

**eMemory Technology Inc.**  
**2023 General**  
**Shareholders' Meeting**

**Agenda**



Time: 9:00AM, June 9, 2023

Place: Multifunction Meeting Room,  
2F., No.3 Tai-Yuan 1<sup>st</sup> Street, Jhubei City, Hsinchu County, Taiwan

**Notice to Readers**

This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

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# **I. Meeting Procedure**

# **eMemory Technology Inc.**

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

1. Commencement of the Meeting
2. Chairman's Address
3. Reported Matters
4. Acknowledged Matters
5. Matters for Discussion
6. Extemporaneous Motions
7. Adjournment

## **II. Meeting Agenda**

**eMemory Technology Inc.**  
**Meeting Agenda of 2023 General Shareholders' Meeting**

Time : 9:00 AM (on Friday) June, 9, 2023

Place : Multifunction Meeting Room, 2F., No.3 Tai-Yuan 1<sup>st</sup> Street, Jhubei City, Hsinchu County,  
Taiwan. (Physical Shareholders' Meeting)

Chairman : Dr. Charles Hsu, the Chairman of Board of Directors

1. Commencement of the Meeting

2. Chairman's Address

3. Reported Matters

- (1) Report on the Business of 2022.
- (2) Audit Committee's Review Report of 2022.
- (3) Report on the Distribution of Employees' Compensation and Directors' Remuneration of 2022.
- (4) Report on the Amended "Rules of Procedure for Board of Directors Meetings".

4. Acknowledged Matters

- (1) Adoption of the Business Report and Financial Statements of 2022.
- (2) Adoption of the Proposal for Profit Distribution of 2022.

5. Matters for Discussion

- (1) Proposal to Distribute the Cash from Capital Surplus.
- (2) Amendment to the "Rules of Procedure for Shareholders Meetings".
- (3) Release of Directors from Non-Competition Restrictions.

6. Extemporaneous Motions

7. Adjournment

### 3. Reported Matters

Report No. 1 Proposed by the Board of Directors

- Subject : Report on the Business of 2022.  
Explanation : 1. The status of business operation in 2022 is reported by the President.  
2. Please refer to the 2022 Business Report (Attachment 1, pages 11 to 13).

Report No. 2 Proposed by the Board of Directors

- Subject : Audit Committee's Review Report of 2022.  
Explanation : Please refer to the Audit Committee's Review Report (Attachment 2, page 14).

Report No. 3 Proposed by the Board of Directors

- Subject : Report on the Distribution of Employees' Compensation and Directors' Remuneration of 2022.  
Explanation : 1. The employees' compensation and Directors' remuneration of 2022 is resolved by the Board of Directors on February 22, 2023, both shall be distributed by cash.  
2. 15% is set aside as the employees' compensation, which is in a total amount of NT\$ 344,259,423.  
3. 1.5% is set aside as the Directors' remuneration, which is in a total amount of NT\$ 34,425,942.  
4. There is no difference between the assessed amounts and distributed amounts of employees' compensation and Directors' remuneration.

Report No. 4 Proposed by the Board of Directors

- Subject : Report on the Amended "Rules of Procedure for Board of Directors Meetings".  
Explanation : 1. According to the amended "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" set forth in the Rule No. 1110383263 issued by the Financial Supervisory Commission on August 5, 2022, the "Rules of Procedure for Board of Directors Meetings" of the Company is amended.  
2. Please refer to the Comparison Table for Content of Articles Before and After Revisions (Attachment 3, pages 15 to 19).

## 4. Acknowledged Matters

Proposal No. 1

Proposed by the Board of Directors

- Subject : Adoption of the Business Report and Financial Statements of 2022.
- Explanation : 1. The 2022 Business Report and Financial Statements (including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, Statements of Cash Flows) have been approved by the 10th Meeting of the Board of Directors of the 8th Term on February 22, 2023, and audited by the certified public accountants Yu-Feng Huang and Su-Li Fang of Deloitte & Touche with the proposed audit report.
2. The preceding mentioned Business Report and Financial Statements had been submitted to the Audit Committee for review, and the review report was issued accordingly.
3. Please refer to the 2022 Business Report (Attachment 1, pages 11 to 13), Independent Auditors' Report and Financial Statements (Attachment 4, pages 20 to 37).
- Resolution :

Proposal No. 2

Proposed by the Board of Directors

- Subject : Adoption of the Proposal for Profit Distribution of 2022.
- Explanation : 1. The net profit of the Company for 2022 was NT\$ 1,611,909,140. In accordance with Article 25-1 of the Company's Articles of Incorporation, a provision of NT\$ 2,702,125 was added for the reversal of former pension preserve liabilities in accordance with the pension actuarial report. The Company recognized a loss of NT\$ 31,749,602 on the disposal of investments in equity instruments at fair value through other comprehensive income. The Company also set aside legal reserve in an amount of NT\$ 125,887,898, and reversed the special reserve of NT\$ 26,004,721. The beginning balance of unappropriated earnings of NT\$ 247,253,273 was also added, amounting to NT\$ 1,730,231,759 of accumulated retained earnings available for distribution.
2. It is proposed to set aside shareholders' dividends in an amount of NT\$ 1,417,769,398 from the surplus earnings, and all of the dividends are proposed to be distributed in cash. (cash dividends will be distributed by NT\$ 19 per share, this is calculated by basing on the issued 74,619,442 outstanding shares up to February 21, 2023, and rounded down to the nearest whole number, the fractional balance less than NT\$ 1 shall be summed up and recognized as other income of the Company.)



3. The preceding mentioned distribution of cash dividends is proposed to be authorized to the Chairman by the General Shareholders' Meeting to set the ex-dividend date and handle the affairs related to cash dividends distribution.
4. In the event that the number of outstanding shares is affected due to the employee's execution of stock option, granting the restricted stock awards, repurchase of the Company's common share or transfer of the repurchased shares, cancellation of the shares which causes the ratio of dividend distribution per share to be changed, is the General Shareholders' Meeting proposes to authorize the Chairman to make any adjustment and proceed on the relevant matters.
5. Please refer to the proposed 2022 Statement of Profit Distribution (Attachment 5, page 38).

Resolution :

## 5. Matters for Discussion

Proposal No. 1

Proposed by the Board of Directors

Subject : Proposal to Distribute the Cash from Capital Surplus.

Explanation : 1. In accordance with Article 241 of the Company Act, it is proposed that a cash distribution of NT\$ 111,929,163 be made from the capital surplus derived from the Company's issuance of common stock above par value. (the amount to be distributed is NT\$ 1.5 per share, this is calculated by basing on the issued 74,619,442 outstanding shares up to February 21, 2023, and rounded down to the nearest whole number, the fractional balance less than NT\$ 1 shall be summed up and recognized as other income of the Company.)

2. The preceding mentioned distribution of cash is proposed to be authorized to the Chairman by the General Shareholders' Meeting to set the distribution closing date and handle the affairs related to cash distribution.

3. In the event that the number of outstanding shares is affected due to the employee's execution of stock option, granting the restricted stock awards, repurchase of the Company's common share or transfer of the repurchased shares, cancellation of the shares which causes the ratio of cash distribution to be changed, is the General Shareholders' Meeting proposes to authorize the Chairman to make any adjustment and proceed on the relevant matters.

Resolution :

Proposal No. 2

Proposed by the Board of Directors

Subject : Amendment to the "Rules of Procedure for Shareholders Meetings".

Explanation : 1. According to the Company Act, public companies are allowed to hold shareholders' meetings via video conferencing, and pursuant to the amended " Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" set forth in the Rule No. 11200552441 issued by the Taipei Exchange on March 23, 2023, the " Rules of Procedure for Shareholders Meetings." of the Company is amended.

2. Please refer to the Comparison Table for Content of Articles Before and After Revisions (Attachment 6, pages 39 to 57).

Resolution :

- Subject : Release of Directors from Non-Competition Restrictions.
- Explanation : 1. This is processed pursuant to the provision in Article 209 of the Company Act that “A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval”.
2. To coordinate the actual need for business, and subject to the benefit of the Company is not impacted, it is proposed to remove the prohibition on Directors form participation in competitive business, please refer to the Update of Concurrent Positions Held by the Directors (Attachment 7, page 58).
- Resolution :

## **6. Extemporary Motions**

## **7. Adjournment**

## **III. Attachments**

## **2022 Business Report of eMemory Technology Inc.**

Dear Shareholders,

Looking back on the past year, the semiconductor industry was like a roller coaster ride. From the beginning of the year, when there was a shortage of materials and production capacity and record-high revenues, to the middle of the year, when we faced negative news such as declining demand and excess inventory, the rapid change in the economy caught people by surprise. Despite the tumultuous year, we would like to share with our shareholders the fruitful results of FY22:

For operating and financial results, we achieved record-high revenue again and maintained our excellence in operating performance, including:

- The consolidated revenue was NT\$ 3,217 million, an increase of 36.1% compared to the previous year. 23.1% of the total revenue was from licensing fees, increasing 5.6%. The number of new product designs from customers exceeded 615. Royalties accounted for 76.9% of total revenue, an increase of 49%, and the royalty contribution from 12-inch wafers exceeded that of 8-inch wafers. The wafer volume production and the royalty per wafer also increased. In addition, our subsidiary, PUFsecurity, has successfully received 26 new licensing cases, and sales of PUF-based security IP have grown more than five times, which is an exciting development.
- The consolidated operating income increased 46.1% to NT\$ 1,853 million, net income increased 46.4% to NT\$ 1,612 million, and earning per share increased 46.2% to NT\$ 21.61.
- The consolidated cash flow generated a net inflow of NT\$ 584 million, and the ending cash balance was NT\$ 3,066 million.

For research and development and production platforms, eMemory has entered into the most advanced process platform for embedded non-volatile memory and developed a wide range of memory technologies to meet the demands of different applications:

- Regarding technology development, NeoBit continues to expand in industrial and automotive platforms. NeoFuse was widely deployed in various foundries and entered into 4nm and 3nm development verification this year, which will lead to adoption in HPC, ADAS and 5G applications. NeoEE and NeoMTP are also being adopted for automotive applications. In addition, we have

restarted the development of NeoFlash to meet the future needs of smart ICs. We are currently working with five foundries and on six different process nodes. We believe our efforts will help our customers and foundries provide the most complete and competitive eFlash solutions.

- Regarding mass production platforms, OTP for the 5nm process already completed qualifications in early 2023, with more than ten new tape-outs from 7/6nm and growing royalty revenue from advanced processes. MTP is under qualification for the 55nm BCD process; 40nm and 22nm ReRAM was also qualified and moved to mass production. In the fourth quarter of 2022, 28nm became our top three processes. We expect that once the 28/22nm capacity expands over the next two years, it will become our largest mass-production process node and drive royalty revenue.
- As of the end of 2022, eMemory's customer base includes foundries, integrated device manufacturers (IDMs) and chip design companies worldwide, including over 37 semiconductor manufacturers and 2,166 chip design companies. Our IPs are also being used in over 6,400 product designs. For FY22, the mass production scale of wafers with our IPs exceeded 9 million in 8-inch equivalent wafers, and the cumulative mass production exceeded 48 million wafers.

Looking forward, the market penetration of existing products (OLED DDI, TDDI, PMIC, Fingerprint, DTV, Surveillance and STB applications) will continue to increase, and the expansion of products in ISP, DRAM, WiFi and Bluetooth ICs, etc., will drive significant revenue contribution. Furthermore, MTP technology was adopted in new applications such as DDR5 PMIC, DIMM, and SoC PMIC, which are expected to bring more royalty contributions. Our PUF-based security IPs and our subsidiary, PUFsecurity, also made excellent progress and will continue promotion to customers in the six major application areas, as well as with world-leading CPU IP companies, design service companies and foundries. We believe this technology will drive new growth momentum for eMemory in security applications.

On the corporate governance front, eMemory was ranked in the top 5% of companies with excellent performance in 2022. We continue to promote ESG and the sustainable development of our technologies, including quality management, information security, certifications in automotive electronics and environmental protection, and implementing them into daily operations and management. We also use our Logic NVM technology as a niche tool to implement ESG, helping customers effectively reduce chip size, power consumption, and carbon footprint of end products. Moreover, our PUF-based hardware security IP solutions help customers protect their products and applications from threats and extend the chip life cycle. In line with our core corporate value of innovation, eMemory has and will continue to introduce the best IP technologies and solutions to the market for the company's and its stakeholders' best interest.

eMemory is the only company in Taiwan currently ranked among the top ten silicon companies in the world. For 13 consecutive years, eMemory was awarded the best silicon supplier by TSMC, and our product market share and popularity rank first in the world. Many companies have entered the dark tunnel of recession due to inflation, war, and the pandemic, which led to inventory and recession problems over the year. Although this year will still be challenging, we are confident that we can continue our growth momentum by creating greater returns for our shareholders through technological development, diversified product applications, and active global marketing activities. As our chairman said, we hope to be the last to enter the tunnel but the first to come out and welcome the brightness of economic recovery.

Finally, I would like to thank our shareholders for your long-term support, which has encouraged eMemory to continue on the path of excellence. We wish you all good health and the best of luck.

Chairman:  
Charles Hsu

President:  
Michael Ho

Accounting Officer:  
Teresa Kuo

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

The Board of Directors has prepared the Company's 2022 business report, financial statements, and proposal for allocation of profits. The CPA firm of Deloitte & Touche was retained to audit eMemory's financial statements and has issued an audit report relating to the financial statements. The business report, financial statements, and profit allocation proposal have been reviewed by the Audit Committee and no irregularities were found. We hereby report as above according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To eMemory Technology Inc. 2023 General Shareholders' Meeting

eMemory Technology Inc.

Chairman of the Audit Committee: Ming-To Yu

February 22, 2023



**Rules of Procedure for Board of Directors Meetings  
of  
eMemory Technology Inc.  
(the “Company”)  
Comparison Table for Content of Articles Before and After Revisions**

Before Revision	After Revision	Explanation
<p>Article 3 (Convention and Meeting Notice of Board Meetings)</p> <p>The Board of Directors meetings of the Company shall be convened at least quarterly.</p> <p>The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be made by means of writing, electronic <b>mail (E-mail)</b> or facsimile.</p> <p>All matters set out in each subparagraphs of paragraph 1 of Article 12 in these Rules, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion <b><u>except in the case of an emergency or legitimate reason.</u></b></p>	<p>Article 3 (Convention and Meeting Notice of Board Meetings)</p> <p>The Board of Directors meetings of the Company shall be convened at least quarterly.</p> <p>The reasons for calling a Board of Directors meeting shall be notified to each Director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.</p> <p>The notice set forth in the preceding paragraph may be made by means of writing, electronic <b>transmission</b> or facsimile.</p> <p>All matters set out in each subparagraphs of paragraph 1 of Article 12 in these Rules, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion.</p>	<p>This amendment is made pursuant to Article 3 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.</p>
<p>Article 5 (Attendance Booklet and Proxies)</p> <p>When a Board meeting is convened, an attendance booklet shall be made ready for signature by Directors attending the meeting and thereafter made available for future reference.</p>	<p>Article 5 (Attendance Booklet and Proxies)</p> <p>When a Board meeting is convened, an attendance booklet shall be made ready for signature by Directors attending the meeting and thereafter made available for future reference.</p>	<p>This amendment is made pursuant to Article 5 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Board of</p>

Before Revision	After Revision	Explanation
<p>All Directors shall attend Board meetings in person; if attendance in person is not possible, they may, pursuant to the Articles of Incorporation of the Company, appoint another Director to attend as their proxy. Attendance via video conference is deemed as attendance in person. <b><u>In such a case, the Director shall send the document of signature for attendance via facsimile in lieu of signing on the attendance booklet.</u></b></p> <p>A Director appointing another Director to attend a Board meeting in his or her place shall in each case give to that Director a written proxy stating the scope of authorization with respect to the reasons for meeting.</p> <p>A proxy under preceding paragraph shall not act as proxy for more than one Director.</p>	<p>All Directors shall attend Board meetings in person; if attendance in person is not possible, they may, pursuant to the Articles of Incorporation of the Company, appoint another Director to attend as their proxy. Attendance via video conference is deemed as attendance in person.</p> <p>A Director appointing another Director to attend a Board meeting in his or her place shall in each case give to that Director a written proxy stating the scope of authorization with respect to the reasons for meeting.</p> <p>A proxy under preceding paragraph shall not act as proxy for more than one Director.</p>	<p>Directors Meetings”.</p>
<p>Article 11 (Discussion of Proposals)</p> <p>A Board meeting shall be conducted in accordance with the order of agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of Directors present at the meeting.</p> <p><b><u>With respect to the scheduled agenda items and extraordinary motions mentioned in the preceding paragraph,</u></b> the chairperson shall not announce adjournment of the meeting without the approval of a majority of Directors present at the meeting.</p> <p>At any time during the proceeding of a Board meeting, if the number of</p>	<p>Article 11 (Discussion of Proposals)</p> <p>A Board meeting shall be conducted in accordance with the order of agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of Directors present at the meeting.</p> <p>The chairperson shall not announce adjournment of the meeting without the approval of a majority of Directors present at the meeting.</p> <p>At any time during the proceeding of a Board meeting, if the number of</p>	<p>This amendment is made pursuant to Article 11 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Board of Directors Meetings”.</p>

Before Revision	After Revision	Explanation
<p>Directors present at the meeting becomes less than half of the Directors originally attending the meeting, the chairperson shall announce a suspension of meeting upon a motion made by any Director present at the meeting; in which case, paragraph 3 of Article 8 of these Rules shall apply mutatis mutandis.</p>	<p>Directors present at the meeting becomes less than half of the Directors originally attending the meeting, the chairperson shall announce a suspension of meeting upon a motion made by any Director present at the meeting; in which case, paragraph 3 of Article 8 of these Rules shall apply mutatis mutandis.</p>	
<p>Article 12 (Matters Shall be Submitted to Board Meetings for Discussion) The material matters listed below shall be submitted to the Board of Directors meetings for discussion:</p> <ol style="list-style-type: none"> <li>1.The Company’s business plans.</li> <li>2.Annual financial reports and second quarter financial reports that must be audited and attested by a CPA.</li> <li>3.Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (herein after referred to as the “Act”), and an assessment of the effectiveness of the internal control system.</li> <li>4.Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</li> <li>5.The offering, issuance, or private placement of any equity-type securities.</li> </ol>	<p>Article 12 (Matters Shall be Submitted to Board Meetings for Discussion) The material matters listed below shall be submitted to the Board of Directors meetings for discussion:</p> <ol style="list-style-type: none"> <li>1.The Company’s business plans.</li> <li>2.Annual financial reports and second quarter financial reports that must be audited and attested by a CPA.</li> <li>3.Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (herein after referred to as the “Act”), and an assessment of the effectiveness of the internal control system.</li> <li>4.Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.</li> <li>5.The offering, issuance, or private placement of any equity-type securities.</li> </ol> <p><b><u>6.If the Board of Directors does not</u></b></p>	<p>This amendment is made pursuant to Article 7 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.</p>

Before Revision	After Revision	Explanation
<p><u>6.</u>The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>7.</u>A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition.</p> <p><u>8.</u>Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' Meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>7</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>( Omitted )</p>	<p><u>have managing directors, the election or discharge of the Chairman of the Board of Directors.</u></p> <p><u>7.</u>The appointment or discharge of a financial, accounting, or internal audit officer.</p> <p><u>8.</u>A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition.</p> <p><u>9.</u>Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' Meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph <u>8</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>( Omitted )</p>	

Before Revision	After Revision	Explanation
<p>Article 18 (Supplement)</p> <p><b><u>The establishment and amendment of these Rules shall be approved</u></b> by the Board of Directors, <b><u>and reported to the Shareholders’ Meeting.</u></b></p>	<p>Article 18 (Supplement)</p> <p><b><u>These Rules, and any amendments hereto, shall be implemented after adoption</u></b> by the Board of Directors.</p>	<p>This amendment is made pursuant to Article 19 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Board of Directors Meetings”. The Board of Directors may be authorized to adopt, by resolution, any future amendments to these Rules.</p>
<p>Article 19 (History of these Rules)</p> <p>These Rules was established during the sixth meeting of third term of Board of Directors on December 28, 2006; The first amendment was made during the fourteenth meeting of third term of Board of Directors on February 21, 2008; The second amendment was made during the fourth meeting of fifth term of Board of Directors on October 23, 2012; The third amendment was made during the sixteenth meeting of fifth term of Board of Directors on February 12, 2015; The fourth amendment was made during the fourteenth meeting of sixth term of Board of Directors on October 25, 2017; The fifth amendment was made during the sixteenth meeting of seventh term of Board of Directors on October 28, 2020.</p>	<p>Article 19 (History of these Rules)</p> <p>These Rules was established during the sixth meeting of third term of Board of Directors on December 28, 2006; The first amendment was made during the fourteenth meeting of third term of Board of Directors on February 21, 2008; The second amendment was made during the fourth meeting of fifth term of Board of Directors on October 23, 2012; The third amendment was made during the sixteenth meeting of fifth term of Board of Directors on February 12, 2015; The fourth amendment was made during the fourteenth meeting of sixth term of Board of Directors on October 25, 2017; The fifth amendment was made during the sixteenth meeting of seventh term of Board of Directors on October 28, 2020; <b><u>The sixth amendment was made during the tenth meeting of eighth term of Board of Directors on February 22, 2023.</u></b></p>	<p>The date of this amendment is added.</p>

**Deloitte.**

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## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
eMemory Technology Inc.

### **Opinion**

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

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

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

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

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

1. Royalty fees are the Group's major source of revenue; refer to Note 20 for the related information. When the customers of the Group, the IC design houses, uses the Group's intellectual property to kick off mass production, and the goods have been produced and shipped from the wafer foundries, the wafer foundries will pay royalty fees to the Group based on a certain percentage of the wafer price.

2. The Group recognizes royalty revenue based on the contract regulations, at the time the royalty reports are signed and returned. Hence, there is a risk that the royalty revenue from wafer foundries is not recognized at appropriate time.
3. We confirmed the accuracy of timing of royalty revenue recognition by understanding the revenue recognition policy of the Group, assessing the reasonableness of the timing of revenue recognition, performing relevant tests of controls and analytical procedures, and selecting a certain number of royalty revenue transactions before and after the end of the reporting period and checking them against the relevant supporting documents and accounting records.

#### **Other Matter**

We have also audited the parent company only financial statements of eMemory Technology Inc. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors’ report are Yu-Feng Huang and Su-Li Fang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 22, 2023

Notice to Readers

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

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



**EEMEMORY TECHNOLOGY INC. AND SUBSIDIARY**

CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021		LIABILITIES AND EQUITY		2022		2021	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
<b>CURRENT ASSETS</b>										
Cash (Notes 4, 6 and 26)	\$ 3,066,268	79	\$ 2,482,765	78			\$ 67,508	2	\$ 76,943	3
Accounts receivable - net (Notes 4, 9, 20 and 26)	239,381	6	102,669	3			181,897	5	152,271	5
Accounts receivable - related parties (Notes 4, 20, 26 and 27)	3,071	-	-	-			10	-	-	-
Other receivables (Notes 4 and 26)	1,018	-	5,271	-			384,981	10	254,989	8
Prepayments (Note 15)	20,014	1	27,260	1			7,478	-	9,763	-
Other current assets (Notes 4, 15 and 26)	4,157	-	3,854	-			139,676	3	140,661	4
Total current assets	3,333,909	86	2,621,819	82			3,299	-	3,230	-
							1,979	-	1,928	-
<b>NON-CURRENT ASSETS</b>							786,828	20	639,785	20
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4, 7 and 26)	4,914	-	16,130	1			2,237	-	5,532	-
Financial assets at amortized cost - noncurrent (Notes 4, 8, 26 and 28)	116	-	116	-			15,712	1	19,190	1
Investment accounted for using the equity method (Notes 4 and 11)	15,185	-	3,083	-			10	-	10	-
Property, plant and equipment (Notes 4, 12 and 31)	460,797	12	460,310	15			17,959	1	24,732	1
Right-of-use assets (Notes 4, 13 and 31)	5,438	-	8,686	-						
Intangible assets (Notes 4 and 14)	74,187	2	72,436	2						
Deferred tax assets (Notes 4 and 22)	2,743	-	4,257	-			804,787	21	664,517	21
Refundable deposits	822	-	471	-						
Total non-current assets	564,202	14	565,489	18			761,845	19	761,235	24
							210,522	5	303,181	10
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (Notes 4, 18 and 19)</b>										
Ordinary shares							635,956	16	526,270	16
Capital surplus							30,985	1	60,101	2
Retained earnings							1,830,114	47	1,259,813	40
Legal reserve							2,497,055	64	1,846,184	58
Special reserve										
Unappropriated earnings										
Total retained earnings										
Other equity										
Exchange differences on the translation of the financial statements of foreign operations							706	-	(112)	-
Unrealized gain (loss) on financial assets at fair value through other comprehensive income										
Total other equity							(5,686)	-	(30,874)	(1)
Treasury shares							(4,980)	-	(30,986)	(1)
Total equity attributable to shareholders of the Company							(404,238)	(10)	(404,238)	(13)
							3,060,204	78	2,475,376	78
<b>NON-CONTROLLING INTERESTS (Notes 4 and 18)</b>							33,120	1	47,415	1
Total equity							3,093,324	79	2,522,791	79
TOTAL	\$ 3,898,111	100	\$ 3,187,308	100			\$ 3,898,111	100	\$ 3,187,308	100

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

## EMEMORY TECHNOLOGY INC. AND SUBSIDIARY

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 20, 27 and 31)	\$ 3,216,711	100	\$ 2,363,824	100
OPERATING COSTS	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
GROSS PROFIT	<u>3,216,711</u>	<u>100</u>	<u>2,363,824</u>	<u>100</u>
OPERATING EXPENSES (Notes 4, 21 and 27)				
Selling and marketing expenses	220,275	7	166,218	7
General and administrative expenses	297,436	9	257,449	11
Research and development expenses	846,920	26	681,871	29
Reversal of expected credit loss (Notes 4 and 9)	<u>(1,338)</u>	<u>-</u>	<u>(10,526)</u>	<u>(1)</u>
Total operating expenses	<u>1,363,293</u>	<u>42</u>	<u>1,095,012</u>	<u>46</u>
OPERATING INCOME	<u>1,853,418</u>	<u>58</u>	<u>1,268,812</u>	<u>54</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 21)	15,416	-	6,997	-
Other income (Notes 4, 13, 21 and 27)	2,422	-	3,899	-
Other gains and losses (Notes 4, 21, 24 and 27)	39,892	1	6,059	-
Finance costs (Notes 4, 21 and 27)	(144)	-	(109)	-
Share of loss of associates (Notes 4 and 11)	<u>(2,080)</u>	<u>-</u>	<u>(2,560)</u>	<u>-</u>
Total non-operating income and expenses	<u>55,506</u>	<u>1</u>	<u>14,286</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	1,908,924	59	1,283,098	54
INCOME TAX EXPENSE (Notes 4 and 22)	<u>304,783</u>	<u>9</u>	<u>189,444</u>	<u>8</u>
NET PROFIT FOR THE YEAR	<u>1,604,141</u>	<u>50</u>	<u>1,093,654</u>	<u>46</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 17)	2,702	-	1,253	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive (loss) income (Notes 4, 18 and 26)	(6,562)	-	23,656	1

(Continued)

## EMEMORY TECHNOLOGY INC. AND SUBSIDIARY

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on the translation of the financial statements of foreign operations (Notes 4 and 18)	\$ 886	-	\$ (97)	-
Share of the other comprehensive income of associates accounted for using the equity method (Notes 4, 11 and 18)	<u>1</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive (loss) income for the year	<u>(2,973)</u>	<u>-</u>	<u>24,812</u>	<u>1</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b><u>\$ 1,601,168</u></b>	<b><u>50</u></b>	<b><u>\$ 1,118,466</u></b>	<b><u>47</u></b>
<b>NET PROFIT (LOSS) ATTRIBUTABLE TO:</b>				
Shareholders of the Company	\$ 1,611,909	50	\$ 1,101,157	46
Non-controlling interests	<u>(7,768)</u>	<u>-</u>	<u>(7,503)</u>	<u>-</u>
	<b><u>\$ 1,604,141</u></b>	<b><u>50</u></b>	<b><u>\$ 1,093,654</u></b>	<b><u>46</u></b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:</b>				
Shareholders of the Company	\$ 1,608,867	50	\$ 1,125,980	47
Non-controlling interests	<u>(7,699)</u>	<u>-</u>	<u>(7,514)</u>	<u>-</u>
	<b><u>\$ 1,601,168</u></b>	<b><u>50</u></b>	<b><u>\$ 1,118,466</u></b>	<b><u>47</u></b>
<b>EARNINGS PER SHARE (Note 23)</b>				
Basic	<u>\$ 21.61</u>		<u>\$ 14.78</u>	
Diluted	<u>\$ 21.51</u>		<u>\$ 14.73</u>	

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

(Concluded)

**EEMEMORY TECHNOLOGY INC. AND SUBSIDIARY**

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

	Equity Attributable to Shareholders of the Company												
	Ordinary Shares			Retained Earnings			Other Equity			Total Equity			
	Number of Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Difference on the Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets at Fair Value Through Other Comprehensive Income		Treasury Shares		
BALANCE, JANUARY 1, 2021	76,060	\$ 760,592	\$ 391,907	\$ 455,518	\$ 65,586	\$ 787,007	\$ 1,308,111	\$ (26)	\$ (60,075)	\$ (404,238)	\$ 1,996,271	\$ 9,372	\$ 2,005,643
Appropriation of 2020 earnings	-	-	-	70,752	-	(70,752)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	(6,485)	5,485	-	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(558,792)	(558,792)	-	-	-	-	-	(558,792)
Changes in percentage of ownership interests in subsidiaries	-	-	3,068	-	-	-	-	-	-	-	3,068	(3,068)	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	126	-	-	-	-	-	-	-	126	-	126
Issuance of cash dividends from capital surplus	-	-	(111,759)	-	-	-	-	-	-	-	(111,759)	-	(111,759)
Net profit (loss) for the year ended December 31, 2021	-	-	-	-	-	1,101,157	1,101,157	-	-	-	1,101,157	(7,503)	1,093,654
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,253	1,253	(86)	23,656	-	24,823	(11)	24,812
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,102,410	1,102,410	(86)	23,656	-	1,125,980	(7,514)	1,118,466
Issuance of ordinary shares under employee share options	64	643	19,839	-	-	-	-	-	-	-	20,482	9,613	30,095
Share-based payments	-	-	-	-	-	-	-	-	-	-	-	78	78
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	38,934	38,934
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(5,543)	(5,543)	-	5,543	-	-	-	-
BALANCE, DECEMBER 31, 2021	76,124	761,225	303,181	526,270	60,101	1,259,813	1,846,184	(112)	(30,874)	(404,238)	2,475,376	47,415	2,522,791
Appropriation of 2021 earnings	-	-	-	109,686	-	(109,686)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	(29,116)	29,116	-	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(931,990)	(931,990)	-	-	-	(931,990)	-	(931,990)
Changes in percentage of ownership interests in subsidiaries	-	-	(13,814)	-	-	-	-	-	-	-	(13,814)	13,814	-
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	14,182	-	-	-	-	-	-	-	14,182	-	14,182
Issuance of cash dividends from capital surplus	-	-	(111,839)	-	-	-	-	-	-	-	(111,839)	-	(111,839)
Net profit (loss) for the year ended December 31, 2022	-	-	-	-	-	1,611,909	1,611,909	-	-	-	1,611,909	(7,768)	1,604,141
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	2,702	2,702	818	(6,562)	-	(3,042)	69	(2,973)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	1,614,611	1,614,611	818	(6,562)	-	1,608,867	(7,699)	1,601,168
Issuance of ordinary shares under employee share options	61	610	18,812	-	-	-	-	-	-	-	19,422	8,867	28,289
Share-based payments	-	-	-	-	-	-	-	-	-	-	-	723	723
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(30,000)	(30,000)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(31,750)	(31,750)	-	31,750	-	-	-	-
BALANCE, DECEMBER 31, 2022	76,185	761,845	2,105,522	635,956	30,985	1,830,114	2,497,055	706	(6,686)	(404,238)	3,060,204	33,120	3,093,324

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

# EMEMORY TECHNOLOGY INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 1,908,924	\$ 1,283,098
Adjustments for:		
Depreciation expenses	39,318	40,785
Amortization expenses	35,584	18,838
Reversal of expected credit loss	(1,338)	(10,526)
Finance costs	144	109
Interest income	(15,416)	(6,997)
Dividend income	(932)	(315)
Share-based payments	723	78
Share of loss of associates	2,080	2,560
Loss on disposal of property, plant and equipment	-	26
Gain on disposal of investments	(86)	(100)
Net (gain) loss on foreign currency exchange	(18,580)	4,553
Changes in operating assets and liabilities		
Accounts receivable	(137,271)	22,699
Accounts receivable - related parties	(3,084)	-
Other receivables	5,118	(5,118)
Other receivables - related parties	-	277
Prepayments	7,261	(3,571)
Other current assets	(303)	(592)
Contract liabilities	(9,435)	26,141
Other payables	29,631	15,678
Other payables - related parties	10	-
Other current liabilities	51	(206)
Net defined benefit liabilities	(776)	(790)
Bonuses payable to employees and directors	<u>129,992</u>	<u>90,592</u>
Cash generated from operations	1,971,615	1,477,219
Interest received	14,550	6,949
Income tax paid	<u>(304,269)</u>	<u>(136,692)</u>
Net cash generated from operating activities	<u>1,681,896</u>	<u>1,347,476</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from disposal of financial assets at fair value through other comprehensive income	4,654	28,563
Acquisition of financial assets at amortized cost	-	(2)
Acquisition of financial assets at fair value through profit or loss	(370,000)	(771,000)
Proceeds from disposal of financial assets at fair value through profit or loss	370,086	771,100
Acquisition of property, plant and equipment	(38,835)	(26,762)
Increase in refundable deposits	(351)	(113)
Acquisition of intangible assets	(37,335)	(14,460)
Decrease in prepayments for equipment	-	50
Dividends received	<u>932</u>	<u>315</u>
Net cash used in investing activities	<u>(70,849)</u>	<u>(12,309)</u>

(Continued)

## EMEMORY TECHNOLOGY INC. AND SUBSIDIARY

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

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	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in guarantee deposits received	\$ -	\$ (520)
Repayment of the principal portion of lease liabilities	(3,233)	(2,322)
Dividends paid	(1,043,820)	(670,536)
Exercise of employee share options	28,289	30,095
Interest paid	(144)	(109)
(Decrease) increase in non-controlling interests	<u>(30,000)</u>	<u>38,934</u>
Net cash used in financing activities	<u>(1,048,908)</u>	<u>(604,458)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>21,364</u>	<u>(2,055)</u>
NET INCREASE IN CASH	583,503	728,654
CASH AT THE BEGINNING OF THE YEAR	<u>2,482,765</u>	<u>1,754,111</u>
CASH AT THE END OF THE YEAR	<u>\$ 3,066,268</u>	<u>\$ 2,482,765</u>

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

(Concluded)

## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
eMemory Technology Inc.

### Opinion

We have audited the accompanying parent company only financial statements of eMemory Technology Inc. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and 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.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2022 and 2021, and the parent company only financial performance and the parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

The key audit matter of the Company's parent company only financial statements for the year ended December 31, 2022 is stated as follows:

1. Royalty fees are the Company's major source of revenue; refer to Note 19 for the related information. When the customers of the Company, the IC design houses, uses the Company's intellectual property to kick off mass production, and the goods have been produced and shipped from the wafer foundries, the wafer foundries will pay royalty fees to the Company based on a certain percentage of the wafer price.
2. The Company recognizes royalty revenue based on the contract regulations, at the time the royalty reports are signed and returned. Hence, there is a risk that the royalty revenue from wafer foundries is not recognized at appropriate time.

3. We confirmed the accuracy of timing of royalty revenue recognition by understanding the revenue recognition policy of the Company, assessing the reasonableness of the timing of revenue recognition, performing relevant tests of controls and analytical procedures, and selecting a certain number of royalty revenue transactions before and after the end of the reporting period and checking them against the relevant supporting documents and accounting records.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.



5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Yu-Feng Huang and Su-Li Fang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 22, 2023

#### Notice to Readers

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

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

**EMEMORY TECHNOLOGY INC.**

**PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2022 AND 2021  
(In Thousands of New Taiwan Dollars)**

ASSETS	2022		2021		LIABILITIES AND EQUITY		2022		2021	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
<b>CURRENT ASSETS</b>										
Cash (Notes 4, 6 and 25)	\$ 2,935,574	76	\$ 2,402,303	77			\$ 67,777	2	\$ 78,327	3
Accounts receivable - net (Notes 4, 9, 19 and 25)	209,101	5	100,634	3			169,837	4	144,696	5
Accounts receivable - related parties (Notes 4, 19, 25 and 26)	3,071	-	-	-			10	-	-	-
Other receivables (Notes 4 and 25)	986	-	5,269	-			384,981	10	254,989	8
Other receivables - related parties (Notes 4, 25 and 26)	21,895	1	3,581	-			6,735	-	9,647	-
Prepayments (Note 14)	17,862	1	24,341	1			139,676	4	140,661	4
Other current assets (Notes 4, 14 and 25)	4,157	-	3,805	-			3,299	-	3,230	-
Total current assets	3,192,646	83	2,539,933	81			1,582	-	1,823	-
<b>NON-CURRENT ASSETS</b>										
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4, 7 and 25)	4,914	-	16,130	1			2,237	-	5,532	-
Financial assets at amortized cost - noncurrent (Notes 4, 8, 25 and 27)	116	-	116	-			15,712	1	19,190	1
Investment accounted for using the equity method (Notes 4 and 10)	120,790	3	38,094	1			10	-	10	-
Property, plant and equipment (Notes 4 and 11)	458,760	12	458,656	15			17,959	1	24,732	1
Right-of-use assets (Notes 4 and 12)	5,438	-	8,686	-			791,856	21	658,105	21
Intangible assets (Notes 4 and 13)	66,254	2	67,213	2						
Deferred tax assets (Notes 4 and 21)	2,743	-	4,257	-						
Refundable deposits	399	-	396	-			761,845	20	761,235	24
Total non-current assets	659,414	17	593,548	19			210,522	5	303,181	10
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (Notes 4, 17 and 18)</b>										
Ordinary shares										
Capital surplus										
Retained earnings										
Legal reserve										
Special reserve										
Unappropriated earnings										
Total retained earnings										
Other equity										
Exchange differences on the translation of the financial statements of foreign operations										
Unrealized gain (loss) on financial assets at fair value through other comprehensive income										
Total other equity										
Treasury shares										
Total equity										
TOTAL	\$ 3,852,060	100	\$ 3,133,481	100			\$ 3,852,060	100	\$ 3,133,481	100

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

## EMEMORY TECHNOLOGY INC.

### PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 19 and 26)	\$ 3,109,833	100	\$ 2,349,772	100
OPERATING COSTS	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
GROSS PROFIT	<u>3,109,833</u>	<u>100</u>	<u>2,349,772</u>	<u>100</u>
OPERATING EXPENSES (Notes 4, 20 and 26)				
Selling and marketing expenses	172,355	5	148,411	6
General and administrative expenses	285,249	9	242,184	10
Research and development expenses	769,700	25	635,942	27
Reversal of expected credit loss (Notes 4 and 9)	<u>(1,338)</u>	<u>-</u>	<u>(10,526)</u>	<u>-</u>
Total operating expenses	<u>1,225,966</u>	<u>39</u>	<u>1,016,011</u>	<u>43</u>
OPERATING INCOME	<u>1,883,867</u>	<u>61</u>	<u>1,333,761</u>	<u>57</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 20)	14,664	-	6,812	-
Other income (Notes 4, 12, 20 and 26)	2,760	-	3,899	-
Other gains and losses (Notes 4, 20, 23 and 26)	59,308	2	10,358	1
Finance costs (Notes 4, 20 and 26)	(144)	-	(109)	-
Share of loss of subsidiaries and associates (Notes 4 and 10)	<u>(44,077)</u>	<u>(1)</u>	<u>(64,321)</u>	<u>(3)</u>
Total non-operating income and expenses	<u>32,511</u>	<u>1</u>	<u>(43,361)</u>	<u>(2)</u>
PROFIT BEFORE INCOME TAX	1,916,378	62	1,290,400	55
INCOME TAX EXPENSE (Notes 4 and 21)	<u>304,469</u>	<u>10</u>	<u>189,243</u>	<u>8</u>
NET PROFIT FOR THE YEAR	<u>1,611,909</u>	<u>52</u>	<u>1,101,157</u>	<u>47</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 16)	2,702	-	1,253	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive (loss) income (Notes 4, 17 and 25)	(6,562)	-	23,656	1
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive loss of subsidiaries and associates accounted for using the equity method (Notes 4, 10 and 17)	<u>818</u>	<u>-</u>	<u>(86)</u>	<u>-</u>
Other comprehensive (loss) income for the year	<u>(3,042)</u>	<u>-</u>	<u>24,823</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,608,867</u>	<u>52</u>	<u>\$ 1,125,980</u>	<u>48</u>

(Continued)

# EMEMORY TECHNOLOGY INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

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	2022		2021	
	Amount	%	Amount	%
EARNINGS PER SHARE (Note 22)				
Basic	<u>\$ 21.61</u>		<u>\$ 14.78</u>	
Diluted	<u>\$ 21.51</u>		<u>\$ 14.73</u>	

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

(Concluded)

**EMEMORY TECHNOLOGY INC.**

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

	Ordinary Shares		Capital Surplus	Legal Reserve	Special Reserve	Retained Earnings		Total	Other Equity			Treasury Shares	Total Equity
	Number of Shares (In Thousands)	Amount				Unappropriated Earnings	Total		Exchange Differences on the Translation of the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Treasury Shares		
BALANCE, JANUARY 1, 2021	76,060	\$ 760,592	\$ 391,907	\$ 455,518	\$ 65,586	\$ 787,007	\$ 1,308,111	\$ (2,6)	\$ (60,075)	\$ (404,238)	\$ 1,996,271		
Appropriation of 2020 earnings	-	-	-	-	-	(70,752)	-	-	-	-	-		
Legal reserve	-	-	-	70,752	-	5,485	-	-	-	-	-		
Special reserve	-	-	-	(5,485)	-	(558,792)	-	-	-	-	(558,792)		
Cash dividends distributed by the Company	-	-	-	-	-	-	-	-	-	-	-		
Changes in percentage of ownership interests in subsidiaries	-	-	3,068	-	-	-	-	-	-	-	3,068		
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	126	-	-	-	-	-	-	-	126		
Issuance of cash dividends from capital surplus	-	-	(111,759)	-	-	-	-	-	-	-	(111,759)		
Net profit for the year ended December 31, 2021	-	-	-	-	-	1,101,157	1,101,157	-	-	-	1,101,157		
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,253	1,253	(86)	-	-	24,823		
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	1,102,410	1,102,410	(86)	-	-	1,125,980		
Issuance of ordinary shares under employee share options	64	643	19,839	-	-	-	-	-	-	-	20,482		
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(5,545)	(5,545)	-	-	-	-		
BALANCE, DECEMBER 31, 2021	76,124	761,235	303,181	526,270	60,101	1,259,813	1,846,184	(112)	(30,874)	(404,238)	2,475,376		
Appropriation of 2021 earnings	-	-	-	-	-	(109,686)	-	-	-	-	-		
Legal reserve	-	-	-	109,686	-	29,116	-	-	-	-	-		
Special reserve	-	-	-	(29,116)	-	(931,990)	-	-	-	-	(931,990)		
Cash dividends distributed by the Company	-	-	-	-	-	-	-	-	-	-	-		
Changes in percentage of ownership interests in subsidiaries	-	-	(13,814)	-	-	-	-	-	-	-	(13,814)		
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	14,182	-	-	-	-	-	-	-	14,182		
Issuance of cash dividends from capital surplus	-	-	(111,839)	-	-	-	-	-	-	-	(111,839)		
Net profit for the year ended December 31, 2022	-	-	-	-	-	1,611,909	1,611,909	-	-	-	1,611,909		
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	2,702	2,702	818	(6,562)	-	(3,042)		
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	1,614,611	1,614,611	818	(6,562)	-	1,608,867		
Issuance of ordinary shares under employee share options	61	610	18,812	-	-	-	-	-	-	-	19,422		
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(31,750)	(31,750)	-	-	-	-		
BALANCE, DECEMBER 31, 2022	76,185	761,845	210,532	635,956	30,985	1,830,114	2,497,055	706	(5,686)	(404,238)	3,060,204		

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

## EMEMORY TECHNOLOGY INC.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before income tax	\$ 1,916,378	\$ 1,290,400
Adjustments for:		
Depreciation expenses	38,436	39,991
Amortization expenses	30,379	18,801
Reversal of expected credit loss	(1,338)	(10,526)
Finance costs	144	109
Interest income	(14,664)	(6,812)
Dividend income	(932)	(315)
Share-based payments	176	47
Share of loss of subsidiaries and associates	44,077	64,321
Loss on disposal of property, plant and equipment	-	26
Gain on disposal of investments	(86)	(100)
Net (gain) loss on foreign currency exchange	(15,904)	4,347
Changes in operating assets and liabilities		
Accounts receivable	(109,077)	24,739
Accounts receivable - related parties	(3,084)	-
Other receivables	5,118	(5,118)
Other receivables - related parties	(18,314)	(2,663)
Prepayments	6,479	(3,069)
Other current assets	(352)	(543)
Contract liabilities	(10,550)	26,083
Other payables	21,146	12,897
Other payables - related parties	10	-
Other current liabilities	(241)	(231)
Net defined benefit liabilities	(776)	(790)
Bonuses payable to employees and directors	<u>129,992</u>	<u>90,592</u>
Cash generated from operations	2,017,017	1,542,186
Interest received	13,829	6,763
Income tax paid	<u>(303,940)</u>	<u>(136,491)</u>
Net cash generated from operating activities	<u>1,726,906</u>	<u>1,412,458</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from disposal of financial assets at fair value through other comprehensive income	4,654	28,563
Acquisition of financial assets at amortized cost	-	(2)
Acquisition of financial assets at fair value through profit or loss	(370,000)	(771,000)
Proceeds from disposal of financial assets at fair value through profit or loss	370,086	771,100
Acquisition of investments accounted for using the equity method	(121,763)	-
Acquisition of property, plant and equipment	(38,197)	(26,767)
Increase in refundable deposits	(3)	(81)

(Continued)

## EMEMORY TECHNOLOGY INC.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

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	2022	2021
Acquisition of intangible assets	\$ (29,420)	\$ (11,537)
Decrease in prepayments for equipment	-	50
Dividends received	<u>932</u>	<u>315</u>
Net cash used in investing activities	<u>(183,711)</u>	<u>(9,359)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in guarantee deposits received	-	(520)
Repayment of the principal portion of lease liabilities	(3,233)	(2,322)
Dividends paid	(1,043,820)	(670,536)
Exercise of employee share options	19,422	20,482
Interest paid	<u>(144)</u>	<u>(109)</u>
Net cash used in financing activities	<u>(1,027,775)</u>	<u>(653,005)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>17,851</u>	<u>(1,757)</u>
NET INCREASE IN CASH	533,271	748,337
CASH AT THE BEGINNING OF THE YEAR	<u>2,402,303</u>	<u>1,653,966</u>
CASH AT THE END OF THE YEAR	<u>\$ 2,935,574</u>	<u>\$ 2,402,303</u>

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

(Concluded)

**eMemory Technology Inc.**  
**Statement of Profit Distribution**  
**2022**

Unit: NT\$

Item	Amount	
	Subtotal	Total
<b>Beginning Balance of Unappropriated Earnings</b>		<b>\$ 247,253,273</b>
Net Profit of 2022	1,611,909,140	
Remeasurement of Defined Benefit Plans Counted in Retained Earnings	2,702,125	
Loss on Disposal of Investments in Equity Instruments at Fair Value Through Other Comprehensive Income	<u>(31,749,602)</u>	1,582,861,663
Legal Reserve Appropriated		(125,887,898)
Special Reserve Reversed		<u>26,004,721</u>
<b>Retained Earnings Available for Distribution</b>		<b>1,730,231,759</b>
<b>Distribution of Shareholder Dividends - Cash (NT\$ 19 per share)</b>		<b><u>(1,417,769,398)</u></b>
<b>Ending Balance of Unappropriated Earnings</b>		<b><u>\$312,462,361</u></b>

Chairman: Charles Hsu

President: Michael Ho

Accounting Officer: Teresa Kuo

- Remarks: 1. According to the Rule No.871941343 issued by the Ministry of Finance on April 30, 1998, when distributing earnings, it shall be identified respectively; the earnings distributed in this year shall be those of the latest year.
2. The shareholder cash dividends is in a total amount of NT\$ 1,417,769,398, to be distributed by NT\$ 19 per share, this is calculated by basing on the issued 74,619,442 outstanding shares up to February 21, 2023, and rounded down to the nearest whole number, the fractional balance less than NT\$ 1 shall be summed up and recognized as other income of the Company.



**Rules of Procedure for Shareholders Meetings  
of  
eMemory Technology Inc.  
(the “Company”)  
Comparison Table for Content of Articles Before and After Revisions**

Before Revision	After Revision	Explanation
<p>Article 3 The Convention and Meeting Notice of Shareholders’ Meeting</p> <p>1. The Shareholders’ Meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.</p>	<p>Article 3 The Convention and Meeting Notice of Shareholders’ Meeting</p> <p>1. The Shareholders’ Meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations. <b><u>Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, the convening of a Company Shareholders’ Meeting with video conferencing shall be as stated in the Company’s Articles of Incorporation, and must be resolved upon by the Board of Directors; said resolution shall require a majority of the directors present at the Board of Directors meeting, with at least two-thirds of the total directors present. Changes to how the Company convenes its Shareholders’ Meeting shall be resolved by the Board of Directors, and shall be made no later than mailing of the Shareholders’ Meeting notice.</u></b></p> <p>2. The Company shall prepare electronic versions of the</p>	<p>This amendment is made pursuant to Article 3 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>
<p>2. The Company shall prepare electronic versions of the</p>	<p>2. The Company shall prepare electronic versions of the</p>	

Before Revision	After Revision	Explanation
<p>Shareholders' Meeting notice and proxy forms, and the origins, as well as explanatory materials, relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular Shareholders' Meeting or 15 days before the date of a special Shareholders' Meeting. The Company shall prepare electronic versions of the Shareholders' Meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular Shareholders' Meeting or 15 days before the date of the special Shareholders' Meeting. In addition, 15 days before the date of the Shareholders' Meeting, the Company shall also have prepared the Shareholders' Meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby <u>as well as being distributed on-site at the meeting place.</u></p>	<p>Shareholders' Meeting notice and proxy forms, and the origins, as well as explanatory materials, relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular Shareholders' Meeting or 15 days before the date of a special Shareholders' Meeting. The Company shall prepare electronic versions of the Shareholders' Meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular Shareholders' Meeting or 15 days before the date of the special Shareholders' Meeting. <u><b>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the Shareholders' Meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular Shareholders' Meeting.</b></u> In addition, 15 days before the date of the Shareholders' Meeting, the Company shall also have prepared the Shareholders' Meeting agenda and supplemental meeting materials and</p>	

Before Revision	After Revision	Explanation
<p>3~8. (Omitted)</p>	<p>made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.</p> <p><b><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the Shareholders' Meeting:</u></b></p> <p><b><u>(1) For physical Shareholders' Meetings, to be distributed on-site at the meeting.</u></b></p> <p><b><u>(2) For hybrid Shareholders' Meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></b></p> <p><b><u>(3) For virtual-only Shareholders' Meetings, electronic files shall be shared on the virtual meeting platform.</u></b></p> <p>3~8. (Omitted)</p>	
<p>Article 4 Delegation of Attendance at Shareholders' Meeting and Authorization</p> <p>1~3. (Omitted)</p>	<p>Article 4 Delegation of Attendance at Shareholders' Meeting and Authorization</p> <p>1~3. (Omitted)</p> <p><b><u>4. If, after a proxy form is delivered to the Company, a shareholder wishes to attend the Shareholders' Meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting</u></b></p>	<p>This amendment is made pursuant to Article 4 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
	<p><b><u>date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></b></p>	
<p>Article 5 Principles Determining the Time and Place of a Shareholders' Meeting</p> <p>The venue for a Shareholders' Meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a Shareholders' Meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<p>Article 5 Principles Determining the Time and Place of a Shareholders' Meeting</p> <p><b><u>1.</u></b> The venue for a Shareholders' Meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a Shareholders' Meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p> <p><b><u>2. The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only Shareholders' Meeting.</u></b></p>	<p>This amendment is made pursuant to Article 5 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>
<p>Article 6 Matters related to Attendance and Preparation of Documents such as the Attendance Book</p> <p>1. The Company shall specify in its Shareholders' Meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</p> <p>2. The time during which shareholder attendance registrations will be</p>	<p>Article 6 Matters related to Attendance and Preparation of Documents such as the Attendance Book</p> <p>1. The Company shall specify in its Shareholders' Meeting notices the time during which shareholders, <b><u>solicitors and proxies (collectively "shareholders")</u></b> attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</p> <p>2. The time during which shareholder attendance registrations will be</p>	<p>This amendment is made pursuant to Article 6 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
<p>accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.</p> <p>3. Shareholders <u>and their proxies (collectively, "shareholders")</u> 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>4~6. (Omitted)</p>	<p>accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <b><u>For virtual Shareholders' Meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the Shareholders' Meeting in person.</u></b></p> <p>3. 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>4~6. (Omitted)</p> <p><b><u>7. In the event of a virtual Shareholders' Meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></b></p> <p><b><u>8. In the event of a virtual Shareholders' Meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials</u></b></p>	

Before Revision	After Revision	Explanation
	<p><u>to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	
(Newly added)	<p><u>Article 6-1 Convening Virtual Shareholders Meetings and Particulars to Be Included in Shareholders' Meeting Notice</u></p> <p><u>To convene a virtual Shareholders' Meeting, the Company shall include the follow particulars in the Shareholders' Meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p><u>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p><u>(2) Shareholders not having registered to attend the affected virtual Shareholders' Meeting shall not attend the postponed or resumed session.</u></p> <p><u>(3) In case of a hybrid Shareholders' Meeting, when the</u></p>	<p>This amendment is made pursuant to Article 6-1 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
	<p><u>virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual Shareholders' Meeting online, meets the minimum legal requirement for a Shareholders' Meeting, then the Shareholders' Meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' Meeting.</u></p> <p><u>(4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>3. To convene a virtual-only Shareholders' Meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual Shareholders' Meeting online shall be specified. Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies,</u></p>	

Before Revision	After Revision	Explanation
	<p><u>Article 44-9, paragraph 6, the Company shall at least provide shareholders with the connectivity equipment and required assistance and specify the period that a shareholder may make an application to the Company and other relevant guidelines.</u></p>	
<p>Article 8 Documentation of a Shareholders' Meeting by Audio or Video 1~2. (Omitted)</p>	<p>Article 8 Documentation of a Shareholders' Meeting by Audio or Video 1~2. (Omitted) <b><u>3. Where a Shareholders' Meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></b> <b><u>4. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></b> <b><u>5. In case of a virtual Shareholders' Meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></b></p>	<p>This amendment is made pursuant to Article 8 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>



Before Revision	After Revision	Explanation
<p>Article 9 Calculation of Attending Share Number and Calling a Meeting</p> <p>1. Attendance at Shareholders’ Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>2. The chair shall call the meeting to order at the appointed meeting time and announce the numbers of non-voting rights and total shares represented by the shareholders present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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.</p> <p>3. If the quorum is not met after two postponements as referred to in the</p>	<p>Article 9 Calculation of Attending Share Number and Calling a Meeting</p> <p>1. Attendance at Shareholders’ Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <b><u>and the shares checked in on the virtual meeting platform,</u></b> plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>2. The chair shall call the meeting to order at the appointed meeting time and announce the numbers of non-voting rights and total shares represented by the shareholders present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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. <b><u>In the event of a virtual Shareholders’ Meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></b></p> <p>3. If the quorum is not met after two postponements as referred to in the</p>	<p>This amendment is made pursuant to Article 9 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>

Before Revision	After Revision	Explanation
<p>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, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within 1 month.</p> <p>4. (Omitted)</p>	<p>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, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within 1 month. <b><u>In the event of a virtual Shareholders' Meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u></b></p> <p>4. (Omitted)</p>	
<p>Article 11 Shareholder Speech 1~6. (Omitted)</p>	<p>Article 11 Shareholder Speech 1~6. (Omitted)</p> <p><b><u>7. Where a virtual Shareholders' Meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></b></p> <p><b><u>8. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope</u></b></p>	<p>This amendment is made pursuant to Article 11 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
	<p><b><u>of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></b></p>	
<p>Article 13 Method for Monitoring and Counting the Vote on a Proposal</p> <p>1~2. (Omitted)</p> <p>3. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the Shareholders’ Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the Shareholders’ Meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the Shareholders’ Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has</p>	<p>Article 13 Method for Monitoring and Counting the Vote on a Proposal</p> <p>1~2. (Omitted)</p> <p>3. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the Shareholders’ Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the Shareholders’ Meeting in person <b><u>or online</u></b>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the Shareholders’ Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.</p>	<p>This amendment is made pursuant to Article 13 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>

Before Revision	After Revision	Explanation
<p>exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>4~6. (Omitted)</p>	<p>When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>4~6. (Omitted)</p> <p><b><u>7. When the Company convenes a virtual Shareholders' Meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></b></p> <p><b><u>8. In the event of a virtual Shareholders' Meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></b></p> <p><b><u>9. When the Company convenes a hybrid Shareholders' Meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical Shareholders' Meeting in person, they shall revoke their registration two days before the Shareholders' Meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the Shareholders' Meeting online.</u></b></p>	

Before Revision	After Revision	Explanation
	<p><u>10. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the Shareholders' Meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>	
<p>Article 15 Meeting Minutes 1~2. (Omitted)</p>	<p>Article 15 Meeting Minutes 1~2. (Omitted)</p> <p><u>3. Where a virtual Shareholders' Meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the Shareholders' Meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>4. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the</u></p>	<p>This amendment is made pursuant to Article 15 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
	<p><u>meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only Shareholders' Meeting online.</u></p>	
<p>Article 16 Public Disclosure</p> <p>1. On the day of a Shareholders' Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the Shareholders' Meeting.</p> <p><u>2.</u> (Omitted)</p>	<p>Article 16 Public Disclosure</p> <p>1. On the day of a Shareholders' Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the Shareholders' Meeting. <u>In the event a virtual Shareholders' Meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p>2. During the Company's virtual Shareholders' Meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</p> <p><u>3.</u> (Omitted)</p>	<p>This amendment is made pursuant to Article 16 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings".</p>

Before Revision	After Revision	Explanation
(Newly added)	<p><b><u>Article 19 Disclosure of Information at Virtual Meetings</u></b>  <b><u>In the event of a virtual Shareholders’ Meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></b></p>	<p>This amendment is made pursuant to Article 19 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>
(Newly added)	<p><b><u>Article 20 Location of the Chair and Secretary of Virtual-only Shareholders’ Meeting</u></b>  <b><u>When the Company convenes a virtual-only Shareholders’ Meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></b></p>	<p>This amendment is made pursuant to Article 20 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>
(Newly added)	<p><b><u>Article 21 Handling of Disconnection</u></b>  <b><u>1. In the event of a virtual Shareholders’ Meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the</u></b></p>	<p>This amendment is made pursuant to Article 21 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>

Before Revision	After Revision	Explanation
	<p><u>virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>2. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected Shareholders' Meeting online shall not attend the postponed or resumed session.</u></p> <p><u>3. For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected Shareholders' Meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected Shareholders' Meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>4. During a postponed or resumed session of a Shareholders' Meeting</u></p>	



Before Revision	After Revision	Explanation
	<p><u>held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>5. When the Company convenes a hybrid Shareholders' Meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual Shareholders' Meeting online, still meets the minimum legal requirement for a shareholder meeting, then the Shareholders' Meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.</u></p> <p><u>6. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' Meeting.</u></p> <p><u>7. When postponing or resuming a meeting according to the first</u></p>	

Before Revision	After Revision	Explanation
	<p><u>paragraph, the Company shall handle the preparatory work based on the date of the original Shareholders’ Meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>8. For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the Shareholders’ Meeting that is postponed or resumed under the first paragraph.</u></p>	
(Newly added)	<p><u>Article 22 Handling of Digital Divide When convening a virtual-only Shareholders’ Meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual Shareholders’ Meeting online. Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, Article</u></p>	<p>This amendment is made pursuant to Article 22 of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”.</p>

Before Revision	After Revision	Explanation
	<p><b><u>44-9, paragraph 6, the Company shall at least provide shareholders with the connectivity equipment and required assistance and specify the period that a shareholder may make an application to the Company and other relevant guidelines.</u></b></p>	
<p>Article <b><u>19</u></b> Anything not provided herein shall be governed by the related statutes and regulations.</p>	<p>Article <b><u>23</u></b> Anything not provided herein shall be governed by the related statutes and regulations.</p>	<p>Adjust the article number due to new articles.</p>
<p>Article <b><u>20</u></b> These Rules, and any amendments hereto, shall be implemented after adoption by Shareholders' Meetings.</p>	<p>Article <b><u>24</u></b> These Rules, and any amendments hereto, shall be implemented after adoption by Shareholders' Meetings.</p>	<p>Adjust the article number due to new articles.</p>
<p>Article <b><u>21</u></b> These Rules were adopted by the Shareholders' Meeting on June 14, 2001. The first amendment was made on September 29, 2009. The second amendment was made on June 19, 2012. The third amendment was made on June 18, 2014. The fourth amendment was made on June 9, 2015. The fifth amendment was made on June 10, 2020. The sixth amendment was made on July 15, 2021.</p>	<p>Article <b><u>25</u></b> These Rules were adopted by the Shareholders' Meeting on June 14, 2001. The first amendment was made on September 29, 2009. The second amendment was made on June 19, 2012. The third amendment was made on June 18, 2014. The fourth amendment was made on June 9, 2015. The fifth amendment was made on June 10, 2020. The sixth amendment was made on July 15, 2021. <b><u>The seventh amendment was made on June 9, 2023.</u></b></p>	<p>The date of this amendment is added.</p>

**eMemory Technology Inc.**

**Update of Concurrent Positions Held by the Directors**

<b>Title</b>	<b>Name</b>	<b>Concurrent Positions</b>
Director	Michael Ho	Director, PUFsecurity Technology (Shanghai) Corporation
Representative of Director	Evans Yang	Director & Vice President, PUFsecurity Corporation Supervisor, PUFsecurity Technology (Shanghai) Corporation

## **IV. Appendices**

**Articles of Incorporation  
of  
eMemory Technology Inc.  
(the “Company”)**

Section I      General Provisions

- Article 1                      The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 力旺電子股份有限公司 in the Chinese language, and eMemory Technology Inc. in the English language.
- Article 2                      The scope of business of the Company shall be as follows:  
CC01080 Electronic Parts and Components Manufacturing  
I501010 Product Designing  
F601010 Intellectual Property (IP)  
CC01050 Data Storage and Processing Equipment Manufacturing  
Research, development, manufacturing and sales of the following products:  
1.    Flash memory Integrated Circuits (IC)  
2.    Embedded flash memory IC IP  
3.    Memory card output/input controllers  
4.    Memory card and digital film related products
- Article 3                      The registered head office shall be in Hsinchu Science Park, Taiwan, Republic of China. Upon approval of government authorities in charge, the Company may also have branch offices at such other places both within and without the territory of the Republic of China as the Board of Directors (hereinafter, “the Board”) may from time to time determine or the business of the Company may require.
- Article 4                      The Company may provide endorsement and guarantee and act as a guarantor. The relevant rules shall be effective from the date it is approved by the Shareholders' Meeting (hereinafter, “the Meeting”). The same applies to any amendments thereto.
- Article 5                      The total amount of the Company’s reinvestment shall not be subject to the restriction as provided in Article 13 of the Company Act. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board.
- Article 6                      Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

## Section II Capital Stock

- Article 7 The total capital stock of the Company shall be in the amount of 1,000,000,000 New Taiwan Dollars, divided into 100,000,000 shares, at ten (10) New Taiwan Dollars each, within which the Board is authorized to issue shares in installments.  
The Company may issue employee stock options from time to time by resolutions of the Board. A total of 8,000,000 shares among the above total capital stock should be reserved for the issuance of employee stock options.
- Article 7-1 With the approval of two-thirds or more of attending shareholders representing more than 50% of the total issued and outstanding shares at the Meeting, subscription price of employee warrants can be exempted from the restriction included in Article 53 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers.” The issuance can be carried out in several batches within one year after the resolution is adopted at the Meeting.
- Article 7-2 When the Company issues share subscription warrants, restricted stock for employees, the right to subscription of new shares for employees and the transfer of treasury stock, the qualification requirements of employees include the employees of subsidiaries meeting certain specific requirements.
- Article 8 The shares of the Company shall be registered shares; the Company may be exempted from printing any share certificate for the shares issued, however, the Company shall register the issued shares with a centralized securities depository enterprise and follow the regulations of the enterprise.
- Article 9 The Company shall attend to affairs pertinent to its shares in accordance with relevant laws and regulations.
- Article 10 The Company may issue new shares in accordance with relevant rules and regulations.

## Section III Meetings of Shareholders

- Article 11 Shareholders’ Meetings of the Company are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with relevant laws, rules, and regulations.  
The Shareholders’ Meetings of the Company can be held by means of visual communication network or other methods promulgated by the central

competent authority.

Each shareholder holding 1% or more of the total issued and outstanding stock of the Company may submit a proposal to request the Board to include such proposal as an agenda of a regular shareholders' meeting, provided that only one proposal may be submitted by the same shareholder and that if more than one proposals are submitted, none shall be included in the agenda. Each proposal shall not exceed 300 words in length; otherwise, it shall be excluded from the agenda.

Article 12 Shareholders may assign proxy to attend the Meeting on his or her behalf. The proxy shall present the proxy statement, specifying the scope of proxy, issued by the Company and affixed with the Company's seal. Each shareholder may also vote at the Meeting by electronic means of communication. According to regulatory requirements, shareholder who votes electronically shall be deemed as attending the Meeting in person. Electronic voting shall be conducted in accordance with relevant laws and regulations.

Article 13 Unless otherwise provided by the Company Act, each shareholder shall, at every meeting of the shareholders, be entitled to one (1) vote in person or by proxy for each share of the capital stock having voting power held by such shareholder.

Article 14 Shareholders' Meetings may be held if attended by shareholders in person or by proxy representing more than 50% of the total issued and outstanding capital stock of the Company, and resolutions shall be adopted at the Meeting with the concurrence of a majority of the votes held by shareholders present at the Meeting.

Article 15 The resolutions of the Meeting shall be recorded in the minutes, and such minutes shall be signed by or affixed with the seal of the chairman of the meeting. Such minutes, together with the attendance list and proxies, shall be filed and kept at the head office of the Company.

#### Section IV Directors and Management of the Company

Article 16 The Company shall have nine (9) to eleven (11) directors to serve a term of three years. A director may be re-elected. At least three (3) directors shall be independent directors. The compensation for the Chairman and Directors shall be determined by the Board and shall be based on each director's participation and contribution to the Company's operation and shall take global industry standards into account. The percentage of shares held by the directors shall be governed by the competent authority.



The Company's directors shall be elected by adopting the candidate nomination system specified in Article 192-1 of the Company Act. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act.

Article 16-1      In compliance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be held accountable for responsibilities specified under the Company Act, the Securities and Exchange Act and other regulations.

Article 17      The institutional shareholders of the Company reserve the rights to appoint representatives as candidates for director nomination, and replace appointed representatives serving as directors prior to the end of their terms.

Article 18      The Board shall be organized by the Directors. The Chairman shall be elected among the Directors by approval of a majority of the Directors present at a meeting attended by two-thirds or more of all Directors. The Chairman shall have the authority to represent the Company. In the case where the Chairman is on leave or cannot exercise his or her authority with due cause, a proxy shall be appointed in accordance with Article 208 of the Company Act.

Article 19      Unless otherwise specified by law, the Board meetings shall be convened by the Chairman. The director with the majority of the votes shall convene the first meeting in each new term of the Board.

Directors shall attend all Board meetings in person. If the meeting is conducted through video conferencing, any director attending the meeting via video conference shall be deemed present at the meeting in person.

A director may, by written authorization, appoint another director to attend on his or her behalf any meeting of the Board, and to vote for him or her on all matters presented at the meeting, but no director may act as proxy for more than one director.

Meetings of the Board shall be convened upon written notice mailed, electronic transmission, or fax to all directors, at least seven days, unless in case of urgent circumstances, prior to the date of the meeting, specifying the date and place of the meeting and the agenda. The meeting of the Board shall be held at least once every quarter, or at any time.

Article 20      Each director shall, for every resolution for which a vote is required, entitled to one (1) vote. Unless otherwise specified in the Company Act or the

Articles of Incorporation, the resolutions of the Board shall be adopted by a majority vote of those Directors present at a meeting attended by a majority of all Directors. The resolutions of every Board Meeting shall be recorded in the meeting minutes.

Article 21 The Company shall indemnify its directors by reason of the fact that he or she is or was a director of the Company. The Company shall purchase insurance on behalf of its directors to mitigate loss and manage risks.

Article 22 The Company may, by resolution of the Board, appoint one Chief Executive Officer and one or more Vice President(s) or such officer(s) to meet the Company's operational or managerial needs. The appointment, dismissal, and remuneration packages for the officers are determined in accordance with Article 29 of the Company Act.

#### Section V Financial Reports

Article 23 The fiscal year of the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the Company shall prepare final accounts for that year.

Article 24 After the close of each fiscal year, the following reports shall be prepared by the Board, and be submitted to the Meeting for acceptance.

1. Business Report
2. Financial Statements
3. Proposal Concerning Appropriation of Profits or Losses

Article 25 If there is any pre-tax profit, 1% to 25% of the profit shall be distributed to eligible employees in the form of cash or stock for profit sharing. No more than 2% of the profit shall be distributed to directors for compensation. The Board shall prepare separate distribution proposals for employees and directors and present both at the Meeting for approval.

If there is accumulated losses, the pre-tax profit should offset the accumulated losses and the remainder shall be distributed to employees and directors using the aforementioned thresholds.

Article 25-1 If there is any profit in an annual general financial statement of the Company, such profit shall be distributed in the following orders:

1. Reserve for tax payments.
2. Offset accumulated losses, if any.
3. Legal reserve, which is 10% of remaining net profits after deducting the aforementioned items. However, this restriction does not apply in the event that the amount of the accumulated legal reserve equals or exceeds the Company's total capital stock.

4. Allocation or reverse of special reserves as required by law or government authorities.
5. The remaining net profits and retained earnings from previous years will be allocated as shareholders' dividend. The Board will prepare a distribution proposal and submit it to the Meeting for review and approval by a resolution.

Since the Company is in an industry in a growth phase, the dividend policy shall take into consideration factors such as the Company's current and future investment and capital needs, and capital budgeting plans. The proposal should strike a balance between the shareholders' benefits and the Company's long-term financial plans. Dividends to shareholders shall not be less than 50% of the remaining retained earnings available for distribution and may be distributed in cash or in stock. Cash dividends shall not be lower than 10% of total dividends to shareholders. Each year the Board shall prepare a profit distribution proposal and present it at the Meeting for approval.

When a special reserve is appropriated by the Company in accordance with the law, with respect to the insufficient surplus amount of the "cumulative net increases in fair value measurement of investment properties from prior period" and the "cumulative net debit balance reserves from prior period", an amount of special reserve equal to the amount appropriated from the prior unappropriated earnings shall be unappropriated first before the distribution of profits. If any insufficient remains, it shall be unappropriated from the amount of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period.

Article 26 Dividends will be paid to the shareholders of record as of the ex-dividend date.

#### Section VI Supplementary Provisions

Article 27 Detailed procedures of business operations shall be determined by the Board.

Article 28 In regard to all matters not provided for in these Articles of Incorporation, the Company Act and relevant rules and regulations of the Republic of China shall govern.

Article 28-1 The Company may withdraw from public offering upon shareholder approval at the Meeting and submission of a request for withdrawal to the competent authority.

Article 29 These Articles of Incorporation were enacted on August 8, 2000.  
The first amendment was made on June 15, 2001.  
The second amendment was made on June 5, 2002.  
The third amendment was made on May 7, 2003.

The fourth amendment was made on May 18, 2004.  
The fifth amendment was made on May 18, 2006.  
The sixth amendment was made on May 16, 2007.  
The seventh amendment was made on May 15, 2008.  
The eighth amendment was made on May 26, 2009.  
The ninth amendment was made on May 18, 2010.  
The tenth amendment was made on June 10, 2011.  
The eleventh amendment was made on June 19, 2012.  
The twelfth amendment was made on June 18, 2014.  
The thirteenth amendment was made on June 9, 2015.  
The fourteenth amendment was made on June 14, 2016.  
The fifteenth amendment was made on June 13, 2017.  
The sixteenth amendment was made on June 15, 2022.

**Rules of Procedure for Shareholders Meetings  
of  
eMemory Technology Inc.  
(the “Company”)**

Adopted by the Shareholders’ Meeting on July 15, 2021

Article 1 Scope of the Rules

The rules of procedure for the Shareholders’ Meetings of the Company, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules.

Article 2 The "shareholder" referred to in the Rules of Procedure means the shareholder himself/herself/itself and the proxy appointed by the shareholder in accordance with the laws and regulations.

Article 3 The Convention and Meeting Notice of Shareholders’ Meeting

1. The Shareholders’ Meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.
2. The Company shall prepare electronic versions of the Shareholders’ Meeting notice and proxy forms, and the origins, as well as explanatory materials, relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular Shareholders’ Meeting or 15 days before the date of a special Shareholders’ Meeting. The Company shall prepare electronic versions of the Shareholders’ Meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular Shareholders’ Meeting or 15 days before the date of the special Shareholders’ Meeting. In addition, 15 days before the date of the Shareholders’ Meeting, the Company shall also have prepared the Shareholders’ Meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.
3. The reasons for convening a Shareholders’ Meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
4. Election or dismissal of directors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, using earnings to increase capitalization, using reserve to increase capitalization, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange

Act or Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out in the notice of the reasons for convening the Shareholders' Meeting, as well as the essential contents shall be explained. None of the above matters may be raised by an extemporary motion.

5. Where the matter of that all directors of the Company will be re-elected has been set out in the causes of a meeting of shareholders to be convened, and the date for the elected directors to assume their office is also indicated in, after the re-election is completed in such a shareholders' meeting, the date for the elected directors to assume their office shall not be altered by bring up as extemporary motions or by other means.
6. A shareholder holding 1 % or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular Shareholders' Meeting. Such proposal is limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when any one of the circumstances set forth in each subparagraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. Shareholders may propose to the Company proposals urging the Company to promote public interests or fulfill its social responsibilities provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda according to Article 172-1 of the Company Act.
7. Prior to the book closure date before a regular Shareholders' Meeting is held, the Company shall publicly announce that it will receive shareholder proposals, methods of acceptance in writing or by way of electronic transmission and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular Shareholders' Meeting and take part in discussion of the proposal.
8. Prior to the date for issuance of notice of a Shareholders' Meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the Shareholders' Meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

#### Article 4 Delegation of Attendance at Shareholders' Meeting and Authorization

1. For each Shareholders' Meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
2. A shareholder may issue only one proxy form and appoint only one proxy for any given Shareholders' Meeting, and shall deliver the proxy form to the Company before 5 days before the date of the Shareholders' Meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
3. After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or

electronically, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 Principles Determining the Time and Place of a Shareholders' Meeting

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

Article 6 Matters related to Attendance and Preparation of Documents such as the Attendance Book

1. The Company shall specify in its Shareholders' Meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
2. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.
3. Shareholders and their proxies (collectively, "shareholders") shall attend Shareholders' Meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
4. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
5. The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials; where there is an election of directors, pre-printed ballots shall also be furnished.
6. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a Shareholders' Meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 The Chair and Non-voting Participants of a Shareholders' Meeting

1. If a Shareholders' Meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair.
2. When a director serves as chair, as referred to in the preceding paragraph, the

director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

3. It is advisable that Shareholders' Meetings convened by the Board of Directors be chaired by the Chairman in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.
4. If a Shareholders' Meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
5. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a Shareholders' Meeting in a non-voting capacity.

#### Article 8 Documentation of a Shareholders' Meeting by Audio or Video

1. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the Shareholders' Meeting, and the voting and vote counting procedures.
2. The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

#### Article 9 Calculation of Attending Share Number and Calling a Meeting

1. Attendance at Shareholders' Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
2. The chair shall call the meeting to order at the appointed meeting time and announce the numbers of non-voting rights and total shares represented by the shareholders present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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.
3. 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, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within 1 month.
4. 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 by the Shareholders' Meeting pursuant to Article 174 of the Company Act.



#### Article 10 Discussion of Proposals

1. If a Shareholders' Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The proposals (including extemporary motion and the amendment to original proposal) shall require a voting by poll on every resolution. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders' Meeting.
2. The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders' Meeting convened by a party with the power to convene that is not the Board of Directors.
3. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders' Meeting. If the chair 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 chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
4. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote with arranging sufficient time for the vote.
5. After the meeting is adjourned, the shareholders shall not elect a new chair to continue the meeting at the same place or another place. However, if the chair declares the meeting adjourned in violation of the rules of procedure, a new chair may be elected by agreement of a majority of the votes represented by the attending shareholders.

#### Article 11 Shareholder Speech

1. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
2. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
3. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
4. 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.
5. When a juristic person shareholder appoints two or more representatives to attend a Shareholders' Meeting, only one of the representatives so appointed may speak on the same proposal.
6. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12 Calculation of Voting Shares and Recusal System

1. Voting at a Shareholders' Meeting shall be calculated based the number of shares.
2. With respect to resolutions of Shareholders' Meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
3. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
4. The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
5. 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 proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% 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 Method for Monitoring and Counting the Vote on a Proposal

1. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2, Article 179 of the Company Act.
2. When the Company holds a shareholders' meeting, it shall make the shareholders to exercise voting rights by electronic means and may make it by correspondence means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
3. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the Shareholders' Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the Shareholders' Meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 business days before the date of the Shareholders' Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.

4. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
5. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
6. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for Shareholders' Meeting proposals or elections shall be conducted in public at the place of the Shareholders' Meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

#### Article 14 Election of Directors

1. 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 as well as the list of the unsuccessful candidates and the number of votes received by them.
2. 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 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### Article 15 Meeting Minutes

1. Matters relating to the resolutions of a Shareholders' Meeting shall be recorded in the meeting minutes and dealt with pursuant to Article 183 of the Company Act.
2. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and the results of voting (including the statistical weights of the numbers of votes). In the event of Director election, the number of the votes to each candidate shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the Company.

#### Article 16 Public Disclosure

1. On the day of a Shareholders' Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the Shareholders' Meeting.

2. If matters put to a resolution at a Shareholders' Meeting constitute material information under applicable laws or regulations or under GreTai Securities Market regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 Maintaining Order at the Meeting Place

1. Staff handling administrative affairs of a Shareholders' Meeting shall wear identification cards or arm bands.
2. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
3. People who attend to the Shareholders' Meeting shall not bring anything which will harm to the life, body, freedom of others or safety of the property.
4. During the Shareholders' Meeting, the chair may ask the police for helping maintain order at the meeting place.
5. At the place of a Shareholders' Meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
6. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 Recess and Resumption of a Shareholders' Meeting

1. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
2. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the Shareholders' Meeting may adopt a resolution to resume the meeting at another venue.
3. A resolution may be adopted at a Shareholders' Meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 Anything not provided herein shall be governed by the related statutes and regulations.

Article 20 These Rules, and any amendments hereto, shall be implemented after adoption by Shareholders' Meetings.

Article 21 These Rules were adopted by the Shareholders' Meeting on June 14, 2001. The first amendment was made on September 29, 2009. The second amendment was made on June 19, 2012. The third amendment was made on June 18, 2014. The fourth amendment was made on June 9, 2015. The fifth amendment was made on June 10, 2020. The sixth amendment was made on July 15, 2021.

**Rules of Procedure for Board of Directors Meetings  
of  
eMemory Technology Inc.  
(the “Company”)**

Amended by the Board of Directors on October 28, 2020

- Article 1 (Basis for the Adoption of these Rules)  
To establish a well governing system for Board of Directors, develop monitoring functions and enhance management capability, these Rules are adopted pursuant to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.
- Article 2 (Scope of these Rules)  
The main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for Board of Directors meetings of the Company shall be conducted in accordance with the provisions of these Rules.
- Article 3 (Convention and Meeting Notice of Board Meetings)  
The Board of Directors meetings of the Company shall be convened at least quarterly. The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.  
The notice set forth in the preceding paragraph may be made by means of writing, electronic mail (E-mail) or facsimile.  
All matters set out in each subparagraphs of paragraph 1 of Article 12 in these Rules, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.
- Article 4 (Meeting Notice and Meeting Materials)  
The Stock Affair unit is appointed by the Board of Directors of the Company as the agenda working group.  
The agenda working group shall prepare agenda items for Board of Directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.  
If the Directors consider the meeting materials to be insufficient, they may request the

agenda working group for providing supplemental materials in advance. If the Directors consider meeting materials concerning any proposal to be insufficient during the meeting, the deliberation or resolution of such proposal may be postponed upon a resolution of the Board of Directors.

Article 5 (Attendance Booklet and Proxies)

When a Board meeting is convened, an attendance booklet shall be made ready for signature by Directors attending the meeting and thereafter made available for future reference.

All Directors shall attend Board meetings in person; if attendance in person is not possible, they may, pursuant to the Articles of Incorporation of the Company, appoint another Director to attend as their proxy. Attendance via video conference is deemed as attendance in person. In such a case, the Director shall send the document of signature for attendance via facsimile in lieu of signing on the attendance booklet.

A Director appointing another Director to attend a Board meeting in his or her place shall in each case give to that Director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under preceding paragraph shall not act as proxy for more than one Director.

Article 6 (Place and Time of Board Meetings)

Board meetings shall be held at the head office and during the office hours of the Company or at any other appropriate place and time convenient for the Directors to attend and suitable for holding such a meeting.

Article 7 (Chairperson and Proxy of Board Meetings)

Board meetings convened by the Chairman shall be presided over by the Chairman. However, the first meeting of every term of the newly elected Board of Directors shall be convened and presided over by the Director who has received the largest number of votes after such election; if there are two or more persons with such convening rights, they shall elect from amongst themselves one person to convene and preside over the meeting.

If the majority or more of the Directors convene a meeting of Board of Directors on their own according to Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the Directors shall elect from amongst themselves a Chairperson.

If the Chairman is on leave or unable to exercise his powers for any cause, the Chairman shall appoint a Director to act on his behalf. In the absence of such an appointee, the Directors shall elect from amongst themselves one person to act on the behalf of the Chairman.

Article 8 (Referencing Materials, Other Attendants and Convention of Board Meetings)

The unit designated by the Board of Directors shall prepare meeting materials for Directors' reference anytime during the Board meeting.

Depending on the subject matters of proposed agenda, personnel of relevant departments or subsidiary may be invited to present at Board meetings. When necessary, certified public accounts, attorneys, or other professionals may be invited to the meetings as well. However, they shall leave the meeting when deliberation or voting takes place.

The chairperson shall call the meeting to order at the time scheduled for the meeting. If half or more of the Directors are not present at the scheduled time for a Board meeting, the chairperson may postpone the time of the meeting, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chairperson shall re-convene the meeting by following the procedures provided in paragraph 2 of Article 3.

The term "all Directors" as mentioned in the preceding paragraph and subparagraph 2 of paragraph 2 in Article 16 shall be calculated as the number of Directors then in office.

Article 9 (Recording of Board Meeting Process)

The Company shall record on audio or video the entire proceedings of a Board meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If any litigation arises in connection with a resolution of a Board of Directors meeting before the end of the preservation period referred to in the preceding paragraph, the relevant audio or video record shall continue to be preserved until the litigation is concluded, which the provision in preceding paragraph shall not be applicable.

Where a Board meeting is held via video conference, the video record shall be a part of the meeting minutes and shall be preserved during the existence of the Company.

Article 10 (Content of the Agenda)

Content of the agenda for regular Board meetings shall include at least the following:

1. Report items:

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

2. Discussion items:

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

3. Extraordinary motions.

Article 11 (Discussion of Proposals)

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

With respect to the scheduled agenda items and extraordinary motions mentioned in the preceding paragraph, the chairperson shall not announce adjournment of the meeting without the approval of a majority of Directors present at the meeting.

At any time during the proceeding of a Board meeting, if the number of Directors present at the meeting becomes less than half of the Directors originally attending the meeting, the chairperson shall announce a suspension of meeting upon a motion made by any Director present at the meeting; in which case, paragraph 3 of Article 8 of these Rules shall apply *mutatis mutandis*.

Article 12 (Matters Shall be Submitted to Board Meetings for Discussion)

The material matters listed below shall be submitted to the Board of Directors meetings for discussion:

1. The Company's business plans.
2. Annual financial reports and second quarter financial reports that must be audited and attested by a CPA.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (herein after referred to as the "Act"), and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition.
8. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a Shareholders' Meeting or Board of Directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by



Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

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

At least one Independent Director shall attend each Board meeting in person; In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under paragraph 1, each Independent Director shall attend in person. If an Independent Director is unable to attend in person, he or she shall appoint another Independent Director to attend as his or her proxy. If an Independent Director expresses any objection or reservation about a matter, it shall be recorded in the Board meeting minutes. An Independent Director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

#### Article 13 (Vote I)

The chairperson may announce the discussion closed and bring the matter to a vote if the chairperson at a Board meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote.

Resolutions shall be deemed adopted if no objection is voiced by any of the attending Directors after solicitation by the chairperson. If objection is voiced after inquiry by the chairperson, such resolution shall be brought to a vote.

The method of voting shall be one of the following as determined by the chairperson:

1. By showing of hands or voting machines.
2. By roll call vote.
3. By casting ballots.
4. By method selected by the Company.

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

#### Article 14 (Vote II and Vote Monitoring, Ballots Counting)

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

If there is an amendment to or substitute for a proposed resolution, the chairperson shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required.

If a vote on a proposal requires person(s) to monitor the voting process and counting the ballots, the chairperson shall appoint such personnel; however, all monitoring personnel shall be Directors.

The result of voting shall be announced at the meeting and placed on record.

Article 15 (The Recusal of Conflict-Interested Directors)

If a Director or the judicial person represented by a Director has a personal interest in the matter under discussion at the meeting, the relevant Director shall disclose the nature of such personal interest. If such interest may impair the interest of the Company, the relevant Director shall not join the discussion and voting of such matter, and shall enter recusal during the discussion and resolution; nor shall the relevant Director exercise voting right on behalf of another Director.

Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the meeting of Board of Directors, such Director shall be deemed to have a personal interest in the matter.

The provisions of paragraph 2 in Article 180 of the Company Act, as applied mutatis mutandis under paragraph 4 in Article 206 of that Act, apply to resolutions of Board meetings when a Director is prohibited by the rules from exercising voting rights.

Article 16 (Meeting Minutes and Items to be Signed)

The resolutions of every Board meeting shall be recorded in the meeting minutes. The meeting minutes shall record the following:

1. The term (or year), place, and time of the meeting.
2. The name of the chairperson.
3. The attendance situation of the Directors, including the names and numbers of those who are present, on leave, and absent.
4. The names and titles of the other attendants.
5. The name of minute taker.
6. Report items.
7. Discussion items: the voting method and the result of each proposal; a summary of comments made by the Directors, experts, and other personnel; the names of the Directors that disclosed a conflict of interest under paragraph 1 in Article 15 of these Rules, a summary of the nature of the conflict of interest, the reasons why the Director

was required or no required for entering recusal, and the circumstances of recusal; any dissenting or preservation opinion expressed at the meeting included in records or stated in writing; and any written statement provided by the Independent Directors pursuant to paragraph 4 in Articles 12 of these Rules.

8. Extraordinary Motions: the names of the persons proposing the extraordinary motions; the voting method and the result of each proposal; a summary of comments made by the Directors, experts, and other personnel; the names of the Directors that disclosed a conflict of interest under paragraph 1 in Article 15 of these Rules, a summary of the nature of the conflict of interest, the reasons why the Director was required or no required for entering recusal, and the circumstances of recusal; any dissenting or preservation opinion expressed at the meeting included in records or stated in writing.

9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a Board meeting shall be stated in the meeting minutes and within two days of the meeting be published on the website of the Market Observation Post System designated by the Financial Supervisory Commission:

- (1) Any matter about which an Independent Director expresses an objection or reservation that has been included in records or stated in writing.
- (2) Any matter that has not been passed by the Audit Committee, but has been adopted with the approval of two-thirds or more of all Directors.

The attendance booklet forms a part of the minutes for each Board meeting and shall be well preserved during the existence of the company.

The minutes of a Board meeting shall bear the signatures or seals of both the meeting chairperson and the minute taker; a copy of the minutes shall be distributed to each Director within 20 days after the meeting and well preserved as important records of the Company during the existence of the Company.

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

#### Article 17 (The Delegation Principal of Board of Directors)

Except the matters referred to in paragraph 1 of Article 12 which are required for proposing to the Board of Directors for discussion, the Board of Directors of the Company may authorize the Chairman to exercise its powers pursuant to the Articles of Incorporation of the Company during the suspension of Board of Directors meeting, the substances of the delegation are set forth in the following:

1. Approval of material and significant contracts.
2. Budget planning.
3. Approval of real estate mortgage and other loans.
4. Apply to the financial institutions for loan, guarantee, acceptance.
5. Approval of acquiring and disposing of the regular property and real estate.
6. Appointment of director or supervisor for invested company.
7. Approval of the record date of a capital increase or reduction, the record date of distribution of cash dividends, the record date of distribution of stock dividends or subscription, change of the distribution ratio of dividends.

Article 18 (Supplement)

The establishment and amendment of these Rules shall be approved by the Board of Directors, and reported to the Shareholders' Meeting.

Article 19 (History of these Rules)

These Rules was established during the sixth meeting of third term of Board of Directors on December 28, 2006; The first amendment was made during the fourteenth meeting of third term of Board of Directors on February 21, 2008; The second amendment was made during the fourth meeting of fifth term of Board of Directors on October 23, 2012; The third amendment was made during the sixteenth meeting of fifth term of Board of Directors on February 12, 2015; The fourth amendment was made during the fourteenth meeting of sixth term of Board of Directors on October 25, 2017; The fifth amendment was made during the sixteenth meeting of seventh term of Board of Directors on October 28, 2020.

### Shareholdings of All Directors

1. The paid-in capital of the Company is NT\$ 761,884,420, the number of total issued shares is 76,188,442.
2. According to Article 26 of the Securities and Exchange Act, the minimum required combined shareholding of all Directors shall be 6,095,075 shares.
3. Up to the date on which share transfer registration is suspended before the convention of this shareholders' meeting, the status of shareholdings of individual and all Directors registered on the shareholders roster is set forth below:

April 11, 2023

Title	Name	Holding Shares	Shareholding Ratio
Chairman	Charles Hsu	1,429,407	1.88%
Director	Li-Jeng Chen	2,345,000	3.08%
Director	Mu-Chuan Hsu	1,273,179	1.67%
Director	Michael Ho	44,250	0.06%
Director	How-Han Investment Corporation Representative: Felix Hsu	1,131,697	1.49%
Director	How-Han Investment Corporation Representative: Evans Yang (Note)		
Independent Director	Kenneth Kin	0	0
Independent Director	Ming-To Yu	0	0
Independent Director	T.C. Chen	0	0

The number of shares held by the all Directors is 6,223,533, which is by the ratio of 8.18% to the total issued shares.

Note : How-Han Investment Corporation changed its representative on January 17, 2023.

< Appendix 5 >

**The Impact of Stock Dividend Issuance on Business Performance, EPS and Shareholder Return Rate:**

There is no stock dividend will be issued in this year, this is not applicable.

< Appendix 6 >

**Explanation to the Exclusion of Proposal(s) Submitted by the Shareholder(s) Holding 1% or More of the Total Number of Outstanding Shares of the Company:**

No proposal was submitted by the shareholders during the period (March 15, 2023 to March 24, 2023) for accepting shareholders' proposal.

< Appendix 7 >

**Information Related to Employees' Compensation and Directors' Remuneration:**

The employees' compensation and Directors' remuneration of 2022 had been resolved by the Board of Directors on February 22, 2023, the distribution of mentioned compensation and remuneration is set forth below:

1. The distribution of employees' compensation is in an amount of NT\$ 344,259,423.
2. The distribution of Directors' remuneration is in an amount of NT\$ 34,425,942.
3. There is no difference between the distributed amounts mentioned above and the assessed amounts of employees' compensation in NT\$ 344,259,423 and Directors' remuneration in NT\$ 34,425,942.

The reason for difference: None.

The disposal of the difference: Not applicable.

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