income tax liabilities (Notes 4 and 20)	206	-	125	-
2580	Lease liabilities – non-current (Notes 4 and 12)	24,391	3	5,598	1
2610	Long-term payables (Note 14)	31,951	4	22,076	3
2645	Guarantee deposit received	508	-	508	-
2650	Credit balance of investments under equity method (Note 10)	3,217	1	2,848	1
25XX	Total Non-current Liabilities	<u>70,748</u>	<u>10</u>	<u>41,307</u>	<u>6</u>
2XXX	Total Liabilities	<u>198,648</u>	<u>27</u>	<u>170,049</u>	<u>23</u>
	<b>Equity (Notes 4 and 17)</b>				
3110	Common Stock	250,243	34	250,243	34
3200	Capital surplus	95,978	13	92,500	13
	Retained earnings				
3310	Legal capital reserve	120,187	17	112,716	15
3320	Special capital reserve	-	-	5,493	1
3350	Unappropriated earnings	80,854	11	91,706	12
3300	Total Retained Earnings	<u>201,041</u>	<u>28</u>	<u>209,915</u>	<u>28</u>
3400	Other equity	(13,086)	(2)	16,358	2
3XXX	Total Equity	<u>534,176</u>	<u>73</u>	<u>569,016</u>	<u>77</u>
	Total Liabilities and Equity	<u>\$ 732,824</u>	<u>100</u>	<u>\$ 739,065</u>	<u>100</u>

The attached notes are part of the parent company only financial statements.

 Chairman of the Board:  
Cheng-Chih Li

 Manager:  
Yang-Kuo Chen

 Accounting Manager:  
Hsin-I Wen

**Taiming Assurance Broker Co., Ltd.**

Parent Company Only Statement of Comprehensive Income

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: NT\$ thousands, except NT\$ for earnings per share

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 18, and 24)	\$ 539,769	100	\$ 595,382	100
5000	Operating cost (Notes 19 and 24)	<u>406,043</u>	<u>75</u>	<u>452,156</u>	<u>76</u>
5950	Gross Profit from operations	<u>133,726</u>	<u>25</u>	<u>143,226</u>	<u>24</u>
	Operating expenses (Notes 19 and 24)				
6100	Marketing Expenses	5,093	1	2,812	-
6200	Administrative Expenses	<u>78,740</u>	<u>15</u>	<u>77,605</u>	<u>13</u>
6000	Total Operating Expenses	<u>83,833</u>	<u>16</u>	<u>80,417</u>	<u>13</u>
6900	Net operating income	<u>49,893</u>	<u>9</u>	<u>62,809</u>	<u>11</u>
	Non-Operating Income and Expenditure				
7010	Other income (Note 19)	16,747	3	8,326	1
7020	Other gains and losses (Note 19)	( 174)	-	3,459	1
7050	Finance costs	( 516)	-	( 291)	-
7070	Shares of profit (loss) of subsidiaries, associates and joint ventures accounted for using the equity method	<u>10,776</u>	<u>2</u>	<u>13,871</u>	<u>2</u>
7000	Total Non-operating Income and Expenses	<u>26,833</u>	<u>5</u>	<u>25,365</u>	<u>4</u>
7900	Net profit before income tax	76,726	14	88,174	15
7950	Income tax expense (Note 4 and 20)	<u>10,775</u>	<u>2</u>	<u>13,498</u>	<u>3</u>
8000	Current Net Income	<u>65,951</u>	<u>12</u>	<u>74,676</u>	<u>12</u>

(Continued on next page)

(Continued from previous page)

Code		2022		2021	
		Amount	%	Amount	%
	Other Comprehensive Income (Loss)				
8310	Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans	310	-	48	-
8316	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	( 29,502)	( 5)	21,853	4
8349	Income tax relating to items that are not reclassified (Notes 4 and 20)	( 62)	-	( 10)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translating the financial statements of foreign operations	58	-	( 2)	-
8300	Other comprehensive income/(loss) for the year, net of income tax	( 29,196)	( 5)	21,889	4
8500	Total comprehensive income/(loss) for the year	<u>\$ 36,755</u>	<u>7</u>	<u>\$ 96,565</u>	<u>16</u>
	Earnings per share (Note 21)				
9750	Basic	<u>\$ 2.64</u>		<u>\$ 2.98</u>	
9850	Diluted	<u>\$ 2.63</u>		<u>\$ 2.98</u>	

The attached notes are part of the parent company only financial statements.

Chairman of the Board:

Manager:

Accounting Manager:

Cheng-Chih Li

Yang-Kuo Chen

Wen, Hsin-I

**Taiming Assurance Broker Co., Ltd.**

Parent Company Only Statement of Changes in Equity

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: In Thousands of New Taiwan Dollars

Code		Common Stock	Capital surplus	Retained earnings			Other Equity Items		Total Equity
				Legal capital reserve	Special capital reserve	Unappropriated earnings	Exchange differences on translating the financial statements of foreign operations	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	
A1	Balance on January 1, 2021	\$ 250,243	\$ 92,500	\$ 104,041	\$ 10,094	\$ 101,144	(\$ 146)	(\$ 5,347)	\$ 552,529
	Appropriation of earnings for 2020								
B1	Legal capital reserve	-	-	8,675	-	( 8,675)	-	-	-
B3	Appropriated as special capital reserve	-	-	-	( 4,601)	4,601	-	-	-
B5	Cash dividend	-	-	-	-	( 80,078)	-	-	( 80,078)
D1	Net Profit in 2021	-	-	-	-	74,676	-	-	74,676
D3	Other comprehensive after-tax income (loss) in 2021	-	-	-	-	38	( 2)	21,853	21,889
D5	Total comprehensive income (loss) in 2021	-	-	-	-	74,714	( 2)	21,853	96,565
Z1	Balance on December 31, 2021	250,243	92,500	112,716	5,493	91,706	( 148)	16,506	569,016
	Appropriation of earnings for 2021								
B1	Legal capital reserve	-	-	7,471	-	( 7,471)	-	-	-
B3	Appropriated as special capital reserve	-	-	-	( 5,493)	5,493	-	-	-
B5	Cash dividend attributable to shareholders	-	-	-	-	( 75,073)	-	-	( 75,073)
	Other changes in capital surplus:								
C7	Changes of associates and joint ventures accounted for under the equity method	-	3,478	-	-	-	-	-	3,478
D1	Net Profit in 2022	-	-	-	-	65,951	-	-	65,951
D3	Other comprehensive after-tax income (loss) in 2022	-	-	-	-	248	58	( 29,502)	( 29,196)
D5	Total comprehensive income (loss) in 2022	-	-	-	-	66,199	58	( 29,502)	36,755
Z1	Balance on December 31, 2022	\$ 250,243	\$ 95,978	\$ 120,187	\$ -	\$ 80,854	(\$ 90)	(\$ 12,996)	\$ 534,176

The attached notes are part of the parent company only financial statements.

Chairman of the Board: Cheng-Chih Li

Manager: Yang-Kuo Chen

Accounting Manager: Wen, Hsin-I

## Taiming Assurance Broker Co., Ltd.

Parent Company Only Statement of Cash Flow

January 1 to December 31, 2022 and January 1 to December 31, 2021

Unit: In Thousands of New Taiwan Dollars

Code		2022	2021
	Cash flow from operating activities		
A10000	Net Profit Before Tax in this year	\$ 76,726	\$ 88,174
A20010	Income and expenses having no effect on cash flows		
A20100	Depreciation expenses	18,813	19,224
A20200	Amortization	1,187	976
A20300	Loss of doubtful debt (reversed interest)	( 136 )	131
A20400	Net loss (profit) of financial assets at fair value through profit or loss	344	( 3,223 )
A20900	Finance costs	516	291
A21200	Interest income	( 2,457 )	( 2,154 )
A21300	Dividend income	( 12,537 )	( 4,159 )
A22300	Recognized share of profit (loss) of the affiliated enterprises and joint ventures using equity method	( 10,776 )	( 13,871 )
A23100	Loss on disposal of investments	117	-
A29900	Profit (loss) of lease modification	-	( 2 )
A29900	Provisions for liability reserve	1,103	1,591
A29900	Other income	( 2 )	( 2 )
A30000	Changes in operating assets and liabilities		
A31125	Contract Assets	( 4,071 )	13,768
A31150	Notes Receivable and Accounts Receivable	1,316	19,100
A31180	Other Receivables	1,030	804
A31220	Prepaid retirement pension	( 98 )	( 95 )
A31230	Prepayments	1,025	( 902 )
A31250	Other Non-current Assets	( 740 )	( 2,046 )
A32130	Notes Payable	-	( 237 )
A32180	Other payables	4,516	( 16,026 )
A32200	Liabilities Reserve	( 780 )	( 1,833 )
A32230	Other current liabilities	( 804 )	196
A33000	Cash inflow from operating activities	74,292	99,705
A33300	Interest paid	( 16 )	-
A33500	Income Tax Paid	( 12,292 )	( 15,481 )
AAAA	Net cash inflow from operating activities	61,984	84,224

(Continued on next page)

(Continued from previous page)

Code		2022	2021
	Cash flow from investing activities		
B00030	Financial assets measured at FVTOCI - return of capital due to capital reduction	6,750	-
B00010	Financial assets at fair value through other comprehensive gains and losses	( 794 )	-
B00100	Acquisition of financial assets at fair value through profit or loss	( 10,000 )	( 65,000 )
B00200	Disposal of financial assets at fair value through profit or loss	34,495	45,024
B02700	Acquisition of immovable property and equipment	-	( 3,230 )
B03700	Decrease (increase) in guarantee deposits paid	( 3 )	47
B05400	Acquisition of investment properties	( 6,701 )	-
B07500	Interest received	1,489	1,272
B07600	Dividends received	<u>28,437</u>	<u>21,259</u>
BBBB	Net cash generated from (used in) investing activities	<u>53,673</u>	<u>( 628 )</u>
	Cash flows from financing activities		
C00100	Increase in short-term loans	10,000	-
C00200	Decrease in short-term borrowings	( 10,000 )	-
C04020	Repayment of the principal amount of lease liabilities	( 15,477 )	( 15,572 )
C04500	Cash dividends distributed	( <u>75,073</u> )	( <u>80,078</u> )
CCCC	Net cash used in financing activities	<u>( 90,550 )</u>	<u>( 95,650 )</u>
EEEE	Net increase (decrease) in cash and cash equivalents	25,107	( 12,054 )
E00100	Balance of cash and cash equivalents at beginning of year	<u>46,707</u>	<u>58,761</u>
E00200	Balance of cash and cash equivalent at end of year	<u>\$ 71,814</u>	<u>\$ 46,707</u>

The attached notes are part of the parent company only financial statements.

Chairman of the Board:  
Cheng-Chih Li

Manager:  
Yang-Kuo Chen

Accounting Manager:  
Wen, Hsin-I

## Attachments 6.

### Taiming Assurance Broker Co., Ltd Table of Distribution of Profits For the Year of 2022

Unit: NT\$

Items	Amount	
	Subtotal	Total
<b>Unappropriated retained earnings of previous years</b>		<b>14,655,370</b>
Net income after tax	65,950,660	
Less: Re-measurement of defined benefit plan recognized in retained earnings	247,672	
<b>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.</b>		<b>66,198,332</b>
Legal reserve appropriated (10%)		(6,619,833)
Special reserves		(13,086,512)
<b>Retained earnings available for distribution for this period</b>		<b>61,147,357</b>
Distribution Project:		
Cash dividend (NT\$2.4 per share)	(60,058,327)	(60,058,327)
<b>Undistributed surplus at the end of the period</b>		<b>1,089,030</b>

Note:

1. Priority is given to surplus reserves in 2022, followed by surplus reserves in 2021.
2. Calculate cash dividends rounded to NTD 1, and the total number of odd shares less than NTD 1 distributed included into other revenues in the Company
3. Two percent of the total amount is allocated as employee bonuses and distributed in cash in the amount NT\$1,598,558.  
Two percent of the total amount is allocated as bonuses to Directors and distributed in cash in the amount NT\$1,598,558.
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, it is proposed to submit to the shareholders for authorization of the Chairman of the Board at a general shareholders' meeting.

Chairman of the Board:  
Cheng-Chih Li

Manager:  
Yang-Kuo Chen

Accounting Manager:  
Wen, Hsin-I

## Attachments 7.

### Taiming Assurance Broker Co., Ltd The Company's Corporate Charter Comparison table of the amended provisions

Article	Amended Articles	Current Articles	Description
Article 19	<p>If there is surplus in the Company's final account, priorities should be made to pay taxes and make up for the accumulated losses, and followed by 10 percent of surplus appropriation as legal surplus reserve, except when legal surplus reserve has reached the Company's total paid-in capital so that continuous contribution is no longer required. When needed, the legal surplus reserve may be transferred or reversed into the special surplus reserve in accordance with the relevant laws and regulations. If there is still a surplus, the Board of Directors shall propose to the shareholders' meeting for distribution of this surplus; surpluses that are distributed in cash shall be resolved by the Board of Directors and reported to the shareholders' meeting in accordance with Article 228-1 and Paragraph 5, Article 240 of the Company Act.</p> <p><u>The Company may allocate new shares or cash in the form of legal surplus reserve or capital reserve in accordance with Article 241 of the Company Law. For allocations of</u></p>	<p>If there is surplus in the Company's final account, priorities should be made to pay taxes and make up for the accumulated losses, and followed by 10 percent of surplus appropriation as legal surplus reserve, except when legal surplus reserve has reached the Company's total paid-in capital so that continuous contribution is no longer required. When needed, the legal surplus reserve may be transferred or reversed into the special surplus reserve in accordance with the relevant laws and regulations. If there is still a surplus, the Board of Directors shall propose to the shareholders' meeting for distribution of this surplus; surpluses that are distributed in cash shall be resolved by the Board of Directors and reported to the shareholders' meeting in accordance with Article 228-1 and Paragraph 5, Article 240 of the Company Act.</p>	<ol style="list-style-type: none"> <li>1. Pursuant to Paragraph 5, Article 240 of the Company Act, public offering companies may authorize the Board of Directors to distribute all or part of its dividends and bonuses with more than two-thirds of all Directors present and the approval of no fewer than one-half of the Directors present, for which distributions shall be made in cash and reported to the shareholders' meeting.</li> <li>2. The provisions for legal surplus reserve or capital reserve allocations are stipulated in Article 241 of the Company Act.</li> </ol>

Article	Amended Articles	Current Articles	Description
	<p><u>cash described in the preceding paragraph, the Board of Directors shall make a special resolution and report to the Board of Shareholders.</u></p> <p>In the volatile business environment, in response to future expansion plans, shareholder dividends must 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 40%. However, the shareholders' meeting may have to adjust it according to the actual situation.</p>	<p>In the volatile business environment, in response to future expansion plans, shareholder dividends must 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 40%. However, the shareholders' meeting may have to adjust it according to the actual situation.</p>	
Article 21	<p>This Article was established on October 3, 2002.</p> <p>The first amendment was on May 1, 2004.</p> <p>The second amendment was on June 10, 2005.</p> <p>The third amendment was on June 9, 2006.</p> <p>The fourth amendment to this Article was made on June 13, 2007.</p> <p>The fifth amendment was on June 20, 2008.</p> <p>The sixth amendment was on June 17, 2009.</p> <p>The seventh amendment was on June 14, 2013.</p> <p>The eighth amendment was on July 26, 2013.</p> <p>The ninth amendment was on October 11, 2013.</p> <p>The tenth amendment was on May 14, 2014.</p> <p>The eleventh amendment was on June 10, 2015.</p> <p>The twelfth amendment was on June 15, 2016.</p> <p>The thirteenth amendment was on</p>	<p>This Article was established on October 3, 2002.</p> <p>The first amendment was on May 1, 2004.</p> <p>The second amendment was on June 10, 2005.</p> <p>The third amendment was on June 9, 2006.</p> <p>The fourth amendment was on June 3, 2007.</p> <p>The fifth amendment was on June 20, 2008.</p> <p>The sixth amendment was on June 7, 2009.</p> <p>The seventh amendment was on June 14, 2013.</p> <p>The eighth amendment was on July 26, 2013.</p> <p>The ninth amendment was on October 11, 2013.</p> <p>The tenth amendment was on May 14, 2014.</p> <p>The eleventh amendment was on June 10, 2015.</p> <p>The twelfth amendment was on June 15, 2016.</p> <p>The thirteenth amendment was</p>	<p>The date and the ordinal number of the amendment to this article has been added.</p>

Article	Amended Articles	Current Articles	Description
	<p>June 14, 2017.</p> <p>The fourteenth amendment was on June 8, 2018.</p> <p>The fifteenth amendment was on February 20, 2019.</p> <p>The sixteenth amendment was on May 27, 2020.</p> <p>The seventeenth amendment was on May 26, 2022.</p> <p><u>The eighteenth amendment was on May 31, 2023.</u></p>	<p>on June 14, 2017.</p> <p>The fourteenth amendment was on June 8, 2018.</p> <p>The fifteenth amendment was made on May 31, 2019.</p> <p>The sixteenth amendment was on May 27, 2020.</p> <p>The seventeenth amendment was on May 26, 2022.</p>	

## Attachments 8.

### Taiming Assurance Broker Co., Ltd Rules of Procedure for Shareholders' Meeting Comparison table of the amended provisions

Article	Amended Articles	Current Articles	Description
Article 3	<p>Unless otherwise provided by regulations, shareholders' meeting is convened by the Board of Directors.</p> <p><u>Changes to the method of convening the shareholders' meeting of the Company shall be subject to a resolution of the board of directors, and shall be made no later than before the shareholders' meeting notice is dispatched.</u></p> <p>This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of directors in the form of electronic files and upload them to the Market Observation Post System. And before the 21 days before the general shareholders' meeting or 15 days before the provisional shareholders' meeting, the shareholders' meeting handbook and supplementary</p>	<p>Unless otherwise provided by regulations, shareholders' meeting is convened by the Board of Directors.</p> <p>This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of directors in the form of electronic files and upload them to the Market Observation Post System. And before the 21 days before the general shareholders' meeting or 15 days before the provisional shareholders' meeting, the shareholders' meeting</p>	<p>I. Paragraphs 1 and 3 to 10 have not been amended.</p> <p>II. In order to enable shareholders to be aware of any changes in the manner in which the shareholders' meeting is convened, the change in the manner in which the shareholders' meeting is convened shall be resolved by the board of directors, and the second item shall be updated no later than before the notice of the shareholders' meeting is sent.</p> <p>III. In compliance with Article 6 of the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies issued on December 16, 2021, if the daily paid-in capital of the listed company as of the end of the most recent fiscal year amounts to NT \$10</p>

Article	Amended Articles	Current Articles	Description
	<p>materials shall be made into electronic files and sent to MOPS. <u>But if the daily paid-in capital of the Company as of the end of the most recent fiscal year amounts to NT \$10 billion or more, or if the total shareholding ratio of foreign capital and land capital recorded in the shareholder registry of the company's shareholders meeting held in the most recent fiscal year is more than 30%, the Company shall complete the transmission of the electronic file before the 30th day of the shareholders' ordinary meeting.</u> This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company.</p> <p><u>The Company shall provide the shareholders' meeting agenda and supplementary materials described in the preceding paragraph on the day of the shareholders' meeting in accordance with the following principles:</u></p> <p><u>I. When the entity shareholders' meeting is convened, it shall be issued at the shareholders' meeting.</u></p> <p><u>II. When a video-assisted</u></p>	<p>handbook and supplementary materials shall be made into electronic files and sent to MOPS.</p> <p>This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company and at the site of the shareholders' meeting.</p>	<p>billion or more, or if the total shareholding ratio of foreign capital and land capital recorded in the shareholder registry of the company's shareholders meeting held in the most recent fiscal year is more than 30%, in order to enable foreign capital and land capital shareholders to view the relevant information of the shareholders' meeting at the earliest time possible, the listed company shall complete the transmission of the electronic file before the 30th day of the shareholders' general meeting. Hence, Paragraph 3 is amended.</p> <p>IV. In response to the Company Acts' allowing of public companies to hold shareholders' meetings by video conference, the Company may convene shareholders' meetings through entity shareholders' meetings or video conference. Shareholders participating in entity shareholders' meetings or</p>

Article	Amended Articles	Current Articles	Description
	<p><u>shareholders' meeting is held, it shall be distributed on the place of the shareholders' meeting and transmitted to the video conference platform by electronic files.</u></p> <p><u>III. When a video shareholders' meeting is held, the electronic file shall be transmitted to the video conference platform.</u></p> <p>The purpose for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered in electronic form.</p> <p>Matters pertaining to election or dismissal of directors, change of the Charter, reduction of capital, application for cessation of public offering, lifting of the noncompetete 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</p>	<p></p> <p>The purpose for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered in electronic form.</p> <p>Matters pertaining to election or dismissal of directors, change of the Charter, reduction of capital, application for cessation of public offering, lifting of the noncompetete 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</p>	<p>participating in shareholders' meetings by video conference shall both be provided the shareholders' meeting agenda and supplementary information on the day of the shareholders' meeting. Accordingly, amendments are made to Paragraph 2, Paragraph 4 is added, and Paragraph 3 has been moved to Paragraph 5.</p>

Article	Amended Articles	Current Articles	Description
	<p>and explained in the reasons for convening the meeting and cannot be proposed through an extempore motion.</p> <p>As for the reasons for the convening of the shareholders' meeting, re-election of all directors and the date of appointment have been indicated. After the re-election at the shareholders' meeting is completed, at the same meeting, the date of appointment shall not be changed through an extempore motion or other means.</p> <p>A shareholder holding 1% or more of the total number of issued shares may submit to the Company a written proposal for discussion at a general shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such a proposal shall not be included in the agenda. Where any of the circumstances provided in Paragraph 4 of Article 172-1 of the Company Act applies to a proposal</p>	<p>reasons for convening the meeting and cannot be proposed through an extempore motion; <u>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.</u></p> <p>As for the reasons for the convening of the shareholders' meeting, re-election of all directors and the date of appointment have been indicated. After the re-election at the shareholders' meeting is completed, at the same meeting, the date of appointment shall not be changed through an extempore motion or other means.</p> <p>A shareholder holding 1% or more of the total number of issued shares may submit to the Company a written proposal for discussion at a general shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such a proposal shall not be included in the agenda. Where any of the circumstances provided in Paragraph 4 of Article 172-1 of the Company Act applies to a proposal put forward by a shareholder, the Board of</p>	

Article	Amended Articles	Current Articles	Description
	<p>put forward by a shareholder, the Board of Directors may exclude it from the agenda.</p> <p>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.</p> <p>Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce the acceptance of shareholders' proposals, the written or electronic submission methods, the location, and the time period for submission; the period shall not be less than 10 days.</p> <p>Proposals submitted by shareholders are limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Shareholders raising proposals shall be present in person or by proxy at the general shareholders'</p>	<p>Directors may exclude it from the agenda.</p> <p>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.</p> <p>Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce the acceptance of shareholders' proposals, the written or electronic submission methods, the location, and the time period for submission; the period shall not be less than 10 days.</p> <p>Proposals submitted by shareholders are limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Shareholders raising proposals shall be present in person or by proxy at the general shareholders' meeting and take part in discussions of the proposal.</p>	

Article	Amended Articles	Current Articles	Description
	<p>meeting and take part in discussions of the proposal.</p> <p>The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform the shareholders who have raised proposals the result of the evaluation and list the proposals conforming to the requirements set out in this Article in the shareholders' meeting notice. For each proposal submitted by shareholders excluded from the agenda, the Board of Directors shall explain the reasons for the exclusion at the shareholders' meeting.</p>	<p>The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform the shareholders who have raised proposals the result of the evaluation and list the proposals conforming to the requirements set out in this Article in the shareholders' meeting notice. For each proposal submitted by shareholders excluded from the agenda, the Board of Directors shall explain the reasons for the exclusion at the shareholders' meeting.</p>	
Article 4	<p>Shareholders may appoint a proxy to attend the meeting by expressing the intent in the form for appointment of representation provided by the Company, stating the scope of authorization and the identity of the proxy.</p> <p>Each shareholder may only present one letter of appointment of representation and appoint one proxy only. The letter of appointment of representation shall be delivered to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more appointment</p>	<p>Shareholders may appoint a proxy to attend the meeting by expressing the intent in the form for appointment of representation provided by the Company, stating the scope of authorization and the identity of the proxy.</p> <p>Each shareholder may only present one letter of appointment of representation and appoint one proxy only. The letter of appointment of representation shall be delivered to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more appointment letters are received from one</p>	<p>I. Paragraphs 1 to 3 have not been amended.</p> <p>II. Shareholders who have appointed a proxy to attend a shareholders' meeting, but wish to attend the shareholders' meeting by video conferencing after the power of attorney has been delivered to the Company shall notify the company in writing of the revocation of the proxy two days before the shareholders' meeting. Hence, Paragraph 4 is added.</p>

Article	Amended Articles	Current Articles	Description
	<p>letters are received from one shareholder, the letter arriving first shall prevail, unless a declaration is made to revoke the previous appointment letter.</p> <p>Shareholders who intend to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission after a letter of appointment of representation has been delivered to the Company, a notice expressing the intent to withdraw the proxy appointment shall be filed with the Company in writing no later than Two Days prior to the date of the shareholders' meeting stated in the shareholders' meeting notice; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.</p> <p><u>After the power of attorney is delivered to the company, shareholders who wish to attend the shareholders' meeting by video conferencing shall notify the company in writing of the revocation of the proxy two days before the shareholders' meeting; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.</u></p>	<p>shareholder, the letter arriving first shall prevail, unless a declaration is made to revoke the previous appointment letter.</p> <p>Shareholders who intend to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission after a letter of appointment of representation has been delivered to the Company, a notice expressing the intent to withdraw the proxy appointment shall be filed with the Company in writing no later than Two Days prior to the date of the shareholders' meeting stated in the shareholders' meeting notice; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.</p>	

Article	Amended Articles	Current Articles	Description
Article 5	<p>The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' meeting.</p> <p><u>When the company convenes a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.</u></p>	<p>The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' meeting.</p>	<p>I. The current article has been moved to Paragraph 1 but has not been amended.</p> <p>II. Paragraph 2 is added to specify that when the company convenes a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.</p>
Article 6	<p>The company shall state in the meeting notice the time and place of the registration of the accepting <u>shareholders, solicitors, and entrusted agents (hereinafter referred to as shareholders),</u> and other matters that should be noted.</p> <p>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,</p>	<p>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.</p> <p>The reception time described in the preceding paragraph shall be at least 30 minutes before the meeting commences. The reception counter shall be precisely indicated and staffed with sufficient and competent</p>	<p>I. Shareholder abbreviations have been defined. Hence Paragraphs 1 and 3 are amended.</p> <p>II. In order to specify the time and registration procedures for shareholders attending by video conference, Paragraph 2 is amended.</p> <p>III. When the shareholders meeting is held by video conference, shareholders who intend to attend by video conference shall</p>

Article	Amended Articles	Current Articles	Description
	<p>and a sufficient number of suitable personnel shall be assigned to handle the sign-in process; <u>shareholder sign-ins shall be accepted by the video conference platform of the shareholders' meeting 30 minutes before the start of the video conference of the shareholder's meeting.</u></p> <p><u>Shareholders who complete registration are deemed to attend the shareholders' meeting in person.</u></p> <p>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book.</p> <p>The Company shall provide each shareholder attending the meeting with a meeting agenda handbook,</p>	<p>personnel to assist the shareholders to sign in.</p> <p>Shareholders <u>and their proxies (hereinafter referred to as "shareholders") shall attend</u> shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book.</p> <p>The Company shall provide each shareholder attending the meeting with a meeting agenda handbook,</p>	<p>register with the Company at least 2 business days prior to the meeting date. Hence, Paragraph 7 is added.</p> <p>IV. The Company shall upload the meeting agenda, annual report, and other relevant materials to the video conference platform of the shareholders' meeting for shareholders who intend to attend by video conference. Hence, Paragraph 8 is added.</p>

Article	Amended Articles	Current Articles	Description
	<p>annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of directors is scheduled, ballots shall also be provided.</p> <p>When the government or a corporation is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.</p> <p><u>When the shareholders meeting is held by video conference, shareholders who intend to attend by video conference shall register with the Company at least 2 business days prior to the meeting date.</u></p> <p><u>When the shareholders meeting is held by video conference, the Company shall upload the meeting agenda, annual report, and other relevant materials to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.</u></p>	<p>annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of directors is scheduled, ballots shall also be provided.</p> <p>When the government or a corporation is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.</p>	
Article 6-1	<u>When the company holds the shareholders' meeting by video conference, the following matters</u>		<p>I. This article is newly added.</p> <p>II. In order to ensure that</p>

Article	Amended Articles	Current Articles	Description
	<p><u>shall be stated in shareholders meeting notice:</u></p> <p>I. <u>Shareholders' participation in video conferences and methods of exercising their rights.</u></p> <p>II. <u>Due to natural disasters, incidents or other force majeure circumstances, the handling of obstacles to the video conferencing platform or participation in video conferences should include at least the following:</u></p> <p>(I) <u>The occurrence of preceding obstacles that persist and cannot be ruled out leading to the time and the date when the meeting needs to be postponed or resumed.</u></p> <p>(II) <u>Shareholders who have not registered to participate in the shareholders meeting by video conference shall not participate in the postponed or continued meeting.</u></p> <p>(III) <u>To hold a video-assisted shareholders meeting, if the video conference cannot be continued, after deducting the number of shares attending the shareholders meeting by video, the total number</u></p>		<p>shareholders are informed of their relevant rights and restrictions before participating in shareholders' meetings, the information in the shareholders' meeting notice shall include the following: the methods for how shareholders can participate in the video conference and exercise relevant rights; the response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events, which shall at least include the time and the date of the next meeting when the meeting needs to be postponed or resumed when such obstacles cannot be resolved; the provisions of Article 44-20 (1), (2), (4) and (5) of the Regulations Governing the Administration of Shareholder Services of Public Companies; and the handling method in the event that the</p>

Article	Amended Articles	Current Articles	Description
	<p><u>of shares attending the shareholders meeting reaches the statutory quota for the shareholders meeting, and the shareholders meeting should continue.</u></p> <p><u>The number of shares present shall be included in the total number of shares of shareholders present, and all resolutions of the shareholders meeting shall be waived his/her rights.</u></p> <p>(IV) <u>How to handle the situation where all the resolutions have been announced and no extempore motion has been made.</u></p> <p>III. <u>Hold a video-conference shareholders meeting and specify appropriate alternatives to shareholders who have difficulty participating in video conference.</u></p>		<p>resolution results of all motions has been announced, while extempore motions have not been resolved. If a shareholders' meeting is convened by video conference, appropriate alternative measures shall also be provided to shareholders who have difficulty participating in the meeting by video conference.</p>
Article 8	<p>The Company shall record the full process of the meeting, from the beginning of reception, discussions to voting/vote counting, in an uninterrupted audio and video file.</p> <p>The recorded materials of the preceding paragraph shall be</p>	<p>The Company shall record the full process of the meeting, from the beginning of reception, discussions to voting/vote counting, in an uninterrupted audio and video file.</p> <p>The recorded materials of the preceding paragraph shall be</p>	<p>I. Paragraphs 1 and 2 have not been amended.</p> <p>II. According to Article 183 of the Company Law and Article 18 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, if the</p>

Article	Amended Articles	Current Articles	Description
	<p>retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recorded materials shall be retained until the conclusion of the litigation.</p> <p><u>If the shareholders meeting is held by video conference, the Company shall record and save the shareholders registration, attendance registration, questioning, voting and company vote counting results, and record and video the entire video conference without interruption.</u></p> <p><u>The above-mentioned materials and audio and video recordings shall be properly preserved by the Company during the period of existence, and the audio and video recordings shall be provided to those who are entrusted to handle video conference affairs for preservation.</u></p> <p><u>If the shareholders' meeting is held by video conference, the Company shall make video and audio recordings of the video conference platform's back-end operability interface.</u></p>	<p>retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recorded materials shall be retained until the conclusion of the litigation.</p>	<p>shareholders' meeting is held by video conference, the Company shall record and save the shareholders' registration, attendance registration, questioning, voting and company vote counting results, and record and video the entire video conference without interruption, and the audio and video recordings shall be provided to those who are entrusted to handle video conference affairs for preservation. Hence, Paragraphs 3 and 4 are added.</p> <p>III. In order to preserve relevant information from video conferences to the greatest extent possible, in addition to the uninterrupted video and audio recording stipulated in Paragraph 3, it is also necessary to record the video and audio of the video conference's back-end operability interface. In regards to this, because synchronous screen recordings require certain computer</p>

Article	Amended Articles	Current Articles	Description
			<p>hardware, software, and security specifications, the Company may base on the feasibility of equipment conditions choose to clearly stipulate this in its Rules Governing Shareholders' Meetings. Hence, Paragraph 5 is added.</p>
Article 9	<p>Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chairperson shall call the meeting to order at the scheduled meeting time, <u>and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</u></p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a</p>	<p>Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chairperson shall call the meeting to order at the scheduled meeting time. <u>However, when the attending shareholders do not represent the majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the</u></p>	<p>I. When the shareholders' meeting of the Company is held by video conference, the calculation of the total number of shares attending the meeting shall include the number of shares who completed registration by video conference. Hence, Paragraph 1 is amended.</p> <p>II. The provision of Paragraph 2 of this article is amended in accordance with laws and regulations.</p> <p>III. When the Company's shareholders' meeting is held by video conference, if the chair declares the adjournment of the meeting, the Company shall announce the adjournment of the meeting on the video conference platform of</p>

Article	Amended Articles	Current Articles	Description
	<p>combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>If the shareholders meeting is held by video conference, the Company shall also announce the meeting adjourned on the video conference platform of the shareholders meeting.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. <u>If the shareholders meeting is held by video conference, shareholders who intend to attend by video conference shall re-register with the Company in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority</p>	<p>total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>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.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority</p>	<p>the shareholders' meeting in order to inform shareholders in due time. Hence, Paragraph 3 is amended.</p> <p>IV. When the Company holds a separate shareholders' meeting in case of a tentative resolution, shareholders who intend to attend by video conference shall register with the Company. Hence, Paragraph 4 is amended.</p>

Article	Amended Articles	Current Articles	Description
	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.	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 11	<p>Before speaking at the shareholders' meeting, the shareholder requesting to speak must specify the subject, his/her shareholder account number (or attendance card number) and account name on the speaker's slip. The order shall be set by the chairperson.</p> <p>A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content deviates from the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda, the chairperson may end the speech.</p> <p>When an attending shareholder is</p>	<p>Before speaking at the shareholders' meeting, the shareholder requesting to speak must specify the subject, his/her shareholder account number (or attendance card number) and account name on the speaker's slip. The order shall be set by the chairperson.</p> <p>A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content deviates from the subject given on the speaker's slip, the spoken content shall prevail.</p> <p>Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda, the chairperson may end the speech.</p> <p>When an attending shareholder is speaking, other shareholders may</p>	<p>I. Paragraphs 1 to 6 have not been amended.</p> <p>II. In order to specify the methods, procedures, and restrictions for the questions raised by shareholders who participate in the shareholders' meeting by video conference, Paragraph 7 is amended.</p> <p>III. In order to help other shareholders, understand the content of questions asked by shareholders, in addition to the Company's screening of questions unrelated to various issues at the shareholders' meeting, other shareholders' questions shall be displayed on the video platform. Hence, Paragraph 8 is amended.</p>

Article	Amended Articles	Current Articles	Description
	<p>speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>If the shareholders meeting is held by video conference, the shareholders participating by video conference may ask questions in text form on the video conference platform of the shareholders meeting after the chairman announces the meeting and before the announcement of the adjournment of the meeting, which is not applicable to paragraph 1 to 5.</u></p> <p><u>If the question mentioned in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal, it is advisable to expose the question</u></p>	<p>not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p>When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	

Article	Amended Articles	Current Articles	Description
	<u>on the video conference platform of the shareholders' meeting for public knowledge.</u>		
Article 13	<p>Shareholders shall have one vote per share, except for restricted or non-voting shareholders listed in Article 179 (2) of the Companies Act.</p> <p>When the Company convenes a shareholders' meeting, shareholders shall exercise their voting rights electronically and may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the notice of shareholders' meeting. Shareholders who exercise voting rights in writing or electronically are deemed to attend the shareholders' 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.</p> <p>In the exercise of voting rights in writing or electronically in the preceding paragraph, the decision represented shall be delivered to the Company two days before the beginning of the shareholders'</p>	<p>Shareholders shall have one vote per share, except for restricted or non-voting shareholders listed in Article 179 (2) of the Companies Act.</p> <p>When the Company convenes a shareholders' meeting, shareholders shall exercise their voting rights electronically and may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the notice of shareholders' meeting.</p> <p>Shareholders who exercise voting rights in writing or electronically are deemed to attend the shareholders' 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.</p> <p>In the exercise of voting rights in writing or electronically in the preceding paragraph, the decision represented shall be delivered to the Company two days before the beginning of the shareholders'</p>	<p>I. Paragraphs 1 to 3 and 5 to 8 have not been amended.</p> <p>II. Shareholders who have exercised voting rights in writing or electronically who wish to attend the shareholders' meeting by video conference shall first withdraw their voting rights in the same manner that they exercised their voting rights. Hence, Paragraph 4 is amended.</p> <p>III. When the shareholders meeting is held by video conference, in order to provide sufficient voting time for shareholders participating by video conference, from the time between the chairman's announcement of the meeting to the announcement of close of voting, shareholders may cast their votes on various proposals. Votes shall be counted one at a time in order to correspond to the voting time of the shareholders participating by video</p>

Article	Amended Articles	Current Articles	Description
	<p>meeting; where the decision represented are repeated, the one delivered first shall prevail. However, the said decision represented is stated to be withdrawn is not subject to this provision.</p> <p>After the shareholders exercise their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person <u>or by video conference</u>, they shall withdraw the decision represented via the exercise of the voting rights in the preceding paragraph in the same way as the exercise of the voting rights two days before the shareholders' meeting; in the case of withdrawal past the deadline, the voting rights exercised in writing or electronically shall prevail. Where a shareholder exercise voting rights in writing or electronically and appoints a proxy to attend a shareholder's meeting, the voting right exercised by the proxy shall prevail.</p> <p>Unless otherwise provided in the Company Act and in the Company's Corporate Charter, approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, the</p>	<p>meeting; where the decision represented are repeated, the one delivered first shall prevail. However, the said decision represented is stated to be withdrawn is not subject to this provision.</p> <p>After the shareholders exercise their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person, they shall withdraw the decision represented via the exercise of the voting rights in the preceding paragraph in the same way as the exercise of the voting rights two days before the shareholders' meeting; in the case of withdrawal past the deadline, the voting rights exercised in writing or electronically shall prevail. Where a shareholder exercise voting rights in writing or electronically and appoints a proxy to attend a shareholder's meeting, the voting right exercised by the proxy shall prevail.</p> <p>Unless otherwise provided in the Company Act and in the Company's Corporate Charter, approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, the</p>	<p>conference. Hence, Paragraphs 9 and 10 are amended.</p> <p>IV. When the company holds a video-assisted shareholders meeting, shareholders, shareholders who have registered to attend the shareholders' meeting by video conference who wish to attend the physical shareholders' meeting in person, shall withdraw their registration in the same manner that they registered; in the case of withdrawal past the deadline, the shareholders' meeting may only be attended by video conference. Hence, Paragraph 11 is amended.</p> <p>V. In reference to the Ministry of Economy's letter No. 10102404740 dated February 24, 101 and letter No. 10102414350 dated May 3, 101, shareholders who exercise their voting rights electronically and have not withdrawn their rights may not propose amendments to the original proposal and</p>

Article	Amended Articles	Current Articles	Description
	<p>chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.</p> <p>When there is a revised or alternative version to a proposal, the Chairperson shall present the different versions of the same proposal together and decide on the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairman, provided that all monitoring personnel shall be shareholders.</p> <p>Vote counting for proposals or elections at the shareholders' meeting shall be conducted in public at the place of the shareholders' meeting.</p> <p>Immediately after vote counting has been completed, the results of</p>	<p>chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.</p> <p>When there is a revised or alternative version to a proposal, the Chairperson shall present the different versions of the same proposal together and decide on the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairman, provided that all monitoring personnel shall be shareholders.</p> <p>Vote counting for proposals or elections at the shareholders' meeting shall be conducted in public at the place of the shareholders' meeting.</p> <p>Immediately after vote counting has been completed, the results of</p>	<p>also may no longer exercise their voting rights. However, they may still attend the shareholders' meeting on the date of the shareholders' meeting, where they may propose extempore motions and exercise their voting rights on-site. In addition, because shareholders can exercise their rights in writing or electronically, based on the principle of fair treatment, written voting should conform to the regulatory spirit of electronic voting so as to protect the interests of shareholders. Hence, it is specified in Paragraph 12 that Shareholders who exercise their voting rights in writing or electronically who have not withdrawn their voting rights may still register to participate in the shareholders' meeting by video conference. However, while they may propose extempore motions and exercise their voting rights, they may not exercise their voting</p>

Article	Amended Articles	Current Articles	Description
	<p>the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting and recorded.</p> <p><u>The Company convened a video conference of the shareholders' meeting. Shareholders who participated by video shall conduct voting on various resolutions and voting on election proposals through the video conference platform after the chairman announces the meeting. The voting shall be completed before the chairman announces the close of voting. Those who exceed the time limit would be deemed a waiver.</u></p> <p><u>If the shareholders meeting is held by video conference, after the chairman announces the close of voting, the votes shall be counted at one time, and the voting and election results shall be announced.</u></p> <p><u>When the company holds a video-assisted shareholders meeting, shareholders, solicitors or proxies who have registered to attend the shareholders' meeting by video-conference in accordance with the provisions of Article 3, and who wish to attend the physical shareholders' meeting in person, shall make an appointment with the shareholders two days before</u></p>	<p>the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting and recorded.</p>	<p>rights on the original proposal or amendments to the original proposal, or propose amendments to the original proposal.</p>

Article	Amended Articles	Current Articles	Description
	<p><u>the meeting. The registration is cancelled in the same way as the registration; if the cancellation is overdue, the shareholders meeting can only be attended by video.</u></p> <p><u>Those who exercise their voting rights in writing or electronically without revoking their intentions and participate in the shareholders' meeting by video conferencing shall not exercise their voting rights on the original proposal or propose amendments to the original proposal or exercise the voting rights for amendments to the original proposal, except for extempore motions.</u></p>		
Article 15	<p>Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. The preparation and distribution of the minutes of shareholders' meeting may be affected by means of electronic transmission.</p> <p>Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.</p> <p>The meeting minutes shall record</p>	<p>Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. The preparation and distribution of the minutes of shareholders' meeting may be affected by means of electronic transmission.</p> <p>Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.</p>	<p>I. Paragraphs 1 to 3 have not been amended.</p> <p>II. In order to allow shareholders to be informed of the results of video conferences, the alternative measures for shareholders with digital gaps, and the measures for and status of disconnection troubleshooting, the Company's record of the shareholders' meeting shall, in addition to the particulars to be included in the meeting minutes as described in Paragraph 3, include: the start time and end time</p>

Article	Amended Articles	Current Articles	Description
	<p>the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings, and the results of the meeting. Where there is a director election, the number of votes for each candidate shall be disclosed in the meeting minutes. The minutes shall be kept permanently throughout the life of the Company.</p> <p><u>If the shareholders' meeting is held by video conference, the minutes of the shareholders' meeting shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the name of the chairman and the minutes, and the information on the shareholders participating in the video-conference method. Shareholders who may have difficulty provide appropriate alternative measures and the handling method and handling situation in the event of force majeure to the video conference platform or participating in the video conference.</u></p> <p><u>In addition to complying with the preceding paragraph when convening a video-conference shareholders meeting, the Company shall specify in the meeting minutes the alternative</u></p>	<p>The meeting minutes shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings, and the results of the meeting. Where there is a director election, the number of votes for each candidate shall be disclosed in the meeting minutes. The minutes shall be kept permanently throughout the life of the Company.</p>	<p>of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, actions to be taken in the event of disruption to the video conference platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with. Hence, Paragraph 4 is amended.</p> <p>III. If a video-conference shareholders meeting is convened, appropriate alternative measures for shareholders who have difficulty participating in video-conference means must be clearly stipulated in the notice of shareholders' meeting. Hence, the appropriate alternative measures for such shareholders with digital gaps must be clearly stipulated in the meeting minutes, and Paragraph 5 is amended accordingly.</p>

Article	Amended Articles	Current Articles	Description
	<u>measures provided to shareholders who have difficulty participating in video-conference.</u>		
Article 16	<p>On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, <u>the number of shares represented by proxies and the number of shares attended by shareholders</u> in writing or electronically, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>If the shareholders meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.</u></p> <p><u>The Company holds a video conference of the shareholders' meeting. When announcing the meeting, the total number of shareholders shares present shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights of the shareholders attending the meeting</u></p>	<p>The Company shall compile a list in the prescribed format to provide information on the number of shares represented by solicitors and proxies, and make an expressive disclosure inside the venue of the shareholders meeting.</p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>I. In order for shareholders to be informed of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares attended by shareholders in writing or electronically, the Company shall make clear disclosure at the place of the shareholders' meeting. If the shareholders meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform of the shareholders' meeting. Hence, Paragraph 1 is amended.</p> <p>II. In order to allow the shareholders participating in the video conference of the shareholders' meeting to be synchronistic ally informed of whether the number of shares in</p>

Article	Amended Articles	Current Articles	Description
	<p><u>are otherwise counted during the meeting.</u></p> <p>When a resolution made in the shareholders' meeting involves material information that requires disclosure under applicable laws or regulations or directives of Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>		<p>attendance has reached the threshold for convening the shareholders' meeting, it is stipulated that when the Company announces the meeting, the total number of shareholders' shares shall be disclosed on the video conference platform, and additional statistics on the total number of shares and voting rights of shareholders attending the shareholders meeting also be disclosed on the video conference platform. Hence, Paragraph 2 is amended.</p> <p>III. Paragraph 2 is moved to Paragraph 3 and its provisions amended in accordance with the company's practical operations.</p>
Article 19	<p><u>If the shareholders meeting is held by video conference, the Company shall immediately disclose the voting results and election results of various agendas on the video conference platform of the shareholders meeting in accordance with the regulations, and shall continue to disclose for at least 15 minutes after the chairman announces the adjournment of the meeting.</u></p>		<p>I. Article 19 is changed to Article 23.</p> <p>II. In order to enable shareholders participating in the shareholders' meeting to be informed of the voting status and election results of each proposal in due time, sufficient information disclosure time has been</p>

Article	Amended Articles	Current Articles	Description
			provided. Hence, this article is amended.
Article 20	<p><u>When the Company holds a video-conference shareholders meeting, the chairman and the recorder shall be at the same place in Republic of China, and the chairman shall announce the address of the place at the time of the meeting</u></p>		<p>I. This article is newly added.</p> <p>II. When the shareholders' meeting is held by video conference and no physical meeting venue exists, the chairman and the recorder shall be at the same place in Republic of China, and the chairman shall announce the address of the place at the time of the meeting. Hence, this article is amended.</p>
Article 21	<p><u>If the shareholders' meeting is held by video conference, the company may provide a simple connection test for shareholders before the meeting, and provide relevant services immediately before and during the meeting to assist in handling technical communication problems.</u></p> <p><u>Except for the circumstances specified in Paragraph 4 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies which do not require the postponement or continuation of the meeting, if the shareholders' meeting is held by video conference, the chairman shall, when announcing the opening of</u></p>		<p>I. This article is newly added.</p> <p>II. If the shareholders' meeting is held by video conference, in order to reduce communications barriers and adopt international practice, the company may provide a simple connection test for shareholders before the meeting, and provide relevant services immediately before and during the meeting to assist in handling technical communication problems. Hence, Paragraph 1 is amended.</p> <p>III. If the shareholders'</p>

Article	Amended Articles	Current Articles	Description
	<p><u>the meeting, postpone or renew the meeting within 5 days in the case that the video conference platform or participation in the video conference is blocked for more than 30 minutes due to natural disasters, incidents or other force majeure events. In such a circumstance, the provisions of Article 182 of the Company Act shall not apply.</u></p> <p><u>In the event of the occurrence of the preceding paragraph, the meeting shall be postponed or continued. Shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting.</u></p> <p><u>In accordance with Paragraph 2, the meeting should be postponed or continued. Shareholders who have registered to participate in the original shareholders' meeting by video and have completed the registration, but who do not participate in the postponed or continued meeting, shall have the number of shares attended at the original shareholders' meeting, the voting rights they have exercised, and voting rights shall be included in the total number of shares, voting rights and the numbers of votes present at the adjourned or</u></p>		<p>meeting is held by video conference, the chairman shall, when announcing the opening of the meeting, postpone or renew the meeting within 5 days in the case that the video conference platform or participation in the video conference is blocked for more than 30 minutes due to natural disasters, incidents or other force majeure events. In such a circumstance, the provisions of Article 182 of the Company Act shall not apply. Hence, Paragraph 2 is amended. If the obstacle to the convening or participation in the video conference platform is caused by either intentional omission or negligence on the part of the Company, video conferencing platform, shareholders, solicitors, or proxies, such a circumstance shall not fall within the scope of this section.</p> <p>IV. When the Company postpones or continues the meeting on the event of the occurrence of the</p>

Article	Amended Articles	Current Articles	Description
	<p><u>continued meeting.</u></p> <p><u>When the shareholders meeting is postponed or reconvened in accordance with the Paragraph 1, it is not necessary to re-discuss and resolve the resolutions on which the voting and counting of votes have been completed, and the voting results or the list of elected directors and supervisors are announced.</u></p> <p><u>When the Company convenes a video-assisted shareholders meeting and the video conference cannot be continued due to the circumstances described in Paragraph 2, if the total number of shares attended by video conference still reaches the statutory quota for the shareholders' meeting after deducting the number of shares attended by video-conference, the shareholders meeting shall continue. There is no need to postpone or renew the assembly in accordance with the Paragraph 2.</u></p> <p><u>In the event that the meeting should be continued in the preceding paragraph, the shareholders who participate in the shareholders' meeting by video conference, the number of shares attended shall be included in the total number of shares of the</u></p>		<p>preceding paragraph, according to article 44-24 (2) of the Regulations Governing the Administration of Shareholder Services of Public Companies, shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting. When a video-assisted shareholders' meeting is held, shareholders who previously participated in entity shareholders' meetings shall continue to participate in entity shareholders' meetings that are postponed or continued.</p> <p>V. For a meeting to be postponed or resumed under the second paragraph, in accordance with Article 44-20 (3) of the Regulations Governing the Administration of Shareholder Services of Public Companies, the number of shares represented by, and voting rights and</p>

Article	Amended Articles	Current Articles	Description
	<p><u>shareholders present, but all the resolutions of the shareholders meeting shall be regarded as abstention.</u></p> <p><u>The company shall postpone or renew the meeting in accordance with the second paragraph, in accordance with the provisions listed in Article 44-24 (7) of the Regulations Governing the Administration of Shareholder Services of Public Companies, the date of the original shareholders meeting and the provisions of each of these articles.</u></p> <p><u>In accordance with the second paragraph of Article 12 and the third paragraph of Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies. In accordance with Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of Regulations Governing the Administration of Shareholder Services of Public Companies. The Company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.</u></p>		<p>election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. Hence, Paragraph 4 is amended.</p> <p>VI. During a postponed or resumed session of a shareholders meeting held under the second paragraph, out of meeting time and cost considerations, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors. Hence, Paragraph 5 is amended.</p> <p>VII. When this Company convenes a video-</p>

Article	Amended Articles	Current Articles	Description
			<p>assisted shareholders' meeting, and the video conference meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the video-conference shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Hence, Paragraph 6 is amended.</p> <p>VIII. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the video-conference meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall</p>

Article	Amended Articles	Current Articles	Description
			<p>be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. Hence, Paragraph 7 is amended.</p> <p>IX. When postponing or resuming a meeting according to the second paragraph, this Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20 (7) of the Regulations Governing the Administration of Shareholder Services of Public Companies. Hence, Paragraph 8 is amended.</p> <p>X. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations</p>

Article	Amended Articles	Current Articles	Description
			<p>Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph. Hence, Paragraph 9 is amended.</p>
<u>Article 22</u>	<p><u>If a shareholders' meeting is convened by video conference, the Company shall provide appropriate alternatives to shareholders who have difficulty participating in the meeting by video conference.</u></p>		<p>I. This paragraph is newly added  II. If a video-conference shareholders' meeting is convened, considering shareholders with digital gaps may be hindered from participating in the shareholders' meeting by video conference, the Company shall provide appropriate alternative measures for such shareholders, such as the exercising of voting rights in writing or the provision of the necessary equipment for participation in the meeting.</p>
<u>Article 23</u>	<p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.</p>	<p>These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.</p>	<p>In accordance with the revised provisions, Article 19 is adjusted.</p>

## **Attachments**

### **Attachments 1.**

#### **Taiming Assurance Broker Co., Ltd Rules of Procedure for Shareholders' Meetings**

##### 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, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

##### Article 2

Unless otherwise provides in relevant laws and regulations, these Rules and Procedures of Shareholders' Meeting shall prevail.

##### Article 3

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

This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of directors in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 21 days prior to an annual general meeting of shareholders or 15 days prior to a provisional shareholders' meeting in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company and at the site of the shareholders' meeting.

The purpose for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered in electronic form.

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.

As for the reasons for the convening of the shareholders' meeting, re-election of all directors and the date of appointment have been indicated. After the re-election at the shareholders' meeting is completed, at the same meeting, the date of appointment shall not be changed through an extempore motion or other means.

Shareholders holding 1 percent or more of the total number of outstanding shares of the Company may submit a proposal to the Company for discussion at a general shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

Where any of the circumstances provided in Paragraph 4 of Article 172-1 of the Company Act applies to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. 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 a general shareholders' meeting is held, the Company shall publicly announce the acceptance of shareholders' proposals, the written or electronic submission methods, the location, and the time period for submission; the period shall not be less than 10 days. Proposals submitted by shareholders are limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Shareholders raising proposals shall be present in person or by proxy at the general shareholders' meeting and take part in discussions of the proposal. The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform the shareholders who have raised proposals the result of the evaluation and list the proposals conforming to the requirements set out in this Article in the shareholders' meeting notice. For each

proposal submitted by shareholders excluded from the agenda, the Board of Directors shall explain the reasons for the exclusion at the shareholders' meeting.

#### Article 4

Shareholders may appoint a proxy to attend the meeting by expressing the intent in the form for appointment of representation provided by the Company, stating the scope of authorization and the identity of the proxy.

Each shareholder may only present one letter of appointment of representation and appoint one proxy only. The letter of appointment of representation shall be delivered to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more appointment letters are received from one shareholder, the letter arriving first shall prevail, unless a declaration is made to revoke the previous appointment letter.

Shareholders who intend to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission after a letter of appointment of representation has been delivered to the Company, a notice expressing the intent to withdraw the proxy appointment shall be filed with the Company in writing no later than Two Days prior to the date of the shareholders' meeting stated in the shareholders' meeting notice; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.

#### Article 5

The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' 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 reception time described in the preceding paragraph shall be at least 30 minutes before the meeting commences. The reception counter shall be precisely indicated and staffed with sufficient and competent personnel to assist the shareholders to sign in.

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

The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book. The Company shall provide each shareholder attending the meeting with a meeting agenda handbook, annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of directors is scheduled, ballots shall also be provided. When the government or a corporation is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.

#### Article 7

When a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the Board. In case the chairperson of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson. If the Board has not appointed a vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as the chair, or, if managing directors have not been appointed, one of the directors shall be appointed to act as the chair. Where the chairperson does not make such appointment, the managing directors or the directors shall elect one person from among themselves to serve as chair.

When electing the chair from managing directors or directors, those who have held the positions for six months or longer and understand the financial and business operations of the Company shall be considered with priority. The same shall apply when a representative of a legal person is elected to preside over the meeting as chairperson.

The shareholders' meeting convened by the Board of Directors shall be presided over by the Chairperson in personal and more than half of the Board of Directors and at least one member of each of functional committees shall attend in person. The attendance record shall be documented in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a rightful person outside the board of directors, the person convening the meeting shall chair the meeting. When there are two or more conveners, a chairperson shall be elected between them.

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

#### Article 8

The Company shall record the full process of the meeting, from the beginning of reception, discussions to voting/vote counting, in an uninterrupted audio and video file.

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, the recorded materials shall be retained until the conclusion of the litigation.

#### Article 9

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

The chairperson shall call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned.

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

If a shareholders' meeting is convened by the Board of Director, the agenda shall be determined by the Board of Directors. The relevant proposals (including extempore motions and amendment to original proposals) shall be decided by voting on a case-by-case basis. The meeting shall be convened according to the scheduled agenda. The agenda shall not be altered without a resolution adopted at the shareholders' meeting.

The provisions in the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a rightful party outside the Board of Directors.

The Chairman may not arbitrarily declare the adjournment of the meeting before the end of proceedings (including extempore motions). If the Chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new Chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The Chairman shall give the opportunity to fully explain and discuss the proposals, as well as the amendments or extempore motions proposed by the shareholders. When the Chairman is of the opinion that a proposal has been sufficiently discussed to a degree of putting to a vote, the Chairman may announce the discussion closed and bring the proposal to vote. The Chairman shall also allocate sufficient time for voting.

## Article 11

Before speaking at the shareholders' meeting, the shareholder requesting to speak must specify the subject, his/her shareholder account number (or attendance card number) and account name on the speaker's slip. The order shall be set by the chairperson.

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

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

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives 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.

When making a resolution in a shareholders' meeting, 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 a proxy for any other shareholder.

The number of shares without voting rights, as described in the preceding paragraph, shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

#### Article 13

Shareholders shall have one vote per share, except for restricted or non-voting shareholders listed in Article 179 (2) of the Companies Act.

When the Company convenes a shareholders' meeting, shareholders shall exercise their voting rights electronically and may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the notice of shareholders' meeting. Shareholders who exercise voting rights in writing or electronically are deemed to attend the shareholders' 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.

In the exercise of voting rights in writing or electronically in the preceding paragraph, the decision represented shall be delivered to the Company two days before the beginning of the shareholders' meeting; where the decision represented are repeated, the one delivered first shall prevail. However, the said decision represented is stated to be withdrawn is not subject to this provision.

After the shareholders exercise their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person, they shall withdraw the decision represented via the exercise of the voting rights in the preceding paragraph in the same way as the exercise of the voting rights two days before the shareholders' meeting; in the case of withdrawal past the deadline, the voting rights exercised in writing or electronically shall prevail. Where a shareholder exercise voting rights in writing or electronically and appoints a proxy to attend a shareholder's meeting, the voting right exercised by the proxy shall prevail.

Unless otherwise provided in the Company Act and in the Company's Corporate Charter, approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, the chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.

When there is a revised or alternative version to a proposal, the Chairperson shall present the different versions of the same proposal together and decide on the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairman, provided that all monitoring personnel shall be shareholders.

Vote counting for proposals or elections at the shareholders' meeting 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 recorded.

#### Article 14

The election of Directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting

results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected.

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

#### Article 15

Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. The preparation and distribution of the minutes of shareholders' meeting may be affected by means of electronic transmission.

Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.

The meeting minutes shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings, and the results of the meeting. Where there is a director election, the number of votes for each candidate shall be disclosed in the meeting minutes. The minutes shall be kept permanently throughout the life of the Company.

#### Article 16

The Company shall compile a list in the prescribed format to provide information on the number of shares represented by solicitors and proxies, and make an expressive disclosure inside the venue of the shareholders meeting.

When a resolution made in the shareholders' meeting involves material information that requires disclosure under applicable laws or regulations or directives of Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

#### Article 17

Staff handling administration of a shareholders' meeting shall wear badges or arm bands for identification.

The chairperson may instruct proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the

meeting venue, they shall wear an identification card or armband bearing the word "Proctor."

When a shareholder attempts to speak through any device other than the equipment set up by the Company during a shareholders' meeting, the chairperson may act to stop the shareholder from so doing.

When a shareholder violates these Rules 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 to leave from the meeting.

#### Article 18

When a meeting is in progress, the chairperson may announce a break if necessary. In case an event of force majeure occurs, the chairperson may rule to suspend the meeting and announce a time to resumed when possible.

If the meeting venue is no longer available for continued use and not all of the items (including extempore motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

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, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

## **Attachments 2.**

### **Taiming Assurance Broker Co., Ltd The Company's Corporate Charter**

#### **Chapter 1 General Provisions**

- Article 1      The Company is organized according to the Company Act under the name of Taiming Assurance Broker Co., Ltd.
- 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 business, the Company may handle the endorsement guarantee in accordance with the provisions of the Company's endorsement guarantee operation procedures.

#### **Chapter 2 Shares**

- Article 5:      The total capital of the Company is NT\$300,000,000, divided into 30 million shares, each of which shall be NT\$10 in terms of par value, and the Board of Directors shall be authorized to issue the shares in tranches.
- Article 6:      The Company's shares are registered shares, which are issued in accordance with the Company Act of the Republic of China and other relevant laws.  
The Company's shares issued may be exempted from being printed, but shall be registered with the centralized securities depository enterprises.
- 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 shareholders' meeting notice can be delivered in electronic form when consented by the receiver. For shareholders holding less than one thousand registered shares, the notice stated in the preceding paragraph can be delivered in the form of a public announcement.

The Company may hold shareholders' meetings through video conference or other means announced by the competent authority.

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: Unless otherwise stipulated in the Company Act, the proposed resolutions in the shareholders' meetings require approvals from the majority of attending shareholders which represent the majority of total shares issued.

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 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 their shares. 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.

The system for the nomination of candidates for election of directors of the Company in accordance with Article 192-1 of the Company Law shall be selected by the Board of Shareholders on the list of candidates for directors. Relevant laws and regulations shall be followed to select candidates with professional qualifications as independent directors, shareholding, restrictions on part-time job, affirmation of independence, nomination and election mode or other matters.

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

Article 13-1: The Audit Committee of the Company 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 financial or accounting expertise.

Article 14: The Board of Directors is organized by the directors; with two-thirds or more of the directors' present and the majority of the directors present agreeing to elect one person from among themselves to be the Chairman. The Chairman shall have the authority to represent the Company.

Article 14-1: Convening of the Board of Directors' meeting shall state the cause and notify the directors Seven Days in advance. However, in times of emergency, a meeting may be called at any time. The notice mentioned in the preceding paragraph may be affected in writing or electronically.

Article 15: In case the Chairman of the board of directors is on leave or absent or cannot exercise his power and authority for any cause, his representative shall be selected according to Article 208 of the Company Act. Unless otherwise provided, a Board of Directors meeting requires presence of over half of the directors and agreed upon by over half of the directors present. Directors may appoint proxies with a letter of appointment of representation, stating the scope of authorization. However, one proxy can only be appointed by one director. If the meeting of the board of directors is conducted by video conference, the directors taking part in the video conference are deemed to have attended the meeting in person.

Article 16: Compensations for the directors shall be determined by the Board of Directors according 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: any shall be terminated in each financial year and shall be manufactured by the Board of Directors.

(I) Business Report (II) Financial Statement (III) Proposals for distribution of earning or appropriation of losses shall be submitted to the Audit Committee for verification and to the general shareholders' meeting for recognition.

Article 18-1: If the Company has profits in a fiscal year, it shall set aside 1% to 5% of the profits for employee compensation and no more than 5% of the profits for director compensation. However, if the Company has accumulated losses, the profits shall be reserved to make up for the losses.

The remuneration of employees referred to in the preceding paragraph shall be paid in stock or cash, while the Director shall only be paid in cash.

The payouts of employee bonus and director compensations shall be determined by the Board of Directors meeting attended by more than two-third of all Board members present and agreed upon by no less than one-half of the members present and reported at the shareholder's meeting.

Article 19: If there is surplus in the Company's final account, priorities should be made to pay taxes and make up for the accumulated losses, and followed by 10 percent of surplus appropriation as legal surplus reserve, except when legal surplus reserve has reached the Company's total paid-in capital so that continuous contribution is no longer required. When needed, the legal surplus reserve may be transferred or reversed into the special surplus reserve in accordance with the relevant laws and regulations. If there is still a surplus, the Board of Directors shall propose to the shareholders' meeting for distribution of this surplus; surpluses that are distributed in cash shall be resolved by the Board of Directors and reported to the shareholders' meeting in accordance with Article 228-1 and Paragraph 5, Article 240 of the Company Act.

In the volatile business environment, in response to future expansion plans, earnings distributions must 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 40%. However, the shareholders' meeting may have to adjust it according to the actual situation.

## Chapter 7 Supplementary Provisions

- Article 20: Matters not specified in the Corporate Charter shall be handled in accordance with the provisions of the Company Act.
- Article 21: This Article was established on October 3, 2002.  
The first amendment was on May 1, 2004.  
The second amendment was on June 10, 2005.  
The third amendment was on June 9, 2006.  
The fourth amendment to this Article was made on June 13, 2007.  
The fifth amendment was on June 20, 2008.  
The sixth amendment was on June 17, 2009.  
The seventh amendment was on June 14, 2013.  
The eighth amendment was on July 26, 2013.  
The ninth amendment was on October 11, 2013.  
The tenth amendment was on May 14, 2014.  
The eleventh amendment was on June 10, 2015.  
The twelfth amendment was on June 15, 2016.  
The thirteenth amendment was on June 14, 2017.  
The fourteenth amendment was on June 8, 2018.  
The fifteenth amendment was on February 20, 2019.  
The sixteenth amendment was on May 27, 2020.  
The seventeenth amendment was on May 26, 2022.

### **Attachments 3.**

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

Chapter 1      General Provisions

Article 1:      To establish a sound governance system, the Company, in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, formulated the rule and established an effective corporate governance structure, and disclosed it at the public information observation station.

Article 2:      In addition to complying with laws and regulations of Articles of Association, the Company's establishment of corporate governance system shall be in accordance with the following principles:

- I.    Ensure Shareholders' Rights and Interests
- II.   Strengthen the Function of the Board of Directors
- III. Exert the function of the functional committee.
- IV.  Respect Stakeholders' Rights and Interests
- V.   Improve information transparency.

Article 3:      The Company shall design and implement its internal control system in accordance with the guidelines for the establishment of internal control system by the publicly owned corporation, considering the overall business activities of the Company and its subsidiaries, and review the internal control system from time to time, so as to ensure the design and implementation of the system to be continuously effective in accordance with the changes of the internal and external environment of the Company.

The Board of Directors and management of the Company shall, in addition to the self-assessment of the internal control system, review the self-assessment results of each department and the audit report of the quarterly audit and audit unit at least annually, and the audit committee shall pay attention to and supervise it.

The Company has established a communication channel and mechanism

among independent directors, audit committee, and internal audit supervisor. Also, the convener of the audit committee shall report to the shareholders' meeting on his/her communication with the independent directors and the internal audit supervisor.

Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the Board of Directors.

The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them, and urge them to conduct audits effectively, to evaluate problems of the internal control system, and to assess the efficiency of its operations, in order to ensure that the system can operate effectively on an on-going basis and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

According to the internal audit work manual of the Company, the appointment/removal, appraisal, and remuneration of the internal auditors shall be signed by the audit supervisor and then submitted to the Company's Board of Directors for approval. The above assessment shall be carried out once a year.

Article 3-1: The Company has set up a full-time corporate governance unit, that is, the Corporate Governance and Risk Management Group under the Corporate Sustainability Committee, to handle matters related to corporate governance. In addition, the Company has appointed one senior executive for supervision whose work experience in the legal, financial or stock management field in a public offering company is more than three years.

The relevant affairs of corporate governance described in the preceding paragraph should at least include the following:

- I. Handle the meeting-relevant affairs of Board of Directors and Shareholders Meeting in accordance with the law,
- II. Record the meeting of Board of Directors and Shareholders Meeting.

- III. Assist in the appointment and continuing education of Directors and Independent Directors.
- IV. Provide required business information for the Directors and Independent Directors.
- V. Assist directors in complying with laws and ordinances.
- VI. Handle other affairs in accordance with the Articles of Association or other contracts.

Chapter 2 Ensure Shareholders' Rights and Interests

Section 1 Encourage Shareholders to Participate in Corporate Governance

Article 4: The Company shall implement a corporate governance system that ensures shareholders' rights and interests, and fair treatment of all shareholders. The Company shall build a corporate governance system that can ensure shareholders fully understand and participate in major company items, and have the rights to make decisions.

Article 5: The Company shall convene the shareholders' meeting in accordance with the provisions of the Company Act and relevant laws and regulations, and formulate complete rules of procedure. For matters that should be resolved by the shareholders' meeting, the rules of procedure shall be followed. The resolution of the Board of shareholders of the Company shall comply with the provisions of the act and the Articles of Association of the Company.

Article 6: The Board of Directors of the Company shall properly arrange issues and procedures at the Shareholders Meeting, decide principles and procedures of nominee directors and shareholders' proposal, and reasonably process shareholders' proposals forth according to the laws. The Shareholders Meeting shall be arranged at a convenient place and reserve sufficient time, and appoint sufficient qualified personnel to handle registration procedures. Documents on the shareholders' attendance shall be arbitrarily added, and shall leave enough time for reasonable discussion on various topics, and give shareholders the appropriate opportunity to speak. The Chairman of the Board of directors shall preside over the Shareholders Meeting convened by the Board of Directors, and more than half of the Directors (including at least one Independent Director) and the convener of the

audit committee shall attend the meetings in person, and at least one representative of other members of the functional committee shall attend the meetings, and the attendance shall be recorded in the minutes of the Shareholders Meeting.

Article 7: The Company shall encourage shareholders to participate in corporate governance, and shall appoint a professional stock agency to handle the affairs of the Shareholders Meeting to ensure it is convened under legal, effective and safe premises. The Company shall use various methods, including utilizing technically advanced information disclosure and voting methods, and submit annual report, annual financial report, meeting notice, meeting handbook and supplement materials in both Chinese and English, and electronic voting shall be conducted, so as to improve the attendance rate of shareholders to the Shareholder Meetings. This also ensures that shareholders can implement their rights at the Shareholder Meetings according to law.

The Company is advised to avoid filing provisional motions and amendments to the original motions at the Shareholders Meeting; in electing Directors and Independent Directors in the current year, the candidate nomination system shall be included and adopted.

The Company shall arrange the shareholders to vote for the Shareholders Meeting cases one by one, and input the results of shareholders' agreeing, opposing, or abstaining from voting into the public information observation station on that very day of holding the Shareholders Meeting.

Article 8: The Company shall, in accordance with the Company Act and relevant laws and regulations, record in the minute book of the shareholders' meeting of the year, month, day, place, name of the chairman and method of resolution, and shall record the essentials of the proceedings and the results thereof. The election of directors shall include the method of voting and the election weight of the elected directors.

The minute book of the shareholders' meeting shall be kept permanently and properly during the duration of the Company, and shall be fully disclosed if the Company has a website.

Article 9: The chairman of the shareholders' committee shall be fully aware of and abide by the rules of procedure set by the Company, and shall maintain the smooth agenda, and shall not arbitrarily announce the closure of the meeting.

In order to protect the equity of majority shareholders, in case the chairman announces the dissolution of the meeting in violation of the rules of procedure, other members of the Board of Directors shall promptly assist the shareholders present in the procedures prescribed by law and elect one chairman with the consent of more than half of the voting rights of the shareholders present to continue the meeting.

Article 10: The Company shall pay attention to stockholders' equity, and shall comply with the relevant regulations on information disclosure, and provide information about the Company's finance, business, insider shareholding and corporate governance to shareholders frequently and immediately by using the information observation station or the website set up by the Company.

In order to treat shareholders equally, all information referred to in the preceding paragraph shall be disclosed simultaneously in English.

In order to safeguard the stockholders' equity and implement the equal treatment of shareholders, the Company shall formulate internal regulations and prohibit insiders from trading securities by using the market non-public information.

The provisions of the preceding paragraph shall include the control measures for the stock trading by insiders of listed companies from the date they learn of the company's financial report or related results, including (but not limited to) that directors shall not trade their stocks 30 days before the announcement of the annual financial report and 15 days before the announcement of the quarterly financial report.

Article 10-1: The Company shall report at the general shareholders' meeting the compensation received by directors, and include details such as compensation policies, contents and amounts of compensation, and relevance to performance evaluation results.

Article 11: Shareholders shall have the right to share the surplus of the Company. In order to ensure the investment rights and interests of shareholders, the Board of

shareholders may, in accordance with the provisions of Article 184 of the Company Act, examine the lists made by the Board of Directors and the reports of the audit committee, and decide on the allocation of surplus or deficiency. When the Shareholders Meeting carries out aforementioned audit, an inspector may be appointed.

Shareholders may, in accordance with Article 245 of the Company Act, request the court to appoint an inspector to examine the Company's business accounts, estate status, specific matters, specific transaction documents, and records.

The Board of Directors, the audit committee and the managers of the Company shall fully cooperate with the inspectors in the preceding two paragraphs and shall not obstruct, refuse or evade the inspectors.

Article 12: The Company's acquisition or disposal of assets, capital loans and endorsements guarantee and other significant financial business behavior, shall be dealt with in accordance with the relevant provisions of the law, and the Company shall set up relevant operating procedures to be submitted to the Shareholders Meeting's adopting, in order to safeguard shareholders' rights and interests.

When the Company is dealing with matters of merger or public acquisition, besides to handling in accordance with the relevant laws and regulations, it shall pay attention to fairness and rationality of merger or public acquisition plans and transaction, and pay attention to information disclosure and integrity of subsequently the Company's financial structure.

Article 13: In order to ensure the stockholders' equity, the Company shall have special personnel to properly handle suggestions, doubts, and disputes of the stockholders.

Where the stockholders' equity is damaged due to the violation of laws or articles of association by resolutions of the Board of shareholders or resolutions of the Board of Directors of the Company, or the violation of laws or articles of association by directors or managers in the performance of their duties, the Company shall properly handle the lawsuits brought by shareholders according to law.

The Company shall establish internal procedures to properly handle the preceding two paragraphs, keep written records for future reference, and absorb them into the control of the internal control system.

Article 13-1: The Board of Directors of the Company is responsible for establishing an interaction mechanism with the shareholders to enhance mutual understandings of the Company's development objectives.

Article 13-2: The Board of Directors of listed companies shall, besides communicating with shareholders through Shareholders Meetings and encouraging shareholders to participate in the Shareholders Meetings, contact shareholders in an efficient way, understand shareholders' views with handlers and independent directors together and topics for discussion concerned, and make a clear explanation of company policy, in order to obtain the support of shareholders.

## Section 2 Corporate Governance Relations between the Company and its Affiliates

Article 14: The Company and affiliated company's management objectives and authorization over personnel, assets, and financial management should be clear. Risk assessment should be implemented and appropriate firewalls established.

Article 15: Except as otherwise provided in the act, the manager of the Company shall not serve concurrently with the manager position of a related company. Where a director acts for himself/herself or another person within the business scope of the Company, he/she shall explain the important contents of his/her act to the shareholders' meeting and obtain its permission.

Article 16: The Company shall establish a sound financial, business, and accounting management system in accordance with relevant laws and regulations, and shall properly conduct comprehensive risk assessment with its related companies on correspondent banks, customers and suppliers, and implement necessary control mechanisms to reduce credit risks.

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. For the contract should clearly set the price terms and payment terms, and put an end to unconventional

transactions.

Transactions or contracts between the Company and its affiliates and shareholders shall also be handled in accordance with the principles set forth in the preceding paragraph.

Article 18: The judicial person shareholders who have the ability to control the Company shall abide by the following matters:

- I. The Company shall have an obligation of good faith to other shareholders and shall not directly or indirectly cause the Company to operate out of business practices or other disadvantageous interests.
- II. The representative shall, in accordance with the relevant regulations on the exercise of rights and participation in the resolution, exercise the voting rights with good faith principle and in the best interests of all shareholders, and perform the duty of loyalty and care in the meeting of shareholders.
- III. The nomination of directors of the Company shall be handled in accordance with the relevant laws and regulations and the articles of association of the Company, and shall not exceed the terms of reference of the shareholders' meeting and the Board of Directors.
- IV. Do not improperly interfere in the Company's decision-making or interfere with business activities.
- V. Do not restrict or obstruct the operation of the Company by means of unfair competition such as monopolizing procurement or closing sales channels.
- VI. The legal representative appointed by the elected director shall meet the professional qualifications required by the Company and shall not be arbitrarily reappointed.

Article 19: The Company shall keep in hand at all times a list of the substantial shareholders and the ultimate controllers of the substantial shareholders who hold a relatively large proportion of shares and can actually control the Company.

The Company shall regularly disclose any hypothecation, increase or decrease of the shares of shareholders holding more than 10% of the shares, or other

important matters that may cause changes in the shares, for the supervision of other shareholders.

The term "substantial shareholder" as mentioned in Paragraph 1 shall mean the shareholders whose shareholding ratio is more than 5% or whose shareholding ratio is in the top ten, provided that the Company may, in accordance with the shareholding situation of the Company under its actual control, set a lower shareholding ratio.

Chapter 3 Strengthen the Function of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20: The Board of Directors of the Company shall guide the Company strategies, supervise the management levels, and be responsible for the Company and the shareholders. For various work and arrangement of the Company's governance system, the Authority of the Board of Directors shall be fully exercised according to regulations, Articles of Association, or Shareholders Meeting resolutions of.

The Company's Board of Directors shall consist of at least five directors, depending on the scale of company operation and development, and the status of primary shareholders, and actual operating needs.

Diversification shall be considered to form the Board of Directors. In addition to directors served as the Company managers shall not be more than 1/3 of all directors, appropriate diversification policies shall be drawn up for their own operation, operation patterns and development demands, including but not limited to the standards of the following two aspects:

- I. Basic conditions 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.

The Board members shall possess knowledge, skills, and quality that are adequate for carrying out their duties.

To achieve the goals of corporate governance, the Board of Directors on the whole shall possess the following abilities:

- I. Operation judgment ability.

- II. Accounting and financial analysis ability.
- III. Operation management ability.
- IV. Crisis management ability.
- V. Industry knowledge.
- VI. International market perspective.
- VII. Leadership.
- VIII. Decision ability.

Article 21: The Company shall draw up fair, just and open director election procedures in accordance with the protection of shareholders' rights and interests, the principle of equitable treatment to shareholders, encourage shareholders to participate in and adopt cumulative voting system according to the provisions of the Company Law to fully reflect the opinions of the shareholders. Unless approved by the Company's competent authority, the majority of the Board members shall not have spousal relationship or familiar relationship within the second degree of kinship.

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 members of the Board of 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: According to the laws and regulations of the competent authority, the Directors of the Company shall be persons of legal ability elected at Shareholders Meeting in accordance with the nomination system for candidates declared in the Articles of Association; shareholders shall elect directors from the list of director candidates in accordance with Article 192-1

of the Company Act.

The qualifications, education background, working experiences and the existence of any other matters set forth in Article 30 of the Company Act with respect to the candidates recommended by shareholders or directors shall be reviewed in advance; no other documentary evidence of the qualifications shall be increased, and the review result thereof shall be provided to shareholders for their reference, so that qualified directors can be elected.

The Board of Directors shall, in accordance with the provisions, carefully evaluate the qualifications listed in the preceding paragraph and other matters and the candidates will after acting as a director before listing the list of the candidates.

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. Chairperson shall not also act as the General Manager. If the Chairperson also acts as the General Manager or they are spouses or within the first degree of kinship, the number of Independent Directors should be increased. If the Company sets 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 have three independent directors in accordance with the Articles of Association, which shall not be less than one-fifth of the seats of the directors, and the term of office of independent directors shall not exceed three consecutive terms.

Independent Directors shall be qualified with expertise and his shareholder and part-time job shall be restricted. Unless in compliance with the appropriate laws and/or regulations, Independent Directors shall not act as the director (including Independent Director) or supervisor of more than five TWSE/TPEX listed companies, and they shall maintain independence within the scope of their directorial duties and shall not have any direct or indirect interest in the Company.

The Company's independent director shall be elected according to Article 192-1 of the Company Act (nomination of candidates). The nomination

system shall be clearly stated in the article of association. Shareholders shall elect independent directors from the candidate list. Independent directors and non-independent directors shall be elected according to Article 198 of the Company Act. Election quota shall be calculated separately.

If the Company and its group enterprises and organizations and other company and its group enterprises and organizations nominate their directors, supervisors or managers as candidates of Independent Directors of the other, the Company shall disclose the candidate in authorizing Independent Directors and explain the suitability of the candidate. If one is elected as an Independent Director, the number of votes cast shall be revealed.

The aforementioned group enterprises and organizations are applicable for subsidiaries of the Company, whose direct or indirect endowment exceeds 50% of incorporated foundation, and other institutions or legal person with essential control ability.

Independent directors and non-independent directors shall not convert their status during their tenure. If the dismissal of an independent director results in insufficient number of independent directors (based on Paragraph 1 or the article of association), a supplemental election shall be held at the next shareholders meeting. If all the independent directors are dismissed, the Company shall convene a provisional shareholders' meeting to elect new independent directors within 60 days from the actual dismissal.

The professional qualification, restrictions on both shareholding and concurrent positions held, determination of independence, nomination method, and other requirements to be followed shall be handled in accordance with the Securities and Exchange Act, and rules that regulate The Taiwan Stock Exchange or Gre Tai Securities Market.

Article 25: Unless the competent authority grants an exemption, the matters below shall acquire an approval by the Board of Directors; shall the Company's Independent Directors have any objections or reserved opinions, such shall be specified in the minute book of the Board of Directors:

- I. Adoption or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.

- II. To establish or amend procedures for the acquisition or disposal of assets, the trading of derivatives, the lending of funds to others, the endorsement of others, or the provision of guarantee in respect of material financial transactions pursuant to Section 36-1 of the Securities and Exchange Act.
- III. Items that involve the director's own interests.
- IV. Material assets or derivative product trading.
- V. Material loan, endorsement, or guarantee of funds.
- VI. Raising, issuing, or privately placing marketable securities.
- VII. The appointment, dismissal, and compensation of certified accountants.
- VIII. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.
- IX. Other material matters prescribed by the competent authority.

Article 26: The Company shall expressly stipulate the scope of duties of independent directors and empower them with manpower and material support related to the exercise of their power. The Company or other members of the Board shall not obstruct, refuse or avoid independent directors.

The Company shall stipulate the remuneration of the directors in the articles of association, which shall fully reflect individual performance and long-term operation performance of the Company, and the risk of company's operation shall be taken into consideration. A reasonable and different remuneration shall be set for independent directors.

### Section 3 Audit Committee and Other Functional Committees

Article 27: For the purpose of developing monitoring functions and strengthening management mechanisms, the Board of Directors of the Company shall take into account the size of the Company, nature of business, and the number of the Board of Directors, and set up auditing, remuneration and any other functional committees based on the concept of the Company's social responsibility and sustainable business; all these shall be specified in the Articles of Association.

Functional committees shall be responsible to the Board of Directors, and submit their proposals to the Board for voting. However, this does not apply to audit committee's implementation of their supervisory authority according to

Article 14.4.4 of the Securities and Exchange Act.

Functional committees shall set their organization regulations to be passed by the Board of Directors through resolution. The content of the organization regulations shall include the number of members of the committee, their tenure period, their authorization, meeting rules, and resources provided by the Company for implementation of their authority.

Article 28: The Company shall establish an audit committee.

The Committee consists of the entire Board of Independent Directors, the number of which shall not be fewer than three, one of whom is the convener, and at least one shall have accounting or financial expertise.

The exercise of the functional authority of the audit committee and its independent directors and related matters shall be handled in accordance with the Securities and Exchange Act, measures for the audit committee of a publicly owned corporation to exercise its functional authority, and provisions of the stock exchange or over-the-counter trading center.

Article 28-1 The Company has set up Remuneration Committee in which more than half of the members are independent directors; professional qualification, power execution and regulations of the organization of other employees of the Articles of Association and other matters shall be in accordance with the Measures for the Establishment and Exercise of and Powers by the Remuneration Committee of the Company whose stock is listed on the Stock Exchange or Traded Over the Counter.

Article 28-2 The Company is advised to establish channels for internal and external personnel to report and reporter protection mechanisms. The unit handling complaints shall be independent and provide encrypted protection for the files submitted by the reporters, and appropriately restrict access to these profiles. The Company shall establish internal procedures and take them into the Company's control system for management purposes.

Article 29: In order to improve the quality of financial reports, the Company shall appoint accounting supervisors as their agents.

The accounting supervisor's agent referred to in the preceding paragraph shall continue to study annually in accordance with the accounting supervisor, so as to strengthen the professional competence of the accounting supervisor's

agent.

Accountants involved in the preparation of financial reports should also take professional courses for more than six hours per year; he/she may take part in the internal education and training of the Company or take professional courses organized by the accounting authority for further education.

The Company shall select a professional, responsible, and independent certified accountant to regularly audit the financial position and internal control of the Company. The Company shall properly review and improve the disclosure of abnormal or missing items timely discovered by the accountant during the audit process, and put forward specific suggestions for improvement or fraud prevention, and shall establish communication channels or mechanisms between the independent director, the audit committee and the certified public accountant, and establish internal procedures and bring them under the control of the internal control system.

The Company shall regularly (at least once a year) assess the independence and suitability of the recruited CPA.

If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to the Board of Directors.

Article 30:

The Company is advised to appoint qualified and professional lawyers to provide appropriate legal advisory services to the Company, or to assist the Board of Directors and management in enhancing their legal literacy, so as to avoid the violation of laws and regulations by the Company and relevant personnel, and to facilitate the operation of corporate governance under the relevant legal framework and legal procedures.

The Company shall, as the case may be, appoint a lawyer to assist the directors or management in any litigation or dispute with shareholders in the execution of their business in accordance with the law.

The audit committee or its independent directors may, on behalf of the Company, appoint lawyers, CPAs, or other professionals to conduct necessary inspections or provide consulting services on matters related to the exercise of

functions and powers at the expense of the Company.

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

Article 31: The Board of Directors of the Company shall be convened at least once a quarter and may be convened at any time in case of emergency. The convening of the Board of Directors shall set forth the reasons for the convening, notify the directors seven days in advance, and provide sufficient meeting materials, which shall be sent together with the convening notice. If there are any inadequacies in the meeting materials, the directors shall have the right to request for supplement or postpone the deliberation upon the resolution of the Board of Directors.

The Company shall set Board meeting procedure specifications. The main procedure content, work procedures, items that should be recorded in the meeting records, public notifications, and other items to be followed should be according to the Regulations Governing Procedure for Board of Director Meetings of publicly owned corporation.

Article 32: If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter. Directors should also exercise self-discipline and not support each other unduly.

Matters sensitive to a director shall be prescribed in the rules of procedure of the Board of Directors.

Article 33: After the Company has established independent directors, the independent directors shall attend the matters that shall be mentioned to the Board of Directors in Article 14-3 of the Securities and Exchange Act in person, and shall not appoint non-independent directors to represent the Company. If the independent director has any objection or reservation, it shall be stated in the minute book of the Board of Directors; if an independent director is unable to attend the Board meeting in person to express his/her objection or reservation,

he/she shall, unless there is a valid reason, give a written opinion in advance and put it in the minute book of the Board meeting.

In case of any of the following matters proposed by the Board of Directors, it shall, in addition to the matters specified in the minute book, make a public declaration at a Market Observation Post System two hours before the trading hours of the first business day starting from the date of the Board meeting:

- I. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
- II. For matters not approved by the audit committee of the Company, the consent of more than two-thirds of all the directors shall be obtained.

The Board of Directors may, depending on the contents of the bill, inform the relevant departments that the managers who are not directors shall attend the meeting, and report the current business situation of the Company, and answer questions raised by the Directors. CPAs, lawyers or other professionals may also be invited to attend the meeting if necessary to assist the Directors in understanding the current situation of the Company and making appropriate resolutions. However, the directors shall leave the meeting during discussion and voting.

Article 34: The Board of Directors of the Company shall record the meeting and summary of the resolutions, methods and results of each proposal in accordance with the relevant regulations.

The minute book of the Board of Directors shall be signed or stamped by the chairman and the recorder and distributed to each director within 20 days after the meeting. The attendance book of the Board of Directors shall be a part of the minute book, and shall be included in the important archives of the Company, which shall be kept permanently and properly for the duration of the Company.

The production, distribution and keeping of the minute book shall be done by electronic means.

The Company shall record both video and audio of the entire proceedings of the Board meetings for at least five years by electronic means.

The aforesaid provisions shall not apply to the relevant audio or video

recording materials, which shall be continued to be kept in the event of litigation concerning matters decided by the Board of Directors before the expiration of the aforesaid keeping period.

Where the Board of Directors is convened by video conferencing, the audio and video recordings of the Board of Directors' meetings shall be part of the minute book and shall be kept permanently.

When a resolution of the Board of Directors violates laws, regulations, the articles of incorporation, 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 Company shall refer the following matters to the Board of Directors for discussion:

- I. Business plans of the Company.
- II. Annual and semi-annual financial reports.
- III. Adoption or amendment of an internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and evaluation of the effectiveness of the internal control system.
- IV. To establish or amend procedures for the acquisition or disposal of assets, the trading of derivatives, the lending of funds to others, the endorsement of others, or the provision of guarantee in respect of material financial transactions pursuant to Section 36-1 of the Securities and Exchange Act.
- V. Raising, issuing, or privately placing marketable securities.
- VI. Performance appraisal and remuneration standards of the Manager.
- VII. Directors' remuneration structure and system.
- VIII. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.
- IX. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next Board meeting.
- X. Pursuant to Article 14-3 of the Securities and Exchange Act, other major matters that shall be resolved by the Board of shareholders or referred to the Board of Directors for resolution or prescribed by the competent

authority in accordance with the law or the articles of association.

Except for the matters referred to in the preceding paragraph, where the Board of Directors authorizes the exercise of delegation of authority of the Board of Directors by an order of the Board of Directors or the Articles of Association during the recess of the Board of Directors, the authorization level, contents or matters shall be specific and clear, and the authorization shall not be generalized.

Article 36: The Company shall clearly entrust the matters handled by the resolutions of the Board of Directors to the appropriate execution units or personnel, and require them to carry out according to the planned schedule and objectives. At the same time, the Company shall include the tracking management and assess the execution process.

The Board of Directors shall be fully informed of the progress of the execution and report to the next meeting for the execution of the Board's business decisions.

#### Section 5 Duty of Care and Responsibility of The Directors

Article 37: Members of the Board of Directors shall faithfully conduct corporate affairs and discharge this duty of care as good managers. In conducting the affairs of the Company, the Board members shall exercise their power with a high level of self-discipline and prudential attitude. Unless matters are reserved for resolutions in Shareholders Meetings by law or in the Articles of Association of the Company, they shall ensure that all matters will faithfully adhere to the resolutions of Board of Directors.

The Company formulates methods and procedures for performance evaluation, and evaluates the Board of Directors, Functional Committees and individual directors through self-evaluation, peer's review and external professional institutions or in other appropriate ways. The evaluation content for Board of Directors (Functional Committees) shall include the following factors, and evaluation indicators shall be defined according to the needs of the Company:

- I. Degree of participation in the Company's operation.
- II. Enhance the quality of decision-making of the Board of Directors;
- III. Composition and structure of the Board of Directors;

- IV. Election and continuous development of directors;
- V. Internal control.

The content of performance evaluation for directors should include the following factors and adjustment shall be made as needed by the Company appropriately:

- I. The grasp of the Company's goals and missions;
- II. Recognition of directors' duties.
- III. Degree of participation in the Company's operation.
- IV. Management of internal relationship and communication;
- V. Professional and continuing education of directors.
- VI. Internal control.

The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.

Article 37-1 The Company shall establish a succession plan for the management level, and the Board of Directors shall regularly evaluate the development and execution of the plan to ensure the sustainable operation.

Article 37-2 The Board of Directors shall evaluate and supervise the following aspects of the company's operating direction and performance of the company's intellectual property to ensure that the Company establishes an intellectual property management system with a management cycle of "plan, execute, check and act":

- I. Formulate intellectual property management policies, goals and systems related to operational strategies.
- II. Establish, implement, and maintain management systems for the acquisition, protection, maintenance, and use of intellectual property in accordance with its scale and type.
- III. Determine and provide sufficient resources to effectively implement and maintain the intellectual property management system
- IV. Observe internal and external risks or opportunities related to intellectual property management and take corresponding measures.
- V. Plan and implement a continuous improvement mechanism to ensure that the operation and effectiveness of the intellectual property management

system meet the company's expectations.

Article 38 Where a resolution of the Board of Directors violates laws and regulations or the Articles of Association and upon the request of shareholders or independent directors who hold shares for more than one year and notify the Board of Directors to suspend the execution of the resolution, the members of the Board of Directors shall deal with or suspend the execution of the relevant resolution as soon as appropriate.

The Board of Directors shall act in accordance with the preceding paragraph and promptly report to the audit committee or the independent directors of the audit committee if they find that the Company is at risk of material damage.

Article 39 The Company shall buy liability insurance according to the scope of directors' liabilities they are legally responsible for during their tenure's business implementations. The objective is to lower and distribute the risk of major damages caused to the Company and shareholders as a result of directors' error or negligence.

After the Company has insured or renewed the liability insurance for the Directors, the most recent Board meeting report shall be submitted regarding such important contents such as the insured amount, coverage and premium rate of its liability insurance.

Article 40 In their new or current positions, members of the Board of Directors are suggested to continuously take refresher courses in finance, risk management, sales, business, accounting, law, corporate social responsibility and other related subjects organized by designated organizations for the implementation of the training program for directors of listed companies, and all levels of staff are required to enhance their professional and legal knowledge.

Chapter 4 Respect Stakeholders' Rights and Interests

Article 41 The Company shall maintain a smooth communication channel with banks, other creditors, employees, consumers, suppliers, communities, or other stakeholders who deal with the Company, as well as respect and safeguard their due legal rights and interests. Furthermore, a zone dedicated to the shareholders shall be set separately on the Company's website.

In the event of a management takeover, the Company shall note the soundness of its financial structure thereafter.

When any of a stakeholder's legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 42 Correspondent banks and other creditors shall be provided with sufficient information to enable them to make judgments and decisions regarding the operation and financial position of the Company. When their legitimate equity is infringed upon, the Company shall respond positively and take a responsible attitude so that creditors can obtain appropriate consideration.

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

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

Chapter 5 Enhance Information Transparency

Section 1 Strengthen Information Disclosure

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

The Company is advised to announce and declare the annual financial report within two months after the end of the accounting period, and to announce and declare the first, second and third quarter financial reports and the operating conditions of each month before the prescribed period.

The Company shall establish an online declaration system for public information, appoint a person to be responsible for the collection and disclosure of company information, and establish a spokesman system to ensure timely disclosure of information that may affect decisions of shareholders and interested affiliates.

Article 46 In order to improve the accuracy and timeliness of material information disclosure, the Company shall appoint a person who has a comprehensive understanding of the Company's finance and business, or who can coordinate all departments to provide relevant information, and who can act as the Company's spokesman and acting spokesman on behalf of the Company. The Company shall have more than one acting spokesperson, and if any acting spokesperson fails to perform his/her speaking duties, he/she shall be able to speak on his/her own behalf, but the order of agency shall be confirmed to avoid confusion.

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

In case of change by a spokesman or acting spokesman, the information shall be disclosed immediately.

Article 46-1 The audit committee may from time to time investigate the business and financial position of the Company, and the relevant departments of the Company shall cooperate in providing the books and documents required for the audit.

The audit committee may, on behalf of the Company, entrust lawyers or CPAs to audit the Company's finance and business, provided that the Company shall inform the relevant personnel of its obligation of confidentiality.

The Board of Directors or the manager shall submit the report upon the request of the audit committee and shall not for any reason obstruct, evade or refuse the audit committee's inspection.

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

Article 46-2 In order for the audit committee to timely discover possible defects of the Company, the Company shall establish communication channels between employees, shareholders and stakeholders and the audit committee.

If the audit committee finds any malpractice, it shall promptly take appropriate

measures to prevent the malpractice from spreading and shall report it to the relevant competent authority or unit when necessary.

The audit committee shall have an in-depth understanding of the reasons for the resignation or replacement of the Company's General Manager and the heads of the Financial, Accounting, R&D, and Internal Audit Departments or certified public accountants.

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

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

The website referred to in the preceding paragraph shall be maintained by a person in charge. The information listed in the website shall be accurate, correct, and updated immediately to avoid the possibility of misleading.

Article 48 Investor conference convened by the Company shall be organized pursuant to rules set by the Taiwan Stock Exchange, and be recorded by video or audio. Financial and business information from the investor conference shall be uploaded to an Internet information reporting system pursuant to rules issued by the Taiwan Stock Exchange, and stakeholders shall have access to it through the Company's website or other appropriate channels.

## Section 2 Disclosure of Corporate Governance Information

Article 49 The Company has set up a designated section on its website to disclose and make continued updates to the following information related to corporate governance:

- I. Board of Directors: Such as the personal resumes and rights and responsibilities of board members and the diversification policy of board members and implementation.
- II. Functional committees: Such as the personal resumes and rights and responsibilities of members of each functional committee.
- III. Regulations related to corporate governance: Such as the Articles of

Association of the Company, the Regulations Governing Procedure for Board of Director Meetings, and the organizational regulations of functional committees and other relevant corporate governance regulations.

IV. Important information related to corporate governance: such as information on setting up corporate governance supervisors.

Chapter 6 Supplementary Provisions

Article 50 The Company shall pay attention to the development of domestic and international corporate governance systems at any time so as to review and improve the corporate governance system established by the Company so as to enhance the effectiveness of corporate governance.

Article 51 This code shall come into force upon the adoption of a resolution of the Board of Directors and shall be amended accordingly.

## **Attachments 4.**

### **Information Regarding Compensation to Employees and Directors**

At the 5th meeting of the 8th Board of Directors on March 9, 2023, the Company discussed and approved the consideration of NT\$1,598,558 for employees and bonus of NT\$1,598,558 to directors for 2022, totaling NT\$3,197,116. The payment was 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.

## **Attachments 5.**

### **Additional information**

1. 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.
2. Explanation of shareholder proposals related to this shareholder's meeting:
  - (1) In accordance with Article 172-1 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 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 20, 2023 to 5 p.m. on March 30, 2023, 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.
3. Explanation of shareholder nominations related to this shareholder's meeting:  
Not applicable.

## Attachments 6.

### Taiming Assurance Broker Co., Ltd Shareholding of the 8th Board of Directors

Stock Transfer Closing date: April 2, 2023

Title	Name	Date of appointment	Term	Shares currently holding
Chairman	Taiwan Navigator Asset Investment Co., Ltd.: Cheng-Chih Lee	2022/05/26	3	9,025,907
Director	Representatives of Taiwan Navigator Asset Investment CO LTD: Chao-Feng Chen	2022/05/26	3	9,025,907
Director	Cheng-Rong Enterprise Co., Ltd.	2022/05/26	3	47,959
Independent Director	Chien-Hsiang Chang	2022/05/26	3	0
Independent Director	Fu-Kuei Huang	2022/05/26	3	0
Independent Director	Tsung-Han Hsieh	2022/05/26	3	0

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

Note 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.

Note 2: The Company has set up an Audit Committee to replace the Supervisory Board. Therefore, the regulations regarding shareholdings of supervisors do not apply.