

Stock Code: 1618

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2022 Regular Shareholder Meeting

Handbook

June 27, 2022

Location: No. 32, Jingjian 5th Rd., Guanyin Dist., Taoyuan City.

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◆Agenda

Agenda of the 2022 regular shareholder meeting of HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Time: June 27, 2022 (Monday) 9:00 a.m.

Location: No. 32, Jingjian 5th Rd., Guanyin Dist., Taoyuan City. (The Company's Guanyin no. 2 factory)

Agenda:

- i. Call the meeting to order
- II. Chair remarks
- III. Company reports
 - (i) The Company's 2021 business report
 - (ii) The Company's Audit Committee's review of the 2021 final report.
 - (iii) The Company's 2021 report on the distribution of remuneration for employees and directors.
 - (iv) Report on the directors' remuneration of the Company for 2021
 - (v) The Company's distribution of cash dividends from earnings and capital surplus for 2021
 - (vi) Amendment to the Company's "Corporate Social Responsibility Best Practice Principles" and rename as "Sustainable Development Best Practice Principles".
- iv. Ratification proposals
 - (i) Ratification of the 2021 business report and financial statements
 - (ii) Ratification of the 2021 earnings distribution statement
- v. Discussion matters-1
 - (i) Amendment to the Company's "Article of Incorporation".
 - (ii) Amendment to the Company's "Regulations Governing the Acquisition or Disposal of Assets".
- vi. Election
 - (i) Full re-election of directors
- vii. Discussion matters-2
 - (i) Release of the Company's new directors and their representatives from the non-compete restriction
- viii. Extraordinary motions
- ix. Adjournment

◆Company reports

Report no. 1

Subject: The Company's 2021 business report

Explanation: For the Company's 2021 business report, please refer to attachment 1 of this handbook (pages 10-11).

Report no. 2

Subject: The Company's Audit Committee's review of the 2021 final report

Explanation: For the Company's Audit Committee's 2021 review report, please refer to attachment 2 of this handbook (page 12).

Report no. 3

Subject: The Company's 2021 report on the distribution of remuneration for employees and directors.

Explanation: The Company's 2021 profits (before tax and remuneration of employees, directors and supervisors) after audited by independent auditors were NT\$305,938,429. According to Article 20 of the Articles of Incorporation, NT\$9,000,000 (2.94%) were allocated as employee remuneration, NT\$6,000,000 (1.96%) as director remuneration, all paid in cash.

Report no. 4

Subject: Report on the directors' remuneration of the Company for 2021

Explanation: 1. The Company's Articles of Incorporation provide that all directors are entitled to remuneration, and the Board of Directors is authorized to determine the amount based on their individual participation in the Company's operations and the value of their contribution with reference to the usual standard in the industry.

2. The Company's Articles of Incorporation provide that directors shall be compensated at a rate of not more than 2.5% of the Company's profit for the year.

3. In accordance with the "Management Measures for Remuneration for Directors and Managerial Officers" approved by the Remuneration Committee, the principles of payment for directors' remuneration are as follows: (1) Independent directors (all of whom are members of the Audit Committee and the Remuneration Committee) receive fixed monthly remuneration whether the Company operates at a profit or loss (2) The regular directors who are involved in the day-to-day operations of the Company and hold management positions receive monthly remuneration in accordance with their management responsibilities. (3) Remuneration to directors is based on the degree of participation and value of contribution of individual directors to the Company's operations, and is allocated in proportion to the total weights of all the directors.

4. Please refer to Attachment 3 (page 13-14) of this Handbook for the directors' remuneration.

Report no. 5

Subject: The Company's distribution of cash dividends from earnings and capital surplus for 2021

Explanation: 1. In accordance with Article 20-1 of the Company's Articles of Incorporation, the Board of Directors is authorized to resolve that all or part of the dividends and bonuses payable shall be paid in cash and report to the shareholders' meeting.

2. The Company has resolved at the 18th meeting of the 11th Board of Directors on 2022.05.12 to appropriate NT\$ 48,172,937 from the earnings of 2021, and to appropriate NT\$ 48,172,937 from the capital surplus from the issuance of shares in excess of par value, and to distribute cash dividends of NT\$0.25 per share, based on the shares held as recorded in the shareholder roster on the base date of distribution, for a total of NT\$0.50 in cash dividends.

3. The chairman of the board of directors shall, upon the authorization of the board of directors, set another payment base date and payment date. Cash distribution is calculated up to NTD. Fractions of NTD are rounded down to zero. The difference is recorded by the Company as "other income".

Report no.6

Subject: Amendment to the Company's "Corporate Social Responsibility Best Practice Principles" and rename as "Sustainable Development Best Practice Principles".

Explanation: In accordance with the revisions of laws and regulations and the actual needs of the business, some provisions of the "Ethical Corporate Management Best Practice Principles" have been amended and renamed as the "Sustainable Development Best Practice Principles". Please refer to Attachment 4 of this Handbook (pages 15-21) for the comparison of the amended provisions.

◆Ratification proposals

Proposal no. 1 (by Board of Directors)

Subject: Proposal for the ratification of the 2021 business report and financial statements

Explanation: 1. The Company's 2021 business report, stand-alone financial statements and consolidated financial statements were approved by a resolution of the Board of Directors. The CPA firm of Deloitte and Touche has audited the stand-alone financial statements and the consolidated financial statements and has given an unqualified opinion thereon.

2. The above-mentioned business report and financial statements have been sent to the Audit Committee, which issued a review report.

3. Please refer to attachment 1 and 5 (pages 10-11 and 22-40) for the Company's 2021 business report and financial statements, and please accept the proposal for ratification.

Resolution:

Proposal no. 2 (by Board of Directors)

Subject: Proposal for the ratification of the 2021 earnings distribution proposal

Explanation: The Company's 2021 earnings distribution proposal was approved by a resolution of the Board of Directors and reviewed by the Audit Committee, which issued a review report.–Please refer to attachment 6 (page 41) of this handbook for the earnings distribution statement. Please accept the proposal for ratification.

Resolution:

◆Discussion matters-1

Proposal no. 1 (by Board of Directors)

Subject: Amendment to the Company's "Article of Incorporation". Please proceed to discuss.

Explanation: In accordance with the provisions of Article 172-2 of the Company Act of 2021.12.29 and the actual needs of the business,, some provisions of the "Articles of Incorporation" have been amended. Please refer to Attachment 7 of this Handbook (page 42) for the comparison of the amended provisions.

Resolution:

Proposal no. 2 (by Board of Directors)

Subject: Amendment to the Company's "Regulations Governing the Acquisition or Disposal of Assets".. Please proceed to discuss.

Explanation: In accordance with the revisions of laws and regulations of 2022.01.28 and the actual needs of the business, some provisions of the "Regulations Governing the Acquisition or Disposal of Assets" have been amended. Please refer to Attachment 8 of this Handbook (pages 44) for the comparison of the amended provisions.

Resolution:

◆ Election

Proposal no. 1 (by Board of Directors)

Subject: Please proceed to re-elect all directors

- Explanation: 1. The term of office of the current directors and independent directors will expire, and the Company intends to re-elect all of them at the regular shareholders' meeting.
2. According to the Company's Articles of Incorporation, there are 7-11 directors to be elected. 9 directors (including 3 independent directors) will be re-elected this time for a term of 3 years (from June 27, 2022 to June 26, 2025 after the re-election at the regular shareholders' meeting). The former directors (including independent directors) will be relieved of duties
3. The election of the Company's directors shall be conducted in accordance with Article 14 of the Company's Articles of Incorporation by adopting the procedures of the candidate nomination system as stipulated in Article 192-1 of the Company Act, and the shareholders' meeting shall elect from the list of candidates.
4. The candidates for director were nominated by the Board of Directors and reviewed and approved by the Board of Directors on May 12, 2022. The list of candidates for directors and their academic background and experience are listed below.

Candidate	Name	Major educations and experiences	Current position	Number of shares
Director	Biqi Yang SOL YOUNG ENTERPRISES CO., LTD. : Representative	Department of International Trade, Changhua Senior High School of Commerce Chairperson, Dahelong Electromechanical Co., Ltd	Chairperson, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD.	8, 656股 the juristic-person shareholder: 62, 045, 531 shares
Director	Kaiti Yang	Department of Chemical Engineering, Chung Yuan Christian University Chairperson & General Manager, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD. Chairperson, SOL YOUNG ENTERPRISES CO., LTD.	Director, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD.	1, 575, 520 shares
Director	Yisen Lai	Department of Chemical Engineering, Chung Yuan Christian University General Manager, SOL YOUNG ENTERPRISES CO., LTD.	Director, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD.	1, 600, 529 shares
Director	Suyuan Yu	General Business Department, Taipei Municipal Shilin High School of Commerce Deputy General Manager, HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.,	Director, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD.	609, 399 shares

Director	Xinzheng Li	Department of Electrical Engineering, Chien Hsin University of Science and Technology General Manager, Dahelong Electromechanical Co., Ltd. Plant Manager, HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.	Director & General Manager, HOLD-KEY ELECTRIC WIRE & CABLE CO. LTD. Director and General Manager, Taiwan SRU Co., Ltd., Director and General Manager of Mechanics and Electricity Business Group, YOUNG FAST OPTOELECTRONICS CO., LTD. Chairperson, Muchon Farm Co., Ltd.	1, 063shares
Director	BOND-GALV INDUSTRIAL CO., LTD.	Not applicable	Not applicable	2, 329, 998shares
Independent directors	Rongsui Weng	Department of Economics, College of Social Sciences, National Taiwan University EMBA, College of Management, National Taiwan University Deloitte and Touche CPA and director concurrently	Independent directors , Remuneration Committee and Audit Committee, HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD., Chairperson, OFUNA TECHNOLOGY CO., LTD., Chairperson, Shaorui Development Co., Ltd., Independent Director, Audit Committee, and Remuneration Committee, Taiwan Name Plate Co., Ltd. Independent Director, Audit Committee, and Remuneration Committee, HSIN KUANG STEEL CO., LTD.	0shares
Independent directors	Wencheng Shen	Department of Finance, National Taiwan University Department of Capital Markets, Taiwan Securities Co., Ltd. Deputy general manager General Manager, Taishin Investment Trust	Independent directors , Remuneration Committee and Audit Committee, HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.,	0shares
Independent directors	Shizhen Chen	Graduate School of Law, Soochow University Lawyer, Lee and Li, Attorneys-at-Law Arbitrator, Chinese Arbitration Association, Taipei Taipei Branch, Legal Aid Foundation Member, Screening Committee	Independent directors , Remuneration Committee and Audit Committee, HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD., Lawyer, THRONE, Attorneys-at-Law, Legal Counsel, Supervisor, ONATION CORPORATION, Independent Director, Audit Committee Member, and Remuneration Committee Member, PAN-JIT INTERNATIONAL INC. Campus Consumer Protection Committee, Remuneration Committee and Audit Committee,	0shares

Election results:

◆ Discussion Items-2

Proposal no. 1 (by Board of Directors)

Subject: Please proceed to discuss the release of the Company's new directors and their representatives from the non-compete restriction.

- Explanation: 1. In accordance with Article 209 of the Company Act, which stipulates that "A director who engages in conduct for himself/herself or for another person that falls within the scope of the Company's business shall explain the material content of his/her conduct to the shareholders' meeting and obtain permission"
2. The Company intends to seek the permission of the shareholders' meeting to release the new directors and their representatives from the non-compete restriction, if any, after their election .
3. The following details the proposed release from the non-compete restriction on the candidates for election as directors of the Company.

Title	Name	Company in which the individual is concurrently serving	Position held
Director	SOL YOUNG ENTERPRISES CO., LTD.	TAIWAN FLEX ELECTRONICS INC. SOL YOUNG ENTERPRISES CO., LTD. LUMINOUS OPTICAL TECHNOLOGY CO., LTD. Jian Shuo Industrial Co., Ltd.	Director Director Director Director
Director	Biqi Yang SOL YOUNG ENTERPRISES CO., LTD. : Representative	HOLDKEY (BELIZE) INVESTMENTS LIMITED.	Chairperson
Director	Kaiti Yang	Yusheng Asset Development Co., Ltd.	Supervisor
Director	Yisen Lai	SOL YOUNG ENTERPRISES CO., LTD. Fenggen Development Co., Ltd. Zhangmiao Development Co., Ltd. BOND-GALV INDUSTRIAL CO., LTD.	Director Director Director Director
Director	Suyuan Yu	Huan Yi Development Co., Ltd	Director
Director	Xinzheng Li	Taiwan SRU Co., Ltd., YOUNG FAST OPTOELECTRONICS CO., LTD. Muchon Farm Co., Ltd.	Director and General Manager Director and General Manager of Mechanics and Electricity Business Group Chairperson
Director	BOND-GALV INDUSTRIAL CO., LTD.	SOL YOUNG ENTERPRISES CO., LTD Jian Shuo Industrial Co., Ltd.	Supervisor Director
Independent directors	Rongsui Weng	OFUNA TECHNOLOGY CO., LTD., Shaorui Development Co., Ltd., Taiwan Name Plate Co., Ltd. HSIN KUANG STEEL CO., LTD.	Chairperson Chairperson Independent directors , Remuneration Committee and Audit Committee Independent directors , Remuneration Committee and Audit Committee
Independent directors	Wencheng Shen	None	None

Independent directors	Shizhen Chen	<p style="text-align: center;">ONATION CORPORATION THRONE, Chang Gung Medical Foundation industry-academia Cooperation Center Campus Consumer Protection Committee,</p> <p style="text-align: center;">PAN-JIT INTERNATIONAL INC.</p>	<p style="text-align: center;">Supervisor Lawyer Attorneys-at-Law Member Independent directors , Remuneration Committee and Audit Committee</p>
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4. Please proceed to discuss.

Resolution:

- ◆ Extraordinary motions
- ◆ Adjournment

Attachment 1:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2021 Business report

The Company's 2021 consolidated operating revenues were NT\$2,803,841 thousand, an decrease of 0.68% over last year, with a gross margin of 12.31%, an increase of 1.23% compared with the same period last year, and operating profit of \$250,860 thousand for the year%. Non-operating income mainly consisted of interest income of NT\$1,525 thousand, dividend income of NT\$32,901 thousand, and gold valuation loss of NT\$10,395 thousand. Disposal of investment by the Company using equity method NT\$4,448 thousand, and net profits after tax were NT\$232,916 thousand.

Proportion of sales by product in 2021: rubber cable 14.19%, communication cable 8.48%, XLPE power cable 48.79%, aluminum wire 2.77%, optical fiber 3.44%, service and engineering income 2.60%, and other approximately 19.73%.

(i) Implementation results of business plan

Unit: Thousand NT\$

Item	2021 (IFRS)-stand-alone	2020 (IFRS)-stand-alone	Increase or decrease %	2021 (IFRS)-consolidated	2020 (IFRS)-consolidated	Increase or decrease %
Operating revenues	2,800,179	2,818,659	(0.66%)	2,803,841	2,822,947	(0.68%)
Operating costs	2,453,015	2,474,138	(0.85%)	2,458,739	2,482,042	(0.94%)
Operating gross margins	347,164	344,521	0.77%	345,102	340,905	1.23%
Operating expenses	93,205	99,233	(6.07%)	94,242	100,263	(6.01%)
Operating profits	253,959	245,288	3.54%	250,860	240,642	4.25%
Non-operating income and expense	36,980	48,875	(24.34%)	40,079	53,521	(25.12%)
Net profits before tax	290,939	294,163	(1.10%)	290,939	294,163	(1.10%)

The decrease in non-operating income and expenses for 2021 compared to the same period last year was mainly due to the loss on unrealized gain on gold valuation.

(ii) Budget implementation status

The 2021 financial forecast was not made public, so there is no question of whether the budget was achieved or not.

(iii) Profitability analysis

Analysis	Ratio (%)
Return on assets (%)	4.85%
Return on equity (%)	5.26%
Profits before tax to capital (%)	15.10%
Net profits margin (%)	8.31%
Earnings per share (NT\$)	1.04

The Company will continue to improve production quality, actively develop a more complete product portfolio and obtain product certifications from various countries to open up new markets, and strengthen our management to reduce costs and operating risks in order to move into the international arena as a professional cable manufacturer with a stable operation, and is looking forward to making new achievements in the future to reward our shareholders.

We would like to express our most profound gratitude to the shareholders, Please continue to give us your support and advice.

We wish you all
success and good health.

Chairperson: Biqi Yang General manager: Xinzheng Li Accounting officer: Tingyi Zhou

Attachment 2:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Audit Committee's Review Report

The Board of Directors prepared the Company's 2021 business report, financial statements (stand-alone and consolidated) and earnings distribution proposal. CPA Zeli Gong and Wenyuan Zhuang from Deloitte and Touche have audited the financial statements (stand-alone and consolidated) and have issued an audit report. The above-mentioned business report, financial statements (stand-alone and consolidated) and earnings distribution proposal have been reviewed by the Audit Committee and no discrepancies have been found and a report was prepared for your review according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

The 2022 regular shareholder meeting of HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Chairperson of the Audit Committee:

May 12, 2022

Attachment 3:

Remuneration for directors (including independent directors)

Unit: Thousand NT\$

Title	Name	Remuneration for directors								A, B, C and D as a % of the net profits after tax		Remuneration for employees with concurrent positions in the Company and other companies								A, B, C, D, E, F and G as a % of the net profits after tax		Remuneration from reinvested enterprises outside subsidiaries or from the parent company	
		Base remuneration (A)		Severance and pension (B)		Remuneration for directors (C)		Business execution expenses (D)				Remuneration, bonus, allowance (E)		Severance and pension (F)		Remuneration for employees (G)							
		The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company	All companies in the financial statements	The Company		All companies in the financial statements		The Company	All companies in the financial statements		
																Cash amount	Stock amount	Cash amount	Stock amount				
Director	SOL YOUNG ENTERPRISES CO., LTD. Representative Biqi Yang	2,100	2,100	0	0	4,500	4,500	0	0	6,600 (2.83%)	6,600 (2.83%)	4,932	4,932	184	184	1,500	0	1,500	0	13,216 (5.67%)	13,216 (5.67%)	None	
	Kaiti Yang																						
	Yisen Lai																						
	Suyuan Yu																						
	Xinzheng Li																						
Independent director	BOND-GALV INDUSTRIAL CO., LTD. Representative Yuanhong Huang	1,836	1,836	0	0	1,500	1,500	0	0	3,336 (1.43%)	3,336 (1.43%)	0	0	0	0	0	0	0	0	3,336 (1.43%)	3,336 (1.43%)	None	
	Rongsui Weng																						
	Wencheng Shen																						
	Shizhen Chen																						

Table of remuneration ranges

Remuneration ranges for the directors of the Company	Director's name			
	Total amount of the first four remunerations (A+B+C+D)		Total amount of the first seven remunerations (A+B+C+D+E+F+G)	
	The Company	All companies in the financial statements	The Company	All companies in the financial statements
Less than NT\$1,000,000	Kaiti Yang, Yisen Lai, Suyuan Yu Xinzheng Li, Yuanhong Huang,	Kaiti Yang, Yisen Lai, Suyuan Yu Xinzheng Li, Yuanhong Huang,	Yuanhong Huang,	Yuanhong Huang,
NT\$1,000,000 (inclusive) ~ NT\$2,000,000 (exclusive)	Rongsui Weng, Wencheng Shen, Shizhen Chen	Rongsui Weng, Wencheng Shen, Shizhen Chen	Kaiti Yang, Yisen Lai, Suyuan Yu, Rongsui Weng, Wencheng Shen, Shizhen Chen	Kaiti Yang, Yisen Lai, Suyuan Yu, Rongsui Weng, Wencheng Shen, Shizhen Chen
NT\$2,000,000 (inclusive) ~ NT\$3,500,000 (exclusive)	Biqi Yang	Biqi Yang	Biqi Yang	Biqi Yang
NT\$3,500,000 (inclusive) ~ NT\$5,000,000 (exclusive)	None	None	None	None
NT\$5,000,000 (inclusive) ~ NT\$10,000,000 (exclusive)	None	None	Xinzheng Li	Xinzheng Li
NT\$10,000,000 (inclusive) ~ NT\$15,000,000 (exclusive)	None	None	None	None
NT\$15,000,000 (inclusive) ~ NT\$30,000,000 (exclusive)	None	None	None	None
NT\$30,000,000 (inclusive) ~ NT\$50,000,000 (exclusive)	None	None	None	None
NT\$50,000,000 (inclusive) ~ NT\$100,000,000 (exclusive)	None	None	None	None
More than NT\$100,000,000	None	None	None	None
Total	9 seats	9 seats	9 seats	9 seats

Attachment 4:

**HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD
Comparison of amendments to the Company's Sustainable
Development Best Practice Principles**

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
Name	<u>Sustainable Development Best Practice Principles</u>	<u>Corporate Social Responsibility Best Practice Principles</u>	In accordance with the revision of laws and regulations, the "Corporate Social Responsibility Best Practice Principles" is amended and renamed as "Sustainable Development Best Practice Principles".
Article 3	In promoting <u>sustainable development</u> , the Company shall pay attention to the rights and interests of its stakeholders and, while pursuing sustainable operation and profitability, pay attention to environmental, social and corporate governance factors and incorporate them into its management and operations. (The following are omitted.)	In <u>fulfilling CSR</u> , the Company shall <u>respect social ethics and</u> pay attention to the rights and interests of its stakeholders and, while pursuing sustainable operation and profitability, pay attention to environmental, social and corporate governance factors and incorporate them into its management and operations. (The following are omitted.)	In accordance with the revision of laws and regulations
Article 4	The following principles are appropriate for the Company's practice of <u>sustainable development</u> : I. Carry through and promote corporate governance. II. Develop a sustainable environment. III. Safeguard social welfare. IV. Strengthen the disclosure of information on corporate <u>sustainable development</u> .	The following principles are appropriate for the Company's practice of <u>Corporate Social Responsibility</u> : I. Carry through and promote corporate governance. II. Develop a sustainable environment. III. Safeguard social welfare. IV. Strengthen the disclosure of information on corporate <u>Corporate Social Responsibility</u> .	In accordance with the revision of laws and regulations
Article 5	The Company shall comply with the provisions of the law and the Articles of Incorporation, as well as the	The Company shall comply with the provisions of the law and the Articles of Incorporation, as well as the	In accordance with the revision of laws and regulations

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
	contracts signed with the stock exchange and related regulations. It is also appropriate to consider the development trends of domestic and international <u>sustainability issues</u> , the Company's own and its group enterprises' overall operational activities, and formulate policies, systems or related management systems for <u>sustainable development</u> , which shall be approved by the Board of Directors.	contracts signed with the stock exchange and related regulations. It is also appropriate to consider the development trends of domestic and international <u>Corporate Social Responsibility</u> , the Company's own and its group enterprises' overall operational activities, and formulate policies, systems or related management systems for <u>Corporate Social Responsibility</u> , which shall be approved by the Board of Directors.	
<u>Article 6</u> (Original Article 9)	The Company shall establish an effective corporate governance structure and related ethical standards and matters in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, <u>the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies</u> , and the Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/TPEX Listed Companies, in order to improve corporate governance.	The Company shall establish an effective corporate governance structure and related ethical standards and matters in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, and the Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/TPEX Listed Companies, in order to improve corporate governance.	In accordance with the revision of laws and regulations
<u>Article 7</u> (Original Article 6)	The Board of Directors of the Company shall exercise its duty of care as a good manager to supervise the enterprise to practice <u>sustainable development</u> , and review the effectiveness of its implementation and continuous improvement from time to time to ensure the implementation of the <u>sustainable development</u> policy. The Board of Directors of the Company shall <u>promote the goal of sustainable development</u> in the following ways:	The Board of Directors of the Company shall exercise its duty of care as a good manager to supervise the enterprise to practice <u>Corporate Social Responsibility</u> , and review the effectiveness of its implementation and continuous improvement from time to time to ensure the implementation of the <u>Corporate Social Responsibility</u> policy. The Board of Directors of the Company shall <u>promote the goal of Corporate Social Responsibility</u> in the following ways:	In accordance with the revision of laws and regulations

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
	<p>I. Incorporate <u>sustainable development</u> into the Company's operational activities and development direction.</p> <p>II. Propose a mission or vision and values for <u>sustainable development</u> and formulate a policy statement on corporate social responsibility.</p> <p>III. Ensure that information related to <u>sustainable development</u> is disclosed.</p>	<p>I. Incorporate <u>Corporate Social Responsibility</u> into the Company's operational activities and development direction.</p> <p>II. Propose a mission or vision and values for <u>Corporate Social Responsibility</u> and formulate a policy statement on corporate social responsibility.</p> <p>III. Ensure that information related to <u>Corporate Social Responsibility</u> is disclosed.</p>	
<u>Article 8</u> (Original Article 7)	<p>In order to improve the management of <u>sustainable development</u>, the Company shall establish a <u>governance structure to promote sustainable development</u>, and set up a dedicated (part-time) unit to promote <u>sustainable development</u>, which shall be responsible for proposing and implementing <u>sustainable development</u> policies or systems, and report to the Board of Directors on a regular basis.</p>	<p>In order to improve the management of <u>Corporate Social Responsibility</u>, the Company shall set up a dedicated (part-time) unit to promote <u>Corporate Social Responsibility</u>, which shall be responsible for proposing and implementing <u>Corporate Social Responsibility</u> policies or systems, and report to the Board of Directors on a regular basis.</p>	<p>In accordance with the revision of laws and regulations</p>
<u>Article 9</u> (Original Article 8)	<p>The Company shall respect the rights and interests of stakeholders, identify the stakeholders of the Company, and <u>set up a stakeholder area on the Company's website</u>; understand their reasonable expectations and needs through appropriate communication, and respond appropriately to important <u>sustainable development</u> issues of concern to stakeholders.</p>	<p>The Company shall respect the rights and interests of stakeholders, identify the stakeholders of the Company, understand their reasonable expectations and needs through <u>appropriate communication and their participation</u>, and respond appropriately to important <u>CSR</u> issues of concern to stakeholders.</p>	<p>In accordance with the revision of laws and regulations</p>
<u>Article 10</u> (This Article is deleted)		<p><u>The Company shall conduct its business activities in compliance with relevant laws and regulations and implement</u></p>	<p>In accordance with regulations, this Article is deleted and the</p>

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
		<p><u>the following matters to create a fair competitive environment.</u></p> <ul style="list-style-type: none"> I. <u>Avoid engaging in acts that violate fair competition.</u> II. <u>Fulfill its tax obligations.</u> III. <u>Anti-bribery and corruption, and establish appropriate management systems.</u> IV. <u>Corporate donations are in accordance with internal procedures.</u> 	<p>order of the following articles is adjusted.</p>
<p><u>Original Article 11</u> <u>(This Article is deleted)</u></p>		<p><u>The Company shall regularly conduct corporate ethics training for directors, supervisors and employees and promote the matters in the preceding Article, and integrate them with the employee performance appraisal system to establish a clear and effective reward and disciplinary system.</u></p>	<p>In accordance with the revision of laws and regulations, This Article is deleted, Adjust Article order</p>
<p><u>Article 11</u> <u>(Original Article 13)</u></p>	<p>The Company shall be committed to improving the efficiency of <u>resource utilization</u> and using recycled materials with low impact on the environment, so that the earth's resources can be used sustainably.</p>	<p>The Company shall be committed to improving the efficiency of resource utilization and using recycled materials with low impact on the environment, so that the earth's resources can be used sustainably.</p>	<p>In accordance with the revision of laws and regulations</p>
<p><u>Article 16</u> <u>(Original Article 18)</u></p>	<p>The Company shall evaluate the potential risks and opportunities of climate change to the Company now and in the future, and take relevant countermeasures?</p> <p>The Company shall adopt common domestic and foreign standards or guidelines to perform and disclose the corporate greenhouse gas inventory, the scope of which shall include</p> <ul style="list-style-type: none"> I. Direct greenhouse gas 	<p>The Company shall evaluate the potential risks and opportunities of climate change to the Company now and in the future, and take countermeasures <u>to respond to climate related issues</u></p> <p>The Company shall adopt common domestic and foreign standards or guidelines to perform and disclose the corporate greenhouse gas inventory, the scope of which shall include</p> <ul style="list-style-type: none"> I. Direct greenhouse gas 	<p>In accordance with the revision of laws and regulations</p>

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
	<p>emissions: greenhouse gas emissions sources owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: <u>input</u> power, heat or steam and other energy use generated by.</p> <p>III. <u>Other indirect emissions: the Company's activities generated by emissions, not indirect emissions of energy, but from sources owned or controlled by other firms.</u></p> <p>The Company shall compile statistics on greenhouse gas emissions, water consumption and total weight of waste, and formulate policies for energy conservation and carbon reduction, greenhouse gas reduction, reduction of water consumption or other waste management, and incorporate the acquisition of carbon rights into the Company's carbon reduction strategy plan and promote them accordingly to reduce the impact of the Company's operational activities on climate change.</p>	<p>emissions: greenhouse gas emissions sources owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: Generated by <u>externally purchased</u> power, heat or steam and other energy use.</p> <p>The Company shall compile statistics on greenhouse gas emissions, water consumption and total weight of waste, and formulate policies for energy conservation and carbon reduction, greenhouse gas reduction, reduction of water consumption or other waste management, and incorporate the acquisition of carbon rights into the Company's carbon reduction strategy plan and promote them accordingly to reduce the impact of the Company's operational activities on natural environment.</p>	
<p><u>Article 27</u> (Original Article 29)</p>	<p>The Company shall disclose information in accordance with relevant laws and regulations and the Corporate Governance Best Practice Principles, and shall fully disclose relevant and reliable information related to <u>sustainable development</u> in order to enhance information transparency.</p> <p>The Company shall disclose information related to <u>sustainable development</u> as follows.</p>	<p>The Company shall disclose information in accordance with relevant laws and regulations and the Corporate Governance Best Practice Principles, and shall fully disclose relevant and reliable information related to <u>CSR</u> in order to enhance information transparency.</p> <p>The Company shall disclose information related to <u>CSR</u> as follows.</p>	<p>In accordance with the revision of laws and regulations</p>

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
	<p>I. The governance mechanism, strategies, policies and management guidelines for <u>sustainable development</u> approved by the Board of Directors.</p> <p>II. The risks and impacts on the Company's operations and financial condition arising from the factors such as the promotion of corporate governance, the development of a sustainable environment, and the protection of social welfare.</p> <p>III. The company's measures to <u>promote sustainable development</u> and the <u>performance of implementation</u>.</p> <p>IV. <u>Main stakeholders and the issues of concerns to them</u></p> <p>V. Other information related to <u>sustainable development</u></p>	<p>I. The governance mechanism, strategies, policies and management guidelines for <u>CSR</u> approved by the Board of Directors.</p> <p>II. The risks and impacts on the Company's operations and financial condition arising from the factors such as the promotion of corporate governance, the development of a sustainable environment, and the protection of social welfare.</p> <p>III. The Company's <u>objectives and</u> measures to <u>fulfill CSR</u>.</p> <p>IV. <u>The performance of CSR implementation</u>.</p> <p>V. Other <u>CSR</u>-related information</p>	
<p><u>Article 28</u> (Original Article 30)</p>	<p>The Company shall prepare a <u>sustainability</u> report in accordance with the time frame prescribed by the competent authorities to disclose the promotion of <u>sustainable development</u>, the contents of which shall include the following:</p> <p>I. The institutional framework, policies and action plans for implementing sustainable development.</p> <p>II. ~IV. (Omitted)</p>	<p>The Company shall prepare a <u>CSR</u> report in accordance with the time frame prescribed by the competent authorities to disclose the promotion of <u>CSR</u>, the contents of which shall include the following:</p> <p>I. The institutional framework, policies and action plans for implementing <u>CSR</u>.</p> <p>II. ~IV. (Omitted)</p>	<p>In accordance with the revision of laws and regulations</p>
<p><u>Article 29</u> (Original Article 31)</p>	<p>The Company shall pay attention to the development of domestic and international</p>	<p>The Company shall pay attention to the development of domestic and international <u>CSR</u></p>	<p>In accordance with the revision of laws and</p>

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
	<p><u>standards related to sustainable development</u> and changes in the corporate environment at all times, and review and improve the <u>sustainable development</u> system established by the Company accordingly, in order to enhance the effectiveness of <u>promoting sustainable development</u>.</p>	<p><u>systems</u> and changes in the corporate environment at all times, and review and improve the <u>CSR</u> system established by the Company accordingly, in order to enhance the effectiveness of <u>fulfilling CSR</u>.</p>	<p>regulations</p>
<p><u>Article 30</u> (Original Article 32)</p>	<p>The establishment and amendment of the Principles shall be approved by the Board of Directors and submitted to the shareholders' meeting before implementation.</p> <p>The Principles were established on March 29, 2017</p> <p>The 1st amendment to the Principles was made on March 27, 2020</p> <p><u>The 2nd amendment to the Principles was made on December 28, 2021</u></p>	<p>The establishment and amendment of the Principles shall be approved by the Board of Directors and submitted to the shareholders' meeting before implementation.</p> <p>The Principles were established on March 29, 2017</p> <p>The 1st amendment to the Principles was made on March 27, 2020</p>	<p>Add the date and number of amendments</p>

Attachment 5:

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Hold-Key Electric Wire & Cable Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Hold-Key Electric Wire & Cable Co., Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. 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.

Revenue Recognition

The Group's revenue, which comes from sales of wires and cables to domestic contractors for government projects, is recognized upon the customers' acceptance of the products based on the agreed upon conditions. Since the amount of such revenue is significant to the consolidated financial statements, we considered the occurrence of such revenue as a key audit matter for the year ended December 31, 2021.

To address this matter, we evaluated the Group's revenue recognition policy and the design and implementation of internal controls for such revenue and conducted the relevant internal control test and substantive test. We selected samples of such recorded sales revenue and verified them against the contract, customers' acceptance documents, sales orders, invoices, etc., and confirmed the occurrence of this type of revenue transactions.

Other Matter

We have also audited the financial statements of Hold-Key Electric Wire & Cable Co., Ltd. as of and for the years ended December 31, 2021 and 2020, 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 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, 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021 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 Tza-Li Gung and Wen-Yuan Chuang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 22, 2022

Notice to Readers

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

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 176,505	4	\$ 684,882	14
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	157,113	3	167,508	3
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	93,689	2	126,724	2
Financial assets at amortized cost - current (Notes 4, 9 and 29)	28,408	1	36,000	1
Contract assets - current (Notes 4 and 22)	267,778	6	240,070	5
Notes receivable (Notes 4, 10 and 22)	36,115	1	26,497	-
Trade receivables (Notes 4, 10, 22 and 28)	303,131	7	290,533	6
Other receivables (Note 10)	10,953	-	2,943	-
Inventories (Notes 4, 5 and 12)	906,904	20	757,574	15
Other current assets (Note 18)	<u>12,838</u>	<u>-</u>	<u>40,527</u>	<u>1</u>
Total current assets	<u>1,993,434</u>	<u>44</u>	<u>2,373,258</u>	<u>47</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	905,744	20	990,554	20
Investments accounted for using the equity method (Notes 4 and 14)	-	-	570	-
Property, plant and equipment (Notes 4, 15 and 29)	1,345,559	30	1,415,027	28
Right-of-use assets (Notes 4 and 16)	12,312	-	9,266	-
Investment properties (Notes 4, 17 and 29)	289,931	6	192,936	4
Deferred tax assets (Notes 4, 5 and 24)	24,517	-	28,136	1
Other non-current assets (Note 18)	<u>11,938</u>	<u>-</u>	<u>27,207</u>	<u>-</u>
Total non-current assets	<u>2,590,001</u>	<u>56</u>	<u>2,663,696</u>	<u>53</u>
TOTAL	<u>\$ 4,583,435</u>	<u>100</u>	<u>\$ 5,036,954</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ 429	-	\$ 290	-
Trade payables to unrelated parties	128,715	3	220,484	4
Trade payables to related parties (Note 28)	15,476	-	-	-
Amounts due to customers for construction contracts (Note 11)	7,005	-	2,066	-
Other payables (Note 19)	84,038	2	85,207	2
Current tax liabilities (Notes 4 and 24)	33,319	1	42,955	1
Lease liabilities - current (Notes 4 and 16)	4,769	-	3,506	-
Other current liabilities (Note 19)	<u>24,701</u>	<u>-</u>	<u>23,724</u>	<u>-</u>
Total current liabilities	<u>298,452</u>	<u>6</u>	<u>378,232</u>	<u>7</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 24)	474	-	2,553	-
Lease liabilities - non-current (Notes 4 and 16)	7,608	-	5,899	-
Other non-current liabilities (Notes 19, 20 and 28)	<u>36,033</u>	<u>1</u>	<u>34,676</u>	<u>1</u>
Total non-current liabilities	<u>44,115</u>	<u>1</u>	<u>43,128</u>	<u>1</u>
Total liabilities	<u>342,567</u>	<u>7</u>	<u>421,360</u>	<u>8</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4, 8 and 21)				
Ordinary shares	<u>1,926,917</u>	<u>42</u>	<u>2,408,647</u>	<u>48</u>
Capital surplus	<u>283,083</u>	<u>6</u>	<u>359,377</u>	<u>7</u>
Retained earnings				
Legal reserve	332,672	7	307,990	6
Special reserve	-	-	11,237	-
Unappropriated earnings	<u>1,453,006</u>	<u>32</u>	<u>1,207,765</u>	<u>24</u>
Total retained earnings	<u>1,785,678</u>	<u>39</u>	<u>1,526,992</u>	<u>30</u>
Other equity	<u>245,190</u>	<u>6</u>	<u>320,578</u>	<u>7</u>
Total equity attributable to owners of the parent	<u>4,240,868</u>	<u>93</u>	<u>4,615,594</u>	<u>92</u>
TOTAL	<u>\$ 4,583,435</u>	<u>100</u>	<u>\$ 5,036,954</u>	<u>100</u>

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 22, 28 and 35)	\$ 2,803,841	100	\$ 2,822,947	100
OPERATING COSTS (Notes 12, 20, 23 and 28)	<u>2,458,739</u>	<u>88</u>	<u>2,482,042</u>	<u>88</u>
GROSS PROFIT	<u>345,102</u>	<u>12</u>	<u>340,905</u>	<u>12</u>
OPERATING EXPENSES (Notes 20, 23 and 28)				
Selling and marketing expenses	47,814	2	56,279	2
General and administrative expenses	41,540	1	39,524	1
Research and development expenses	<u>4,888</u>	<u>-</u>	<u>4,460</u>	<u>-</u>
Total operating expenses	<u>94,242</u>	<u>3</u>	<u>100,263</u>	<u>3</u>
PROFIT FROM OPERATIONS	<u>250,860</u>	<u>9</u>	<u>240,642</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 23)	1,525	-	2,758	-
Other income (Note 23)	42,452	1	38,407	1
Other gains and losses (Notes 14, 15 and 23)	(3,683)	-	12,488	1
Finance costs (Note 23)	(215)	-	(360)	-
Share of profit (loss) of associates accounted for using the equity method (Note 14)	<u>-</u>	<u>-</u>	<u>228</u>	<u>-</u>
Total non-operating income and expenses	<u>40,079</u>	<u>1</u>	<u>53,521</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	290,939	10	294,163	11
INCOME TAX EXPENSE (Notes 4, 5 and 24)	<u>58,023</u>	<u>2</u>	<u>52,183</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>232,916</u>	<u>8</u>	<u>241,980</u>	<u>9</u>

(Continued)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ (1,237)	-	\$ 323	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	(48,835)	(2)	336,584	12
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>454</u>	<u>-</u>	<u>(257)</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>(49,618)</u>	<u>(2)</u>	<u>336,650</u>	<u>12</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 183,298</u>	<u>6</u>	<u>\$ 578,630</u>	<u>21</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$ 1.04</u>		<u>\$ 1.00</u>	
Diluted	<u>\$ 1.04</u>		<u>\$ 1.00</u>	

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	Retained Earnings						Exchange Differences on Translating Foreign Operations	Other Equity		Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total		Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total	
BALANCE AT JANUARY 1, 2020	\$ 2,408,647	\$ 431,635	\$ 301,196	\$ 221,330	\$ 757,651	\$ 1,280,177	\$ 6,062	\$ (17,299)	\$ (11,237)	\$ 4,109,222
Appropriation of the 2019 earnings										
Legal reserve	-	-	6,794	-	(6,794)	-	-	-	-	-
Special reserve	-	-	-	(210,093)	210,093	-	-	-	-	-
Issuance of cash dividends from capital surplus	-	(72,258)	-	-	-	-	-	-	-	(72,258)
Net profit for the year ended December 31, 2020	-	-	-	-	241,980	241,980	-	-	-	241,980
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	323	323	(257)	336,584	336,327	336,650
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	242,303	242,303	(257)	336,584	336,327	578,630
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	4,512	4,512	-	(4,512)	(4,512)	-
BALANCE AT DECEMBER 31, 2020	2,408,647	359,377	307,990	11,237	1,207,765	1,526,992	5,805	314,773	320,578	4,615,594
Appropriation of the 2020 earnings										
Legal reserve	-	-	24,682	-	(24,682)	-	-	-	-	-
Special reserve	-	-	-	(11,237)	11,237	-	-	-	-	-
Issuance of cash dividends from capital surplus	-	(72,259)	-	-	-	-	-	-	-	(72,259)
Capital reduction	(481,730)	-	-	-	-	-	-	-	-	(481,730)
Disposal of investments accounted for using the equity method	-	(4,035)	-	-	-	-	-	-	-	(4,035)
Net profit for the year ended December 31, 2021	-	-	-	-	232,916	232,916	-	-	-	232,916
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	(1,237)	(1,237)	454	(48,835)	(48,381)	(49,618)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	231,679	231,679	454	(48,835)	(48,381)	183,298
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	27,007	27,007	-	(27,007)	(27,007)	-
BALANCE AT DECEMBER 31, 2021	\$ 1,926,917	\$ 283,083	\$ 332,672	\$ -	\$ 1,453,006	\$ 1,785,678	\$ 6,259	\$ 238,931	\$ 245,190	\$ 4,240,868

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 290,939	\$ 294,163
Adjustments for:		
Depreciation expense	62,554	75,952
Amortization expense	1	17
Reversal of expected credit loss on trade receivables	(158)	(2,089)
Net loss (gain) on fair value changes of financial assets designated as at fair value through profit or loss	10,395	(23,067)
Finance costs	215	360
Interest income	(1,525)	(2,758)
Dividend income	(32,901)	(28,766)
Share of profit of associates	-	(228)
Loss on disposal of property, plant and equipment	86	8,674
Gain on disposal of investment accounted for using the equity method	(4,448)	-
Write-downs of inventories	15,595	1,850
Reversal of write-downs of inventories	(20,113)	(9,500)
Net loss on foreign currency exchange	288	421
Other non-cash items	(12)	(8)
Changes in operating assets and liabilities		
Contract assets	(27,708)	(84,599)
Notes receivable	(9,329)	12,032
Trade receivables	(13,140)	213,248
Amounts due from customers for construction contracts	-	3,203
Other receivables	(2,626)	6,098
Inventories	(144,812)	69,806
Other current assets	27,689	9,407
Other non-current assets	(65)	(57)
Notes payable	139	119
Trade payables	(76,149)	(126,226)
Amounts due to customers for construction contracts	4,939	(8,736)
Other payables	(1,881)	2,040
Other current liabilities	977	6,863
Other non-current liabilities	(235)	(59)
Cash generated from operations	78,715	418,160
Interest paid	(215)	(360)
Income tax paid	(65,810)	(4,511)
Net cash generated from operating activities	<u>12,690</u>	<u>413,289</u>

(Continued)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (9,690)	\$ (94,554)
Proceeds from sale of financial assets at fair value through other comprehensive income	73,196	4,694
Proceeds from capital reduction by return of shares - financial assets at FVTOCI	-	9,253
Purchase of financial assets at amortized cost	(42,408)	(50,000)
Proceeds from sale of financial assets at amortized cost	50,000	55,986
Proceeds from sale of investments in associates	1,484	-
Payments for property, plant and equipment	(48,056)	(258,078)
Increase in refundable deposits	(11,221)	(14,189)
Decrease in refundable deposits	11,708	12,557
Payments for investment properties	(21,609)	(529)
Increase in prepayments for equipment	(626)	(15,427)
Interest received	1,624	3,011
Other dividends received	<u>32,901</u>	<u>28,766</u>
Net cash generated from (used in) investing activities	<u>37,303</u>	<u>(318,510)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from guarantee deposits received	3,496	45
Refunds of guarantee deposits received	(3,450)	(45)
Repayment of the principal portion of lease liabilities	(4,380)	(6,740)
Cash dividends from capital surplus	(72,259)	(72,258)
Payment for reduction of capital	<u>(481,730)</u>	<u>-</u>
Net cash used in financing activities	<u>(558,323)</u>	<u>(78,998)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(47)</u>	<u>(233)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(508,377)	15,548
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>684,882</u>	<u>669,334</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 176,505</u>	<u>\$ 684,882</u>

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Hold-Key Electric Wire & Cable Co., Ltd.

Opinion

We have audited the accompanying financial statements of Hold-Key Electric Wire & Cable Co., Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2021 and 2020, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The Company's revenue, which comes from sales of wires and cables to domestic contractors for government projects, is recognized upon the customers' acceptance of the products based on the agreed upon conditions. Since the amount of such revenue is significant to the financial statements, we considered the occurrence of such revenue as a key audit matter for the year ended December 31, 2021.

To address this matter, we evaluated the Company's revenue recognition policy and the design and implementation of internal controls for such revenue and conducted the relevant internal control test and substantive test. We selected samples of such recorded sales revenue and verified them against the contract, customers' acceptance documents, sales orders, invoices, etc., and confirmed the occurrence of this type of revenue transactions.

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

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

In preparing the financial statements, management is responsible for assessing the 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 Financial Statements

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the 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 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 financial statements, including the disclosures, and whether the 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 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 financial statements for the year ended December 31, 2021 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 Tza-Li Gung and Wen-Yuan Chuang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 22, 2022

Notice to Readers

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

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 167,669	4	\$ 677,966	13
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	157,113	3	167,508	3
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	93,689	2	126,724	3
Financial assets at amortized cost - current (Notes 4, 9 and 28)	9,408	-	14,000	-
Contract assets - current (Notes 4 and 21)	267,778	6	240,070	5
Notes receivable (Notes 4, 10 and 21)	35,795	1	26,483	-
Trade receivables (Notes 4, 10, 21 and 27)	303,073	7	290,463	6
Other receivables (Note 10)	10,937	-	2,936	-
Inventories (Notes 4, 5 and 12)	904,884	20	755,907	15
Other current assets (Note 17)	<u>10,169</u>	<u>-</u>	<u>38,417</u>	<u>1</u>
Total current assets	<u>1,960,515</u>	<u>43</u>	<u>2,340,474</u>	<u>46</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	905,744	20	990,554	20
Investments accounted for using the equity method (Notes 4 and 13)	54,683	1	55,500	1
Property, plant and equipment (Notes 4, 14 and 28)	1,320,472	29	1,389,644	28
Right-of-use assets (Notes 4 and 15)	8,686	-	4,928	-
Investment properties (Notes 4, 16 and 28)	289,931	6	192,936	4
Deferred tax assets (Notes 4, 5 and 23)	24,517	1	28,136	1
Other non-current assets (Note 17)	<u>11,755</u>	<u>-</u>	<u>27,043</u>	<u>-</u>
Total non-current assets	<u>2,615,788</u>	<u>57</u>	<u>2,688,741</u>	<u>54</u>
TOTAL	<u>\$ 4,576,303</u>	<u>100</u>	<u>\$ 5,029,215</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ 429	-	\$ 290	-
Trade payables to unrelated parties	128,443	3	220,435	4
Trade payables to related parties (Note 27)	15,476	-	-	-
Amounts due to customers for construction contracts (Note 11)	7,005	-	2,066	-
Other payables (Note 18)	81,403	2	82,575	2
Current tax liabilities (Notes 4 and 23)	33,319	1	42,955	1
Lease liabilities - current (Notes 4 and 15)	4,062	-	2,809	-
Other current liabilities (Note 18)	<u>24,115</u>	<u>-</u>	<u>23,001</u>	<u>-</u>
Total current liabilities	<u>294,252</u>	<u>6</u>	<u>374,131</u>	<u>7</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 23)	474	-	2,553	-
Lease liabilities - non-current (Notes 4 and 15)	4,676	-	2,261	-
Other non-current liabilities (Notes 18, 19 and 27)	<u>36,033</u>	<u>1</u>	<u>34,676</u>	<u>1</u>
Total non-current liabilities	<u>41,183</u>	<u>1</u>	<u>39,490</u>	<u>1</u>
Total liabilities	<u>335,435</u>	<u>7</u>	<u>413,621</u>	<u>8</u>
EQUITY (Notes 4, 8 and 20)				
Ordinary shares	<u>1,926,917</u>	<u>42</u>	<u>2,408,647</u>	<u>48</u>
Capital surplus	<u>283,083</u>	<u>6</u>	<u>359,377</u>	<u>7</u>
Retained earnings				
Legal reserve	332,672	7	307,990	6
Special reserve	-	-	11,237	-
Unappropriated earnings	<u>1,453,006</u>	<u>32</u>	<u>1,207,765</u>	<u>24</u>
Total retained earnings	<u>1,785,678</u>	<u>39</u>	<u>1,526,992</u>	<u>30</u>
Other equity	<u>245,190</u>	<u>6</u>	<u>320,578</u>	<u>7</u>
Total equity	<u>4,240,868</u>	<u>93</u>	<u>4,615,594</u>	<u>92</u>
TOTAL	<u>\$ 4,576,303</u>	<u>100</u>	<u>\$ 5,029,215</u>	<u>100</u>

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 21 and 27)	\$ 2,800,179	100	\$ 2,818,659	100
OPERATING COSTS (Notes 12, 19, 22 and 27)	<u>2,453,015</u>	<u>88</u>	<u>2,474,138</u>	<u>88</u>
GROSS PROFIT	<u>347,164</u>	<u>12</u>	<u>344,521</u>	<u>12</u>
OPERATING EXPENSES (Notes 19, 22 and 27)				
Selling and marketing expenses	47,817	2	56,281	2
General and administrative expenses	40,499	1	38,492	1
Research and development expenses	<u>4,889</u>	<u>-</u>	<u>4,460</u>	<u>-</u>
Total operating expenses	<u>93,205</u>	<u>3</u>	<u>99,233</u>	<u>3</u>
PROFIT FROM OPERATIONS	<u>253,959</u>	<u>9</u>	<u>245,288</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 22)	1,366	-	2,551	-
Other income (Note 22)	41,023	1	37,064	1
Other gains and losses (Note 22)	(8,012)	-	12,488	1
Finance costs (Note 22)	(161)	-	(296)	-
Share of profit or loss of subsidiaries (Note 13)	<u>2,764</u>	<u>-</u>	<u>(2,932)</u>	<u>-</u>
Total non-operating income and expenses	<u>36,980</u>	<u>1</u>	<u>48,875</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	290,939	10	294,163	11
INCOME TAX EXPENSE (Notes 4, 5 and 23)	<u>58,023</u>	<u>2</u>	<u>52,183</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>232,916</u>	<u>8</u>	<u>241,980</u>	<u>9</u>

(Continued)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ (1,237)	-	\$ 323	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	(48,835)	(2)	336,584	12
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>454</u>	<u>-</u>	<u>(257)</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>(49,618)</u>	<u>(2)</u>	<u>336,650</u>	<u>12</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 183,298</u>	<u>6</u>	<u>\$ 578,630</u>	<u>21</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 1.04</u>		<u>\$ 1.00</u>	
Diluted	<u>\$ 1.04</u>		<u>\$ 1.00</u>	

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

(Concluded)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)**

	Retained Earnings						Other Equity		Total	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
					Earnings			Income		
BALANCE AT JANUARY 1, 2020	\$ 2,408,647	\$ 431,635	\$ 301,196	\$ 221,330	\$ 757,651	\$ 1,280,177	\$ 6,062	\$ (17,299)	\$ (11,237)	\$ 4,109,222
Appropriation of the 2019 earnings										
Legal reserve	-	-	6,794	-	(6,794)	-	-	-	-	-
Special reserve	-	-	-	(210,093)	210,093	-	-	-	-	-
Issuance of cash dividends from capital surplus	-	(72,258)	-	-	-	-	-	-	-	(72,258)
Net profit for the year ended December 31, 2020	-	-	-	-	241,980	241,980	-	-	-	241,980
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	323	323	(257)	336,584	336,327	336,650
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	242,303	242,303	(257)	336,584	336,327	578,630
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	4,512	4,512	-	(4,512)	(4,512)	-
BALANCE AT DECEMBER 31, 2020	2,408,647	359,377	307,990	11,237	1,207,765	1,526,992	5,805	314,773	320,578	4,615,594
Appropriation of the 2020 earnings										
Legal reserve	-	-	24,682	-	(24,682)	-	-	-	-	-
Special reserve	-	-	-	(11,237)	11,237	-	-	-	-	-
Issuance of cash dividends from capital surplus	-	(72,259)	-	-	-	-	-	-	-	(72,259)
Capital reduction	(481,730)	-	-	-	-	-	-	-	-	(481,730)
Disposal of investments accounted for using the equity method	-	(4,035)	-	-	-	-	-	-	-	(4,035)
Net profit for the year ended December 31, 2021	-	-	-	-	232,916	232,916	-	-	-	232,916
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	(1,237)	(1,237)	454	(48,835)	(48,381)	(49,618)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	231,679	231,679	454	(48,835)	(48,381)	183,298
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	27,007	27,007	-	(27,007)	(27,007)	-
BALANCE AT DECEMBER 31, 2021	\$ 1,926,917	\$ 283,083	\$ 332,672	\$ -	\$ 1,453,006	\$ 1,785,678	\$ 6,259	\$ 238,931	\$ 245,190	\$ 4,240,868

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 290,939	\$ 294,163
Adjustments for:		
Depreciation expense	61,387	74,364
Reversal of expected credit loss on trade receivables	(158)	(2,089)
Net loss (gain) on fair value changes of financial assets designated as at fair value through profit or loss	10,395	(23,067)
Finance costs	161	296
Interest income	(1,366)	(2,551)
Dividend income	(32,901)	(28,766)
Share of (profit) loss of subsidiaries	(2,764)	2,932
Loss on disposal of property, plant and equipment	86	8,674
Write-downs of inventories	15,595	1,850
Reversal of write-downs of inventories	(20,113)	(9,500)
Net loss on foreign currency exchange	288	421
Other non-cash items	(12)	(8)
Changes in operating assets and liabilities		
Contract assets	(27,708)	(84,599)
Notes receivable	(9,023)	12,020
Trade receivables	(13,152)	213,189
Amounts due from customers for construction contracts	-	3,203
Other receivables	(2,615)	6,098
Inventories	(144,459)	69,223
Other current assets	28,248	9,838
Notes payable	139	119
Trade payables	(76,372)	(126,045)
Amounts due to customers for construction contracts	4,939	(8,736)
Other payables	(1,764)	2,198
Other current liabilities	1,114	7,347
Other non-current liabilities	(235)	(59)
Cash generated from operations	80,649	420,515
Interest paid	(161)	(296)
Income tax paid	(65,810)	(4,511)
Net cash generated from operating activities	<u>14,678</u>	<u>415,708</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(9,690)	(94,554)
Proceeds from sale of financial assets at fair value through other comprehensive income	73,196	4,694
Proceeds from capital reduction by return of shares - financial assets at FVTOCI	-	9,253
Purchase of financial assets at amortized cost	(23,408)	(28,000)
Proceeds from sale of financial assets at amortized cost	28,000	30,986

(Continued)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
Payments for property, plant and equipment	\$ (48,062)	\$(258,078)
Increase in refundable deposits	(11,221)	(14,189)
Decrease in refundable deposits	11,708	12,557
Payments for investment properties	(21,609)	(529)
Increase in prepayments for equipment	(626)	(15,427)
Interest received	1,463	2,801
Other dividends received	<u>32,901</u>	<u>28,766</u>
Net cash generated from (used in) investing activities	<u>32,652</u>	<u>(321,720)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from guarantee deposits received	3,496	45
Refunds of guarantee deposits received	(3,450)	(45)
Repayment of the principal portion of lease liabilities	(3,684)	(6,052)
Cash dividends from capital surplus	(72,259)	(72,258)
Payment for reduction of capital	<u>(481,730)</u>	<u>-</u>
Net cash used in financing activities	<u>(557,627)</u>	<u>(78,310)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(510,297)	15,678
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>677,966</u>	<u>662,288</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 167,669</u>	<u>\$ 677,966</u>

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

(Concluded)

Attachment 6:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2021 earnings distribution statement

Unit: NT\$

<u>Note</u>	<u>Amount</u>
Unappropriated retained earnings, beginning of period	1,194,320,422
Remeasurements of defined benefit plans recognized in retained earnings	(1,236,600)
Disposal of equity instrument investments at fair value through other comprehensive profit and loss, the cumulative gains and losses are directly transferred to retained earnings	27,006,986
Unappropriated retained earnings, after adjustment	<u>1,220,090,808</u>
Net profits for the period	232,915,430
Less: Provision for legal reserve	(25,868,582)
Distributable earnings for the period	<u>1,427,137,656</u>
Distribution items:	
Shareholder cash dividends (0.25/ shares)	(48,172,937)
Unappropriated retained earnings, end of period	<u><u>1,378,964,719</u></u>

Chairperson: Biqi Yang

Officer: Xinzheng Li

Accounting officer: Tingyi Zhou

Attachment 7:

**HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.
Comparison of the Previous and the Amended Article of
Incorporation of the Company**

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
<p><u>Article 2</u></p>	<p>The Company’s scope of business is as follows: 1.CA02080 Metal Forging. 2.F401010 International Trade. 3.E601010 Electric Appliance Construction. 4.E599010 Piping Engineering. 5.F401021 Restrained Telecom Radio Frequency Equipment and Materials Import. 6.H703100 Real Estate Leasing. 7.CC01020 Electric Wires and Cables Manufacturing. 8.E603010 Cable Installation gineering. 9.CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery. 10.CC01080 Electronics Components Manufacturing. 11.F113020 Wholesale of Electrical Appliances. 12.F114080 Wholesale of Track Vehicle and Component Parts Thereof. 13.F214080 Retail Sale of Track Vehicle and Component Parts Thereof. 14.CD01020 Rail Vehicle and Parts Manufacturing. <u>15.D101060 Self-usage power generation equipment utilizing renewable energy industry</u> <u>16. IG03010 Energy technical services business</u> 17.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>The Company’s scope of business is as follows: 1.CA02080 Metal Forging. 2.F401010 International Trade. 3.E601010 Electric Appliance Construction. 4.E599010 Piping Engineering. 5.F401021 Restrained Telecom Radio Frequency Equipment and Materials Import. 6.H703100 Real Estate Leasing. 7.CC01020 Electric Wires and Cables Manufacturing. 8.E603010 Cable Installation gineering. 9.CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery. 10.CC01080 Electronics Components Manufacturing. 11.F113020 Wholesale of Electrical Appliances. 12.F114080 Wholesale of Track Vehicle and Component Parts Thereof. 13.F214080 Retail Sale of Track Vehicle and Component Parts Thereof. 14.CD01020 Rail Vehicle and Parts Manufacturing. 15.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>For actual business needs</p>

Article Order	Provisions after amendment	Provisions before amendment	Basis and reason for amendment
<u>Article 10-1</u>	<u>The Company's shareholders' meeting may be held by video conference or other means announced by the central competent authority.</u> <u>If a shareholders' meeting is held by video conference, a shareholder who participates in the meeting by video shall be deemed to be present in person.</u> <u>The conditions, operating procedures and other matters to be followed for the adoption of video shareholders' meetings shall be in accordance with the regulations of the competent securities authorities.</u>		In accordance with Article 172-2 of the Company Act, this Article is added.
Article 22	This Article was established on February 15, 1989 <u>The 34nd amendment was made on June 27, 2022</u>	This Article was established on February 15, 1989 The 33nd amendment was made on July 20, 2021	Add the date and number of amendments

Attachment 8:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Comparison of amendments to the Regulations Governing the Acquisition or Disposal of

Assets

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
Article 4	<p>In the event that the Company obtains an appraisal report or an opinion from a CPA, attorney or securities underwriter, such professional appraiser and its appraisal personnel, CPA, attorney or securities underwriter shall comply with the following requirements.</p> <p>I. ~ III (Omitted)</p> <p>When issuing an appraisal report or opinion, the foregoing personnel shall comply with <u>the self-regulatory rules of their respective trade associations</u> and the following.</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and <u>reasonableness</u> of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement</p>	<p>In the event that the Company obtains an appraisal report or an opinion from a CPA, attorney or securities underwriter, such professional appraiser and its appraisal personnel, CPA, attorney or securities underwriter shall comply with the following requirements.</p> <p>I. ~ III (Omitted)</p> <p>When issuing an appraisal report or opinion, the foregoing personnel shall comply with the following.</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>auditing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>III. They shall undertake an item-by-item evaluation of the <u>completeness</u>, <u>accuracy</u> and <u>reasonableness</u> of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>IV. They shall issue a statement</p>	<p>The main purpose of the amendment is to clarify that external experts should follow the self-regulatory rules of their respective trade associations.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate</u> and reasonable, and that they have complied with applicable laws and regulations.</p>	<p>attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable <u>and accurate</u>, and that they have complied with applicable laws and regulations.</p>	
Article 9	<p>In acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: I. ~ II (Omitted) III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>In acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: I. ~ II (Omitted) III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price <u>in accordance with the</u></p>	In accordance with the revision of laws and regulations

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>IV. The date of the professional appraiser's report is issued shall not be more than three months from the date of establishment of the contract. However, if the announced current value of the same period is applicable and is less than six months old, an opinion letter issued by the original professional appraiser shall suffice.</p> <p>Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, an appraisal report within two weeks from the date of occurrence of the fact should be obtained if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, and the CPA's opinion under subparagraph 3 of the preceding paragraph, <u>shall be obtained within 2 weeks counting from the date of occurrence.</u></p>	<p><u>provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u></p> <p>1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>IV. The date of the professional appraiser's report is issued shall not be more than three months from the date of establishment of the contract. However, if the announced current value of the same period is applicable and is less than six months old, an opinion letter issued by the original professional appraiser shall suffice.</p> <p>Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the CPA's opinion under subparagraph 3 of the preceding paragraph, shall be obtained within 2 weeks counting from the date of occurrence.</p>	
Article 10	When the Company acquires or disposes of marketable securities, the Company shall obtain the most recent financial statements of the target company that have been	When the Company acquires or disposes of marketable securities, the Company shall obtain the most recent financial statements of the target company that have been	In accordance with the revision of laws and regulations

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>audited or reviewed by CPAs as a reference for evaluating the transaction price prior to the date of occurrence of the fact, and if the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall request the CPAs to express an opinion on the reasonableness of the transaction price prior to the date of occurrence of the fact. However, this does not apply if the marketable securities are publicly quoted in an active market or otherwise stipulated by the Financial Supervisory Commission.</p>	<p>audited or reviewed by CPAs as a reference for evaluating the transaction price prior to the date of occurrence of the fact, and if the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall request the CPAs to express an opinion on the reasonableness of the transaction price prior to the date of occurrence of the fact. <u>if it is necessary to use an expert report, the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> However, this does not apply if the marketable securities are publicly quoted in an active market or otherwise stipulated by the Financial Supervisory Commission.</p>	
Article 11	<p>Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price</p>	<p>Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price <u>and the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p>	In accordance with the revision of laws and regulations
Article 14	<p>When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more</p>	<p>When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more</p>	In line with the order change of provisions and amendments to the law, the main purpose of the amendment is to strengthen the management of

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the Board of Directors. I.~VII(Omitted)</p> <p>The Board of Directors may, in accordance with Article 7, authorize the Chairman of the Board of Directors to decide on the following transactions between the Company and its parent company, its subsidiaries, or between its subsidiaries in which the Company directly or indirectly holds 100% of the outstanding shares or capital stock, within a certain amount, and then submit them to the coming Board of Directors for ratification: I. Acquisition or disposal of equipment or right-of-use assets thereof for business use. II. Acquisition or disposal of right-of-use real estate assets for business use.</p>	<p>of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the Board of Directors. I.~VII(Omitted) <u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with paragraph 2, Article 21, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and the Audit Committee need not be counted toward the transaction amount.</u></p> <p>The Board of Directors may, in accordance with Article 7, authorize the Chairman of the Board of Directors to decide on the following transactions between the Company and its parent company, its subsidiaries, or between its subsidiaries in which the Company directly or indirectly holds 100% of the outstanding shares or capital stock, within a certain amount, and then submit them to the coming Board of Directors for ratification: I. Acquisition or disposal of equipment or right-of-use assets thereof for business use. II. Acquisition or disposal of right-of-use real estate assets for business use.</p>	<p>related party transactions. If the transaction amount reaches more than 10% of the total assets of the public company, the public company shall submit the relevant information to the shareholders' meeting for approval before it can be done.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>If the Company has established independent directors in accordance with the provisions herein, the Company shall take into full consideration the opinions of the independent directors when submitting to the Board of Directors for discussion in accordance with the 1st paragraph. Any dissenting opinions or reservations of the independent directors should be set forth in the minutes of the Board of Directors' meeting.</p> <p>If an Audit Committee has been established in accordance with the provisions herein, the matters required to be adopted by the supervisors in accordance with the first paragraph shall first be approved by at least one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, subject to the provisions of paragraphs 4 and 5 of Article 5, mutatis mutandis.</p> <p><u>If the Company or its subsidiaries that are not domestic public companies have the transaction specified in paragraph 1 and the transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information listed in paragraph 1 to the shareholders' meeting for approval before signing the transaction contract and making the payment. However, this does not apply to the transactions between the Company, its parent company, or its subsidiaries or between the subsidiaries.</u></p> <p><u>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with paragraph 2, Article 21, and "within the preceding year" as used herein.</u></p>	<p>If the Company has established independent directors in accordance with the provisions herein, the Company shall take into full consideration the opinions of the independent directors when submitting to the Board of Directors for discussion in accordance with the 1st paragraph. Any dissenting opinions or reservations of the independent directors should be set forth in the minutes of the Board of Directors' meeting.</p> <p>If an Audit Committee has been established in accordance with the provisions herein, the matters required to be adopted by the supervisors in accordance with the first paragraph shall first be approved by at least one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, subject to the provisions of paragraphs 4 and 5 of Article 5, mutatis mutandis.</p>	

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Shareholders' Meeting, the Board of Directors and the Audit Committee need not be counted toward the transaction amount.</u></p>		
Article 21	<p>If the Company acquires or disposes of assets that meet the following criteria, the Administration Department shall, after obtaining the relevant information and in accordance with the prescribed format, report the relevant information on the website designated by the Financial Supervisory Commission within two days from the date of occurrence of the fact.</p> <p>I. ~ VII (Omitted)</p> <p>However, this does not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Purchase and sale of domestic government bonds or <u>foreign government bonds with credit ratings not lower than the sovereign rating of Taiwan</u> 2. Professional investors buy or sell marketable securities on foreign or domestic stock exchanges or OTC markets, or subscribe for <u>foreign government bonds</u> or ordinary juristic-person bonds and general financial bonds not involving equity interests (excluding subordinated debentures) in the primary market, or <u>subscribe for or buy back securities investment trust funds</u> or futures trust funds, or subscribe for or sell back index investment securities, or securities firms subscribe for the marketable securities in accordance with the TPEX regulations.for the purpose of 	<p>If the Company acquires or disposes of assets that meet the following criteria, the Administration Department shall, after obtaining the relevant information and in accordance with the prescribed format, report the relevant information on the website designated by the Financial Supervisory Commission within two days from the date of occurrence of the fact.</p> <p>I. ~ VII (Omitted)</p> <p>However, this does not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Purchase and sale of domestic government bonds 2. Professional investors buy or sell marketable securities on foreign or domestic stock exchanges or OTC markets, or subscribe for ordinary juristic-person bonds and general financial bonds not involving equity interests (excluding subordinated debentures) in the primary market, or futures trust funds, or subscribe for or sell back index investment securities, or securities firms subscribe for the marketable securities in accordance with the TPEX regulations.for the purpose of underwriting business to act as an advisor for emerging companies. 	In accordance with the revision of laws and regulations

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>underwriting business to act as an advisor for emerging companies.</p> <p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(The following are omitted.)</p>	<p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(The following are omitted.)</p>	
Article 26	<p>These Regulations were established on June 24, 2003, and the original procedures for acquisition or disposal of assets are repealed upon the effective date of these Regulations.</p> <p>(Omitted)</p> <p><u>The 9th amendment was made on June 27, 2022.</u></p>	<p>These Regulations were established on June 24, 2003, and the original procedures for acquisition or disposal of assets are repealed upon the effective date of these Regulations.</p> <p>(Omitted)</p> <p>The 8th amendment was made on June 24, 2019.</p>	Add the date and number of amendments

Appendix 1:**HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD
Directors' shareholding**

1. According to the provisions of Article 4 of "Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies", disclose the number of shares held by all directors of the Company as recorded in the shareholder roster on the date for suspension of share transfer for the 2022 regular shareholder meeting (2022.4.29) as follows:
2. The total issued capital stock of the Company is 192,691,747 shares. According to Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", the minimum number of shares that all directors should hold is 7.5% (11,580,000 shares), and the Company is in compliance with laws and regulations. .
3. Shareholding details:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD**Directors' shareholding**

Title	Name	Shareholding	Shareholding %	Note
Chairperson	SOL YOUNG ENTERPRISES CO., LTD. Representative: Biqi Yang	62,045,531	32.20%	10% major shareholder
Director	Kaiti Yang	1,575,520	0.82%	
Director	Yisen Lai	1,600,529	0.83%	
Director	Suyuan Yu	609,399	0.32%	
Director	Xinzheng Li	1,063	-	
Director	BOND-GALV INDUSTRIAL CO., LTD.	2,329,998	1.21%	
Independent director	Rongsui Weng	-	-	
Independent director	Wencheng Shen	-	-	
Independent director	Shizhen Chen	-	-	
Total	Night directors in total	68,162,040	35.38%	The legally specified percentage has been reached

Appendix 2:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Article of Incorporation

Chapter 1 General principles

- Article 1: The Company is organized in accordance with the provisions of the Company Act and is named HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD
- Article 2: The Company's scope of business is as follows:
1. CA02080 Metal Forging.
 2. F401010 International Trade.
 3. E601010 Electric Appliance Construction.
 4. E599010 Piping Engineering.
 5. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
 6. H703100 Real Estate Leasing.
 7. CC01020 Electric Wires and Cables Manufacturing.
 8. E603010 Cable Installation Engineering.
 9. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery.
 10. CC01080 Electronics Components Manufacturing.
 11. F113020 Wholesale of Electrical Appliances.
 12. F114080 Wholesale of Track Vehicle and Component Parts Thereof.
 13. F214080 Retail Sale of Track Vehicle and Component Parts Thereof.
 14. CD01020 Rail Vehicle and Parts Manufacturing.
 15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The total reinvestment of the Company is not subject to the restriction that it may not exceed 40% of the Company's paid-in capital as stipulated in Article 13 of the Company Act.
- Article 4: The Company can provide guarantee externally.
- Article 5: The Company has its head office in Taipei City. When necessary, branches may be established domestically and abroad by the resolution of the Board of Directors.
- Article 6: The Company's announcement method shall be handled in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 6: The total capital of the Company is set at NT\$3,200 million, divided into NT\$320 million shares, each with a denomination of NT\$10, issued in installments, and unissued shares are subject to actual needs by resolution of the Board of Directors.
- 21 million shares of the total capital in the first paragraph are reserved for the issuance of stock option certificates.
- Article 7: The shares issued by the Company may be exempted from printing stocks in accordance with the Company Act, but the shares should be registered with the centralized securities depository institution. If the Company prints stocks, the stocks are all registered, signed or sealed by the directors representing the Company, and issued after obtaining a certification from a bank permitted by law for issuance and certification of stocks.
- Article 8: Unless otherwise required by laws and regulations, the handling of the Company's stock affairs shall be in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".
- Article 9: The changes to the Company's shareholder roster shall cease within 60 days before a regular shareholder meeting, within 30 days before a special shareholder meeting, or within 5 days before the base date when the Company decides to distribute dividends and bonuses or other benefits.

Chapter 3 shareholder meeting

- Article 10: There are two types of shareholder meeting: regular and special. The regular meeting is held once a year and shall be convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year. A special meeting can be convened according to the law when necessary. If a shareholder meeting is convened by the Board of Directors, the chairperson of the board shall chair the meeting; if the meeting is convened by someone with

the convening right but other than the Board of Directors, the chair of the meeting shall be the person with the convening right, and if there are more than two such persons, one of them shall be elected as the chair of the meeting.

- Article 11: When a shareholder is unable to attend the shareholder meeting for some reason, the proxy form issued by the Company shall be provided, specifying the scope of authorization, and a proxy shall be appointed to attend.
- Article 12: The shareholders of the Company have one voting right per share. However, there will be no voting right when the Company has any occurrence of a situation stipulated in Article 179 of the Companies Act and other laws and regulations.
- Article 13: Unless otherwise required by the Company Act, a resolution in a shareholder meeting should be made with the presence of shareholders representing a majority of the total number of outstanding shares and with the consent of a majority of the voting rights of the shareholders present.
In accordance with the regulations of the competent authority, the shareholders of the Company may also exercise their voting rights in writing or electronically. Shareholders who exercise their voting rights in writing or electronically are considered to be present in person, and their relevant matters shall be handled in accordance with the provisions of laws and regulations.

Chapter 4 Directors and Audit Committee

- Article 14: The Company shall have seven to eleven directors, and adopt the candidate nomination system under Article 192-1 of the Company Act. The directors shall be selected in a shareholder meeting from the list of candidates for a 3-year term and are eligible for re-election. The total number of shares held by the directors shall not be less than the percentage stipulated by the competent authority.
Regarding the number of directors in the preceding paragraph, the number of independent directors must not be less than three, and must not be less than one-fifth of the number of directors. The shareholder meeting shall select from the list of candidates for independent directors. The professional qualifications, restrictions on shareholding and concurrent employment, assessment of independence, method of nomination and other compliance matters concerning independent directors shall be in accordance with the relevant regulations of the competent authority. Unless otherwise required by laws and regulations, independent directors and non-independent directors shall be elected at the same time, but their respective elected numbers should be calculated separately.
The Company has established the Audit Committee to replace the supervisor authority in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee is composed of all independent directors, the number of which must not be less than three, and its exercise of powers of office and related matters shall be handled in accordance with the relevant regulations of the competent securities authority.
- Article 15: The board meeting is organized by directors and a chairperson shall be elected to represent the Company externally from among the directors by a majority vote at a meeting attended by more than two-thirds of the directors.
The reason should be stated when convening the board meeting, and the directors should be notified seven days in advance. However, in case of emergency, the board meeting may be convened at any time.
The convening of the meeting mentioned in the preceding paragraph shall be notified in writing, fax or email.
- Article 16: If the chairperson asks for leave or is unable to exercise the powers of office for some reason, his or her proxy shall handle affairs in accordance with Article 208 of the Company Act. When a director fails to attend the board meeting in person, in accordance with Article 205 of the Company Act, other directors can be entrusted as a proxy in the board meeting. However, if a video conference is used, the directors who participate in the meeting by video shall be deemed to have attended the meeting in person.
- Article 17: All directors are entitled to remuneration, and the Board of Directors is authorized to determine the amount based on their individual participation in the Company's operations and the value of their contribution with reference to the usual standards of the industry. Regarding the remuneration of independent directors, a reasonable remuneration different from that of non-independent directors may be determined at discretion.
The Company may purchase liability insurance for the directors during their

term of office for the scope of business performed by the directors.

Chapter 5 Managerial officer

Article 18: The Company may have a number of managerial officers whose appointment, dismissal and remuneration are governed by Article 29 of the Company Act.

Chapter 6 Accounting

Article 19: The Company's fiscal year starts from January 1st to December 31st. The final accounts shall be processed at the end of the year. The Board of Directors shall prepare the following list, submit it to the Audit Committee for review, present it to the shareholder meeting for ratification, and report it to the competent authority for evaluation and approval in accordance with the law.

1. business report
2. financial statements
3. Various schedules such as earnings distribution or loss off-setting proposal.

Article 20: If the Company makes profits during the year, it should allocate 1% to 5% of the profits for the current year as employee remuneration and no more than 2.5% of the profits for the current year as director remuneration; The method of payment of employee remuneration is determined by a special resolution of the Board of Directors; employee remuneration and director remuneration should be reported to the shareholder meeting. However, when the Company still has accumulated losses, it should reserve the off-setting amount in advance.

The allocation basis is calculated on the balance of the profits for the current year (i.e., profits before tax and employee and director remuneration) after deducting accumulated losses.

Article 20-1: The Company is in the growth stage of business development, and in accordance with the characteristics of environment and industry and the needs of long-term financial planning, the dividend policy is determined by taking into account investment fund, financial structure and earnings to determine the amount and type of earnings distribution accordingly.

If there are earnings surplus in the Company's annual final accounts, it should provide for tax payables in accordance with the law, make up for the accumulated losses, then set aside 10% as legal reserve but when the legal reserve has reached the amount of the Company's paid-in capital, it may no longer be set aside. After the appropriated retained earnings are set aside or reversed in accordance with laws and regulations, the remainder together with the accumulated unappropriated retained earnings of the previous year may be treated as distributable retained earnings, and the Board of Directors shall prepare a distribution proposal and submit it to the shareholder meeting for a resolution to distribute dividends to shareholders. The cash dividends to shareholders shall not be less than 10% of the total amount of dividends distributed to shareholders in the year.

The ratio of this earnings distribution and the ratio of stock dividends to cash dividends may be proposed by the Board of Directors depending on the actual profits and capital position of the year.

The Board of Directors is authorized to distribute dividends and bonuses, from capital surplus or legal reserve in whole or in part in the form of cash by the presence of at least two-thirds of the directors and by a resolution of a majority of the directors present, and to report to the shareholders' meeting, without applying the provisions of this Article to the shareholders' meeting for resolution.

Chapter 7 Supplementary provisions

Article 21: Matters not covered in this Article of Incorporation shall be handled in accordance with the provisions of the Company Act.

Article 22: This Article was established on February 15, 1989
The 25th amendment was made on June 25, 2012.
The 26th amendment was made on June 20, 2013.
The 27th amendment was made on June 23, 2014.
The 28th amendment was made on June 22, 2015.
The 29th amendment was made on June 27, 2016.
The 30th amendment was made on June 29, 2018.
The 31st amendment was made on June 24, 2019.
The 32nd amendment was made on June 29, 2020.
The 33rd amendment was made on July 20, 2021.

Appendix 3:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD Rules of Procedure for Shareholder Meeting

Article 1: The Company's procedure for shareholder meeting should be governed by the rules unless otherwise required by laws and regulations.

Article 2: The Company's shareholder meeting shall be convened by the Board of Directors unless otherwise required by laws and regulations.

This Company should prepare electronic versions of the shareholder meeting notice, proxy forms, and the causes and explanations of proposals for ratification or discussion, or the election or dismissal of directors, and upload them to the Market Observation Post System 30 days before a regular shareholder meeting or 15 days before a special shareholder meeting. And 21 days before a regular shareholder meeting or 15 days before a special shareholder meeting, the electronic versions of the shareholder meeting handbook and supplementary materials of the meeting shall be prepared and uploaded to the Market Observation Post System. The meeting handbook and supplementary materials of the meeting should be made available to shareholders at any time 15 days before the shareholder meeting, and are exhibited on the premises of the Company and the professional stock affairs agency appointed by the Company, and are distributed on-site in the shareholder meeting.

The notice and announcement should specify the causes for convening the meeting; with the consent of the corresponding party, the meeting notice may be given in an electronic form.

The election or dismissal of directors, change of the Article of Incorporation, reduction of capital, application for suspension of public offering, permission for directors to compete for business, transfer of earnings to capital, transfer of reserves to capital, dissolution, merger, demerger, or the matters set forth in Paragraph 1 of Article 185 of the Company Act, Article 26-1 and 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, should be listed and explained in the cause for convening and must not be proposed as extraordinary motions.

Where re-election of all directors and the date of their assumption of offices are stated in the causes for convening the shareholder meeting, after the completion of the re-election in the meeting such date of their assumption of offices may not be altered by any extraordinary motion or other means in the same meeting.

Shareholders holding more than 1% of the total number of issued shares may submit a proposal to the Company for an regular shareholder meeting. However, the number of items in the proposal is limited to one, proposal containing more than one item will not be included in the meeting agenda. In addition, when any of the circumstances of Paragraph 4 of Article 172-1 of the Company Act applies to a proposal put forward by a shareholder, the Board of Directors may exclude it from the meeting agenda. Shareholders may submit proposals to urge the Company to promote public interests or fulfill its social responsibilities. In terms of procedures, the number of items in the proposals should be limited to one in accordance with the relevant provisions of Article 172-1 of the Company Act. Any proposal with more than one item shall not be included in the meeting agenda.

Prior to the date for suspension of stock transfer before a regular shareholder meeting is held, the Company should publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals must not be less than 10 days.

A shareholder proposal is limited to 300 words. If it exceeds 300 words, the proposal shall not be included in the meeting agenda; the proposing shareholder should attend the shareholder meeting in person or entrust others to attend and participate in the discussion of the proposal.

Prior to the date for issuance of shareholder meeting notice, the Company should inform the proposing shareholder of the proposal screening results, and shall list the proposals

that conform to the provisions of this regulation in the meeting notice. For shareholder proposals that are not included in the meeting agenda, the Board of Directors should explain the reasons for their not being included in the shareholder meeting.

Article 3: A shareholder may appoint a proxy to attend a shareholder meeting at each shareholder meeting by presenting a proxy form issued by the Company, stating the scope of authorization.

A shareholder shall issue only one proxy form and appoint only one proxy, and should deliver the proxy form to the Company five days before the shareholder meeting, and in the event of duplicate proxies, the one received earliest shall prevail. However, this does not apply to the situation where a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation should be submitted to the Company 2 days before the meeting. If the cancellation notice is submitted after that time, the exercise of voting right by the proxy in the meeting shall prevail.

Article 4: The location for a shareholder meeting should be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholder meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

Article 5: The Company should specify in its shareholder meeting notice the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, should be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted should be clearly marked and a sufficient number of suitable personnel should be assigned to handle the registrations.

Shareholders or their proxies (hereinafter referred to as the shareholders) should present attendance cards, sign-in cards, or other attendance certificates to attend a shareholder meeting. The Company must not arbitrarily add requirements for other documents from the shareholders in support of their eligibility to attend. Solicitors seeking proxy forms should also bring identification documents for verification.

The Company should furnish a sign-in book for attending shareholders, or the attending shareholders may hand in a sign-in card instead.

The Company should furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker slips, voting ballots, and other meeting materials. Where there is an election of directors, election ballots should also be furnished.

When the shareholder is a government or a juristic person, the number of representatives to attend the shareholder meeting is not limited to one. When a juristic person is entrusted to attend a shareholder meeting, only one representative can be appointed to attend.

Article 6: If a shareholder meeting is convened by the Board of Directors, the chairperson of the board shall chair the meeting. When the chairperson is on leave or for any reason unable to exercise the powers of office, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of office, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

For the shareholders meeting convened by the Board of Directors, the chairperson of the board should preside in person, and a majority of the directors of the board, at least one independent director, and at least one representative of various functional committees should attend, and the attendance should be recorded in the shareholder meeting minutes.

If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the convening person shall chair the meeting and if there are more than two such persons, one of them shall be elected as the chair of the meeting.

The Company may appoint lawyers, independent auditors, or related personnel to attend the shareholder meeting.

- Article 7: The Company, beginning from the time it accepts shareholder attendance registrations, should make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholder meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph should be kept for at least one year. However, if any shareholder files a lawsuit in accordance with Article 189 of the Company Act, they shall be kept until the end of the lawsuit.
- Article 8: Attendance in a shareholder meeting should be calculated based on numbers of shares. The number of shares in attendance shall be calculated based on the shares indicated by the sign-in book or sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. At the time of the meeting, the chair shall immediately call the meeting to order and at the same time announce the number of non-voting shares and the number of shares present, and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement. No more than two such postponements, for a combined total of no more than one hour, may be made. When there are still insufficient attending shareholders representing more than one-third of the total issued shares after two postponements, the chair shall announce the meeting to be aborted. When there are still insufficient attending shareholders representing more than one-third of the total issued shares after two postponements, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act and all shareholders shall be notified of the tentative resolution and another shareholder meeting shall be convened within one month. Before the conclusion of the meeting, if the attending shareholders represent a majority of the total number of issued shares, the chair may submit a tentative resolution for voting by the shareholder meeting in accordance with Article 174 of the Company Act.
- Article 9: If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals of that meeting). The meeting should proceed in the order set by the agenda, which may not be changed without a resolution of the shareholder meeting. If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*. The chair must not declare the meeting adjourned before conclusion of the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholder meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors should 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. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to voting, the chair may announce the discussion closed, call for voting, and schedule sufficient time for voting.
- Article 10: Before speaking, an attending shareholder must specify the subject of the speech on a speaker slip, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. An attending shareholder who has submitted a speaker 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 slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders must not speak or interrupt

unless they have sought and obtained the consent of the chair and the speaking shareholder; the chair should stop any violation.

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 topic, the chair may terminate the speech.

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

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

Article 11: Voting in a shareholder meeting should be calculated based on numbers of shares.

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

When a shareholder has an personal interest in relation to an agenda item that would compromise the interests of the Company, that shareholder must not vote on that item, and must not exercise voting right as proxy for any other shareholder.

The number of shares for which voting rights are not allowed to be exercised in the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Except for a trust enterprise or a stock affairs agency approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights of that proxy must not exceed 3% of the voting rights of 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 12: A shareholder shall have one voting right per share, except when the shares are restricted shares or have no voting rights under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall allow exercise of voting rights by electronic means or by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise should be specified in the shareholder meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person, But his or her rights shall be considered abstained with respect to the extraordinary motions and amendments to original proposals of that meeting; so the Company should avoid submitting extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph should deliver a written declaration of intent to the Company two days before the shareholder meeting. In the event of duplicate declarations of intent, 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, if 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 should be made to the Company, by the same means by which the voting rights were exercised, two days before the shareholder 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 by correspondence or electronic means and also appointed a proxy to attend the shareholder meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise required by the Company Act and by the Company's Article of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights of the attending shareholders. At the time of voting, the chair or the person designated by the chair should first announce the total number of voting rights of the attending shareholders for each proposal, then the shareholders shall vote on each proposal. On the same day after the meeting, the results of shareholders' approvals, disapprovals and abstentions, shall be entered into the Market Observation Post System. 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 voting. When any one among them is passed, the others will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for voting on a proposal shall be appointed by the chair, but all monitoring personnel should be shareholders.

Vote counting for shareholder meeting proposals or elections should be conducted in a public place in the shareholder meeting. Immediately after vote counting has been completed, the results of the voting, including the statistics of the number of rights, shall be announced on the spot in the meeting, and recorded

Article 13: In the event of an election of directors in a shareholder meeting, the election results, including the list of elected directors and the number of their elected rights, and the list of unsuccessful candidates for directors and supervisors and the number of election rights they received should be announced on the spot in accordance with the relevant election regulations established by the Company.

The ballots for the election mentioned in the preceding paragraph should be sealed and signed by the monitoring personnel, and then properly kept for at least one year. However, if any shareholder files a lawsuit in accordance with Article 189 of the Company Act, they should be kept the lawsuit is ended.

Article 14: Resolutions of a shareholder meeting should be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair and distributed to each shareholder within 20 days after the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by a public announcement through the Market Observation Post System

The meeting minutes should accurately record the year, month, day, and place of the meeting, the chair's name, the methods of resolution ratification, and a summary of the discussions and voting results (including statistics of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors.

The minutes should be kept for the duration of the existence of the Company.

Article 15: On the day of a shareholder meeting, the Company should compile in the prescribed format a statistical statement of the number of shares obtained by solicitors and the number of shares represented by proxies, and shall make an express disclosure in the shareholder meeting.

If a resolution in a shareholders meeting constitute material information required by relevant laws or regulations or by Taiwan Stock Exchange, the Company should transmit the content of such resolution to the Market Observation Post System within the prescribed time period.

Article 16: The chair may direct proctors (or security personnel) to help maintain order in the meeting place.

If the meeting place is equipped with sound amplifying equipment, the chair may stop any shareholders from speaking unless they are using the equipment set up by the Company.

When a shareholder violates the rules of procedure, disobeys the chair's correction, or obstructs the proceedings and refuses to follow the call to stop, the chair may direct proctors or security personnel to escort the shareholder out the meeting.

Article 17: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting place cannot be further used and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholder meeting may ratify a resolution to resume the meeting at another place.

Article 18: Matters not stipulated in the rules shall be handled in accordance with the Company Act, the Company's Article of Incorporation and other relevant laws and regulations. For other unaddressed matters, the chair shall be authorized to make decisions.

Article 19: The rules will be implemented after approved by a shareholder meeting, and the same applies to amendments.

The 1st amendment was made on May 25, 1997.

The 2nd amendment was made on March 24, 1998.

The 3rd amendment was made on June 20, 2002.

The 4th amendment was made on June 10, 2009.

The 5th amendment was made on June 20, 2013.

The 6th amendment was made on June 23, 2014.

The 7th amendment was made on June 22, 2015.

The 8th amendment was made on June 24, 2019.

The 9th amendment was made on June 29, 2020.

The 10th amendment was made on July 20, 2021.

Appendix 4:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD Procedure for Election of Directors

- Article 1: Unless otherwise required by laws and regulations or by the Company's Article of Incorporation, elections of directors shall be conducted in accordance with the procedure.
- Article 2: The overall composition of the Board of Directors should be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and an appropriate policy on diversity shall be formulated based on the Company's own operations, business model, and development needs. The policy shall include but not is limited to the following two major standards:
- (1) Basic requirements and values: Gender, age, nationality, and culture, etc.
 - (2) Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
- The members of the Board of Directors should generally have the necessary knowledge, skill, and experience to perform their duties; the board as a whole should have the following competencies:
- (1) The ability to make judgments about operations.
 - (2) Accounting and financial analysis ability.
 - (3) Business management ability.
 - (4) Crisis management ability.
 - (5) Industry Knowledge
 - (6) An international market perspective.
 - (7) Leadership ability.
 - (8) Decision-making ability.
- More than half of the directors should have neither a spouse nor relatives within the second degree of kinship in any other director.
The Company's Board of Directors should consider adjusting its composition based on the results of performance evaluation.
- Article 3: The qualifications for the Company's independent directors should be in accordance with Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies"
The election of the Company's independent directors should be in accordance with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and should be conducted in accordance with Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".
- Article 4: The election of the Company's directors should be conducted in accordance with the procedures of the candidate nomination system set forth in Article 192-1 of the Company Act. The methods of acceptance of nomination and announcements shall be made in accordance with the Company Act, Securities and Exchange Act and other relevant laws and regulations.
If there are fewer than five directors due to dismissal of directors, the Company shall hold a by-election at the next shareholder meeting. However, if the vacancy of directors reaches one-third of the number of seats specified in the Article of Incorporation, the Company should hold a special shareholder meeting for a by-election within 60 days from the date of the occurrence of the event.
If the number of independent directors is not sufficient as set forth in the proviso Paragraph 1 of Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the next shareholder meeting; when independent directors are dismissed, a special shareholder meeting should be held for a by-election within 60 days from the date of the occurrence of the event.
- Article 5: The Company should adopt the cumulative voting system for the election of directors. Each share should have the same number of voting rights as the number of directors to be elected, which may be cast collectively for a single candidate or split among several candidates, unless otherwise required by laws and regulations.
- Article 6: The Board of Directors should prepare election ballots corresponding to the number

of directors to be elected, specify the number of voting rights on the ballots and distribute the ballots to the shareholders attending the shareholder meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7: The number of directors will be as specified in the Company's Article of incorporation, with voting rights separately calculated for independent and non-independent directors. Those receiving the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of directors, they shall draw lots to determine, with the chair drawing lots for those not in attendance.

Article 8: Before the election begins, the chair should appoint a number of persons with shareholder status as vote monitoring and counting personnel to perform the respective duties. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting beings.

Article 9: A ballot is invalid if any of the following is true:

- (1) Do not use ballots prepared by persons with the convening right.
- (2) Put void ballots into the ballot box.
- (3) The handwriting is blurred and unrecognizable or has been altered.
- (4) The names of the persons to be elected do not match with the list of director candidates after verification.
- (5) In addition to the number of voting rights allocated, other words are included.

Article 10: After the voting is completed, the ballot box should be opened on the spot. The results of the voting shall be announced by the chair on the spot, including the list of directors elected and the number of their elected rights.

The ballots for the election mentioned in the preceding paragraph should be sealed and signed by the monitoring personnel, and then properly kept for at least one year. However, if any shareholder files a lawsuit in accordance with Article 189 of the Company Act, they should be kept until the end of the lawsuit.

Article 11: Matters not addressed in the procedure shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 12: This procedure will be implemented after approved by a shareholder meeting, and the same applies to amendments.

The 1st amendment was made on May 25, 1997.

The 2nd amendment was made on March 24, 1998.

The 3rd amendment was made on June 20, 2002.

The 4th amendment was made on June 10, 2009.

The 5th amendment was made on June 22, 2011.

The 6th amendment was made on June 25, 2012.

The 7th amendment was made on June 22, 2015.

The 8th amendment was made on June 24, 2019.

The 9th amendment was made on June 29, 2020.

The 10th amendment was made on July 20, 2021.

Appendix 5:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD Regulations Governing the Acquisition or Disposal of Assets

Article 1: Legal Basis

In accordance with Article 36-1 of the Securities and Exchange Act and the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the Financial Supervisory Commission, these Regulations are hereby established. However, if otherwise provided by other laws and regulations, the provisions shall be complied with.

Article 2: Scope of Application of the Assets referred to in the Regulations

- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficiary securities, and asset-backed securities.
- II. Real estate (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
- III. Memberships.
- IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- V. Right-of-use assets
- VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- VII. Derivatives
- VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- IX. Other important assets

Article 3: The terms are defined as follows.

- I. Derivatives: Forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the above, or combination of contracts embedded in derivatives or structured instruments whose values are derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other or other variables. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts.
- II. Assets acquired or disposed of by merger, demerger, acquisition or transfer of shares pursuant to laws: Assets acquired or disposed of by merger, demerger or acquisition pursuant to the Business Merger and Acquisition Act, the Financial Holding Company Act, the Financial Institutions Merger Act or other laws, or by issuing new shares for transfer of shares of other companies pursuant to Article 156-3 of the Company Act (hereinafter referred to as transfer of shares).
- III. Related parties and subsidiaries: Their definitions should be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers
- IV. Professional appraiser: A real estate appraiser or other party who may engage in the business of appraising real estate or equipment in accordance with the law.
- V. Date of occurrence of the fact: The earlier of the date of contract signing, the date of payment, the date of settlement of the transaction, the date of ownership transfer, the date of resolution of the Board of Directors, or any other date that is sufficient to determine the counterparty and the amount of the transaction. However, for investors subject to the approval of the competent authority, it should be the earlier of the preceding dates or the date of receipt of approval from the competent authority.
- VI. Investment in Mainland China: Investment in Mainland China according to the "Regulation Governing the Approval of Investment or Technical

cooperation in Mainland China" of the Investment Board, the Ministry of Economic Affairs

VII. Professional investors: Financial holding companies, banks, insurance companies, bills financing companies, trust companies, securities firms engaged in proprietary or underwriting business, futures dealers engaged in proprietary business, securities investment trusts, securities investment consultancies, and fund management companies established in accordance with the law and regulated by the local financial competent authorities.

VIII. Stock exchange: Domestic stock exchange refers to Taiwan Stock Exchange Corporation; foreign stock exchange refers to any organized stock exchange that is regulated by the securities competent authority of that country.

IX. OTC markets: Domestic OTC markets refer to the places where securities firms have set up counters to conduct transactions in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; foreign OTC markets refer to the business offices of financial institutions that are under the control of the foreign securities competent authorities and are allowed to conduct securities business.

Article 4: In the event that the Company obtains an appraisal report or an opinion from a CPA, attorney or securities underwriter, such professional appraiser and its appraisal personnel, CPA, attorney or securities underwriter shall comply with the following requirements.

- I. Those that have not been convicted of violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or have committed fraud, breach of trust, embezzlement, forgery, or have been convicted of a business offense, with announced and confirmed sentence of imprisonment for at least one year. However, this does not apply to the case if three years have elapsed since the completion of the execution, probation or pardon of the sentences.
- II. The parties to the transaction shall not be related parties or have a de facto relationship with each other.
- III. If the Company shall obtain appraisal reports from more than two professional appraisers, the different professional appraisers or appraising personnel shall not be related parties or have de facto relationships with each other.

When issuing an appraisal report or opinion, the foregoing personnel shall comply with the following.

- I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- II. When auditing a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
- III. They shall undertake an item-by-item evaluation of the completeness, accuracy and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Article 5: After the approval of the Board of Directors, these Regulations shall be sent to each supervisor and submitted to the Shareholders' Meeting for approval, and the same shall apply to any amendment. If any director expresses dissent and there is a record or written statement, the Company shall send the dissenting information of the directors to each of the supervisors.

If the Company has established independent directors in accordance with the provisions herein, the Company shall take into full consideration the opinions of the independent directors when submitting the regulations governing the acquisition or disposal of assets to the Board of Directors for discussion in accordance with the preceding paragraph. Any dissenting opinions or reservations of the independent directors should be set forth in the minutes of the Board of Directors' meeting.

If an Audit Committee has been established in accordance with the provisions herein, the establishment or amendment of regulations governing the acquisition or disposal of assets shall be approved by at least one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, subject to the provisions of paragraphs 6 and 7, Article 14, mutatis mutandis.

If the preceding regulations are not approved by more than one-half of all members of the Audit Committee, they shall be approved by more than two-thirds of all directors and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

All members of the Audit Committee referred to in paragraph 3 and all directors referred to in the preceding Paragraph shall be counted as those who are actually in office.

Article 6: Evaluation and Procedures for the Acquisition or Disposal of Assets.

- I. When the Company acquiring or disposing of assets, the reasons for the acquisition or disposal, the subject matter, the counterparty, the transfer price, the terms of receipt and payment, and the professional appraisal results or evaluation report shall be evaluated by the processing unit and approved by the responsible unit
- II. Operations related to the acquisition or disposal of assets shall be handled in accordance with the relevant provisions of the Company's internal control system, and if significant violations are discovered, the relevant personnel shall be disciplined in accordance with the circumstances of the violation.

Article 7: Procedures for determining the terms of transactions.

If the transaction amount of the Company's assets acquired or disposed of reaches NT\$20 million or more, the Board of Directors shall resolve to approve the transaction; if the transaction amount does not reach NT\$20 million, the Chairperson and General Manager are authorized to handle the transaction at their sole discretion. The price shall be determined in the following manner and with reference to the following:

- I. The acquisition or disposal of securities traded on the centralized trading market or on the OTC markets shall be determined by the prevailing market price.
- II. The acquisition or disposal of marketable securities not traded in the centralized trading market or on the OTC markets shall be determined by taking into account the net worth per share, profitability, future development potential, and prevailing trading prices.
- III. The acquisition or disposal of bonds that are not traded on the central exchange market or OTC markets shall be determined with reference to the prevailing market interest rate, coupon rate and debtor's creditworthiness.
- IV. The acquisition or disposal of real estate shall be determined by reference to the announced current value, appraised value, and actual transaction price of the adjacent real estate.
- V. The acquisition or disposal of other fixed assets shall be determined by inquiry, comparison or bargaining.

Article 8: Limitations on investment in real estate and marketable securities not for business use.

In addition to acquiring assets for business use, the Company may also invest in real estate and marketable securities not for business use, subject to the following limits.

- I. The total amount of real estate not for business use shall not exceed 150%

- of the Company's paid-in capital.
- II. The total amount of investments in marketable securities shall not exceed the net worth of the Company.
 - III. The limit on investment in individual marketable securities shall not exceed 60% of the Company's net worth.
 - IV. The limits for purchase of real estate or marketable securities not for business use by the Company's non-public subsidiaries are the same as those for the Company.

Acquisition or Disposal of Assets

Article 9: Applicable Timing of Appraisal Report

In acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

- I. If, for special reasons, a limited price, a specific price or a special price is required as a reference for the transaction price, the transaction shall be submitted to and approved by the Board of Directors in advance; the same shall apply to any subsequent changes in the terms of the transaction.
- II. If the transaction amount reaches NT\$1 billion or more, two or more professional appraisers shall be requested to appraise the transaction.
- III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)
 1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- IV. The date of the professional appraiser's report is issued shall not be more than three months from the date of establishment of the contract. However, if the announced current value of the same period is applicable and is less than six months old, an opinion letter issued by the original professional appraiser shall suffice.

Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the CPA's opinion under subparagraph 3 of the preceding paragraph, shall be obtained within 2 weeks counting from the date of occurrence.

Article 10: Attesting CPA's Opinion

When the Company acquires or disposes of marketable securities, the Company shall obtain the most recent financial statements of the target company that have been audited or reviewed by CPAs as a reference for evaluating the transaction price prior to the date of occurrence of the fact, and if the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall request the CPAs to express an opinion on the reasonableness of the transaction price prior to the date of occurrence of the fact. if it is

necessary to use an expert report, the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. However, this does not apply if the marketable securities are publicly quoted in an active market or otherwise stipulated by the Financial Supervisory Commission.

Article 11: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price and the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

Article 11-1: The calculation of the transaction amounts referred to the preceding 3 articles shall be made in accordance with paragraph 2, Article 21, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which the appraisal report issued by the professional appraiser or a CPA's opinion has been obtained in accordance with the provisions of Articles 9-11 need not be counted toward the transaction amount.

Article 12: Where a public company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Related Party Transactions

Article 13: When the Company acquires or disposes of assets with a related party, in addition to the relevant resolution procedures and evaluation of the reasonableness of the terms of the transaction, the Company shall obtain an appraisal report or an accountant's opinion from a professional appraiser if the transaction amount reaches 10% or more of the Company's total assets in accordance with the regulations.

The calculation of the aforementioned transaction amount shall be made in accordance with Article 11-1.

In determining whether the counterparty is a related party, in addition to paying attention to the legal form of the transaction, the actual relationship shall be considered.

Article 14: When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the Board of Directors.

I. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.

II. The reason for choosing the related party as a transaction counterparty.

III. Information related to the acquisition of real estate or right-of-use assets thereof from related parties and the evaluation of the reasonableness of the predetermined terms of transaction in accordance with Article 15 and Article 16.

IV. The date and price of the original acquisition by the related party, the parties to the transaction, and their relationship with the Company and the related party.

V. The projected cash receipts and expenditures for each month of the year commencing from the month in which the transaction is expected to take place, and an evaluation of the necessity of the transaction and the reasonableness of the use of funds.

VI. The appraisal report issued by the professional appraiser obtained in

accordance with Article 13, or the opinion of a CPA

VII. Restrictions and other important agreements of the transaction.

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with paragraph 2, Article 21, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board of Directors and the Audit Committee need not be counted toward the transaction amount.

The Board of Directors may, in accordance with Article 7, authorize the Chairman of the Board of Directors to decide on the following transactions between the Company and its parent company, its subsidiaries, or between its subsidiaries in which the Company directly or indirectly holds 100% of the outstanding shares or capital stock, within a certain amount, and then submit them to the coming Board of Directors for ratification:

I. Acquisition or disposal of equipment or right-of-use assets thereof for business use.

II. Acquisition or disposal of right-of-use real estate assets for business use.

If the Company has established independent directors in accordance with the provisions herein, the Company shall take into full consideration the opinions of the independent directors when submitting to the Board of Directors for discussion in accordance with the 1st paragraph. Any dissenting opinions or reservations of the independent directors should be set forth in the minutes of the Board of Directors' meeting.

If an Audit Committee has been established in accordance with the provisions herein, the matters required to be adopted by the supervisors in accordance with the first paragraph shall first be approved by at least one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, subject to the provisions of paragraphs 4 and 5 of Article 5, mutatis mutandis.

Article 15: Where a public company acquires real estate or right-to-use assets thereof from a related party, the reasonableness of the transaction costs shall be evaluated in accordance with the following methods.

I. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

II. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

A public company acquiring real estate or right-of-use assets thereof from a related party and appraises the cost of the real estate or right-of-use assets thereof in accordance with the preceding 2 paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

If the Company acquires real estate or right-to-use assets thereof from a related party under any of the following circumstances, the provisions of the preceding Article shall be followed and the provisions of the preceding three paragraphs shall not apply.

I. The related party acquires real estate or right-of-use assets as a result of inheritance or gift.

II. The related party enters into a contract to acquire real estate or

- right-of-use assets more than five years from the date of signing contract.
- III. The related party acquires real estate as a result of the joint construction contract signed with the related party or other arrangements on engaging the related party to build on the Company's own land, or on rented land.
 - IV. A public company and its parent company, subsidiaries acquire real estate assets for business use from each other, or between its subsidiaries in which the Company directly or indirectly holds 100% of the shares issued or capital stock.

Article 16: If the Company acquires real estate or right-of-use assets thereof from a related party and the appraisal result is lower than the transaction price in accordance with the first and second paragraphs of the preceding Article, the Company shall do the following:

- I. The difference between the transaction price and the appraised cost of the real estate or right-to-use assets thereof shall be set aside as a special reserve in accordance with the regulations, and shall not be distributed or used for capital increase with stock dividends. If the Company's investment in a public company is accounted for under the equity method, a special reserve should be provided in proportion to the Company's shareholding.
- II. The supervisors shall follow the provisions of Article 218 of the Company Act. If an Audit Committee has been established in accordance with the provisions of this Act, the preceding section of the subparagraph shall apply to the independent directors of the Audit Committee *mutatis mutandis*.
- III. Actions taken pursuant to the preceding 2 subparagraphs shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and prospectus.

As the Company has set aside a special reserve under the preceding paragraph, the Company may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate remuneration has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

If the Company acquires real estate or right-to-use assets thereof from a related party and there is other evidence that the transaction is not in accordance with business practices, the Company shall also comply with the provisions of the preceding two paragraphs.

However, this shall not apply to the case if objective evidence is presented and a specific opinion of reasonableness is obtained from a professional appraiser of real estate and a CPA due to the following circumstances:

- (1) Where the related party is acquiring undeveloped land or leased land for further construction, the related party shall be required to prove that one of the following conditions is met:
 - A. If the undeveloped land is appraised in accordance with the aforementioned method and the building is appraised on the basis of the related party's construction cost plus reasonable construction profit, the total amount of which exceeds the actual transaction price. The so-called reasonable construction profit shall be the lower of the average operating profit margin of the related party's construction department for the last three years or the most recent gross profit margin of the construction industry published by the Ministry of Finance.
 - B. Completed transactions by unrelated parties within the preceding year involving other floors of the same target or vicinity or closely valued parcels of land, where the land area and terms of transaction are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- (2) The Company provides proof that the terms of the real estate purchased from

a related party or the right-of-use real estate acquired by lease are similar to those of other unrelated party transactions in the vicinity within one year and the area is similar.

The above-mentioned transactions in the vicinity are based on the same or adjacent streets and the distance from the target of the transaction is less than 500 meters in circumference or the announced current value of the transaction is similar; the similarity in size is based on the fact that the area of other unrelated party transactions is not less than 50% of the area of the target of the transaction; the reference to within one year is based on the date of the acquisition of real estate or right-to-use assets and extrapolated one year back.

Merger, demerger, acquisition or transfer of shares

Article 17: The Company shall, in the event of a merger, demerger, acquisition or transfer of shares, appoint a CPA, attorney or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price or distribution of cash or other property to shareholders before convening the Board of Directors' meeting to resolve on the matter, and shall obtain the approval of the Audit Committee and submit it to the Board of Directors for discussion and approval. However, the Company is exempted from obtaining an opinion of reasonableness from the foregoing experts in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100% of the shares issued or capital stock, or between subsidiaries in which the Company directly or indirectly holds 100% of the shares issued or capital stock. A public document to the shareholders containing material contractual content and related matters for merger, demerger or acquisition, together with the expert opinion and the notice of the shareholders' meeting, shall be prepared prior to the shareholders' meeting for the purpose of determining whether to approve the merger, demerger or acquisition. However, this does not apply if other laws and regulations stipulate a company may be exempted from convening a shareholders' meeting to resolve merger, demerger or acquisition. If a shareholders' meeting of a company participating in a merger, demerger or acquisition cannot be convened or resolved due to insufficient number of attendees, insufficient voting rights or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the Company participating in the merger, demerger or acquisition shall immediately disclose to the public the reasons for the occurrence, the subsequent handling operations and the expected date of the shareholders' meeting.

Article 18: The Company shall convene a Board of Directors' meeting and a shareholders' meeting on the same day to resolve matters related to the merger, demerger or acquisition, unless otherwise provided by other laws or for special factors, and with the prior consent of the Financial Supervisory Commission. A company participating in the transfer of shares shall convene a Board of Directors' meeting on the same day, unless otherwise required by other laws or due to special factors and when a prior approval is obtained after reporting to the Financial Supervisory Commission. When the Company participates in a merger, demerger, acquisition, or transfer of shares, it shall make complete written records of the following information and keep them for five years for future reference:

- I. Basic personnel information: Including the titles, names, and ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the merger, demerger, acquisition, or share transfer plan or the execution of the plan before the information is made public.
- II. Date of material events: Including the date of signing of the letter of intent or memorandum of understanding, appointment of financial or legal advisors, signing of contract and Board meeting.
- III. Material documents and minutes: Including merger, demerger, acquisition or share transfer plans, letters of intent or memoranda of understanding, material contracts and minutes of Board meetings.

When participating in a merger, demerger, acquisition, or transfer of another

company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding 2 paragraphs

All persons who participate in or have knowledge of the Company's merger, demerger, acquisition or share transfer plan shall give a written commitment of non-disclosure and shall not reveal the contents of the plan to the external until the information is made public, nor shall they trade in the stocks and other marketable securities of all firms with an equity interest in connection with the merger, demerger, acquisition or share transfer on their own or in the name of others.

Article 19: When the Company participates in a merger, demerger, acquisition or transfer of shares, the share exchange ratio or acquisition price shall not be changed arbitrarily except in the following circumstances, and the circumstances under which such change may be made shall be stipulated in the contract of merger, demerger, acquisition or transfer of shares.

- I. Cash capital increase, issuance of convertible bonds, distribution of stock dividends, issuance of corporate bonds with stock options, preferred shares with stock options, stock warrants and other equity-type marketable securities.
- II. Disposal of the Company's major assets and other acts that affect the Company's financial and business matters.
- III. Major disasters, technological changes, etc. that affect The Company's shareholders' equity or securities prices
- IV. Adjustment of the repurchase of treasury stock by any party involved in a merger, demerger, acquisition or transfer of shares in accordance with the law.
- V. Changes in the principals or the number of parties involved in a merger, demerger, acquisition or transfer of shares.
- VI. Other conditions for changed stipulated in the contract that have been disclosed to the public.

In the event of a merger, demerger, acquisition or transfer of shares, the contract shall state the relevant matters in accordance with the regulations to protect the rights and interests of the participating companies.

- I. Handling of breach of contract.
- II. The handling principle of equity-type marketable securities issued or treasury stock repurchased of the dissolved or split company prior to the merger
- III. The number of treasury stock that may be legally repurchased by the participating company after the base date of calculation of the share exchange ratio and the handling principle.
- IV. The handling method of changes in the principals and the number of participating parties.
- V. Estimated progress and completion schedule of the plan.
- VI. If the plan is not completed within the time limit, the relevant handling procedures for the scheduled date of the shareholders' meeting according to the law.

Article 20: In the event of a change in the number of companies involved in a merger, demerger, acquisition or transfer of shares. After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been

completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 18 and the preceding paragraph

Information Disclosure

Article 21: Assets to be Announced and Reported

If the Company acquires or disposes of assets that meet the following criteria, the Administration Department shall, after obtaining the relevant information and in accordance with the prescribed format, report the relevant information on the website designated by the Financial Supervisory Commission within two days from the date of occurrence of the fact.

- I. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; However, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. Engagement in merger, demerger, acquisition or transfer of shares
- III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
- IV. The type of assets acquired or disposed of is equipment or right-to-use assets for business use, and the transaction is not with a related party, and the amount of the transaction meets one of the following requirements:
 - (I) When a public company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (II) When a public company's paid-in capital reaches NT\$10 billion or more, the transaction amount reaches NT\$1,000 million or more.
- V. A public company engaged in the construction business acquires or disposes of real estate or right-to-use assets for construction use and the transaction is not with a related party, and the transaction amount reaches NT\$500 million or more; among them, if the paid-in capital reaches NT\$10 billion or more, when disposing real estate for completed self-construction real estate and the transaction is not with a related party, and the transaction amount reaches NT\$1 billion or more.
- VI. If a company acquires real estate under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the counterparty is not a related party, the Company expects to invest a transaction amount of NT\$500 million or more.
- VII. If the transaction amount of the asset transaction, disposal of debts by financial institutions or investment in Mainland China other than those in the preceding six paragraphs reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, this does not apply to the following circumstances:
 1. Purchase and sale of domestic bonds
 2. Professional investors buy or sell marketable securities on foreign or domestic stock exchanges or OTC markets, or subscribe for ordinary

juristic-person bonds and general financial bonds not involving equity interests (excluding subordinated debentures) in the primary market, or futures trust funds, or subscribe for or sell back index investment securities, or securities firms subscribe for the marketable securities in accordance with the TPEX regulations for the purpose of underwriting business to act as an advisor for emerging companies.

3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of the foregoing transactions is calculated as follows:

- I. The amount of each transaction.
- II. The cumulative amount of acquisition or disposal of targets of the same nature with the same counterparty within one year.
- III. The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of real estate or right-to-use assets of the same development project within one year.
- IV. The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of marketable securities within one year.

The one year period referred to in the preceding paragraph is based on the date of occurrence of the transaction and is retroactively projected to one year, and the portion of the transaction that has been announced in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" is exempt.

If there is any error or omission in the Company's announcement for items required to be announced by regulations, the Company shall re-announce and report all items within two days from the date of knowledge.

When the Company acquires or disposes of assets, the Company shall keep the relevant contracts, minutes, memorandum books, appraisal reports, and opinions of CPAs, lawyers, or securities underwriters in the Company for at least five years, unless otherwise required by other laws.

Article 22: Time limit for making announcement and reporting

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

- I. Change, termination, or rescission of a contract signed in regard to the original transaction.
- II. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- III. Change to the originally publicly announced and reported information.

Supplementary Provisions

Article 23: When the Company engages in derivative financial instruments, it shall follow the Company's "Procedures for Handling Derivative Transactions" and shall pay attention to risk management and audit matters in order to carry through the internal control system.

Article 24: Regulations of subsidiaries

If the acquisition or disposal of assets by a subsidiary that is not a public company meets the criteria to be announced and reported under Article 21, the parent company shall also make the announcement and reporting on its behalf. In the criteria for announcement, the term "20% of the Company's paid-in capital or 10% of the Company's total assets" refers to the parent company's paid-in capital or total assets. The acquisition or disposal of assets by subsidiaries shall also be in accordance with the parent company's regulations.

Article 25: The 10% of total assets requirement of the Regulations shall be calculated based on the amount of total assets in the most recent standalone or individual financial statements as required by the Regulations Governing the Preparation

of Financial Reports by Securities Issuers.

Article 26: These Regulations were established on June 24, 2003, and the original procedures for acquisition or disposal of assets are repealed upon the effective date of these Regulations.

The 1st amendment was made on June 15, 2007

The 2nd amendment was made on June 10, 2009.

The 3rd amendment was made on June 22, 2011.

The 4th amendment was made on June 25, 2012.

The 5th amendment was made on June 20, 2013.

The 6th amendment was made on June 23, 2014.

The 7th amendment was made on June 28, 2017.

The 8th amendment was made on June 24, 2019.

Appendix 6: HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Corporate Social Responsibility Best Practice Principles

Chapter I General Provisions

Article 1:

In order to fulfill our corporate social responsibility (CSR) and to promote the balanced and sustainable development of economy, society and environment and ecology, the Best Practice Principles are hereby established for compliance

Article 2:

The scope of the Principles shall include the overall operational activities of the Company and its group companies.

Article 3:

In fulfilling CSR, the Company shall respect social ethics and pay attention to the rights and interests of its stakeholders and, while pursuing sustainable operation and profitability, pay attention to environmental, social and corporate governance factors and incorporate them into its management and operations.

The Company shall conduct risk evaluations on environmental, social and corporate governance issues related to the Company's operations in accordance with the materiality principle, and formulate relevant risk management policies or strategies

Article 4:

The following principles are appropriate for the Company's fulfillment of CSR

- I. Carry through and promote corporate governance.
- II. Develop a sustainable environment.
- III. Safeguard social welfare.
- IV. Strengthen the disclosure of information on corporate sustainable development.

Article 5:

The Company shall comply with the provisions of the law and the Articles of Incorporation, as well as the contracts signed with the stock exchange and related regulations. It is also appropriate to consider the development trends of domestic and international corporate social responsibility, the Company's own and its group enterprises' overall operational activities, and formulate policies, systems or related management systems for corporate social responsibility, which shall be approved by the Board of Directors.

Chapter II Implement Corporate Governance

Article 6:

The Board of Directors of the Company shall exercise its duty of care as a good manager to supervise the enterprise to fulfill CSR and review the effectiveness of its implementation and continuous improvement from time to time to ensure the implementation of the CSR

The Board of Directors of the Company shall fulfill CSR in the following ways:

- I. Incorporate CSR into the Company's operational activities and development direction.
- II. Propose a mission or vision and values for CSR and formulate a policy statement on corporate social responsibility.
- III. Ensure disclosure of CSR-related information

Article 7:

In order to improve the management of CSR, the Company shall establish a dedicated (part-time) unit for promoting CSR, which shall be responsible for the proposal and

implementation of CSR policies or systems and report to the Board of Directors on a regular basis.

Article 8:

The Company shall respect the rights and interests of stakeholders, identify the stakeholders of the Company, understand their reasonable expectations and needs through appropriate communication and their participation, and respond appropriately to important CSR issues of concern to stakeholders.

Article 9:

The Company shall establish an effective corporate governance structure and related ethical standards and matters in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, and the Guidelines for the Adoption of Codes of Ethical Conduct for TWSE/TPEX Listed Companies, in order to improve corporate governance.

Article 10:

The Company shall conduct its business activities in compliance with relevant laws and regulations and implement the following matters to create a fair competitive environment.

- I. Avoid engaging in acts that violate fair competition.
- II. Fulfill its tax obligations.
- III. Anti-bribery and corruption, and establish appropriate management systems.
- IV. Corporate donations are in accordance with internal procedures.

Article 11:

The Company shall regularly conduct corporate ethics training for directors, supervisors and employees and promote the matters in the preceding Article, and integrate them with the employee performance appraisal system to establish a clear and effective reward and disciplinary system.

Chapter III Develop a sustainable environment.

Article 12:

The Company shall comply with environment-related laws and regulations and relevant international standards and regulations to appropriately protect the natural environment, and shall strive for the goal of environmental sustainability in the execution of its business activities.

Article 13:

The Company shall be committed to improving the efficiency of resource utilization and using recycled materials with low impact on the environment, so that the earth's resources can be used sustainably.

Article 14:

The Company shall set up an appropriate environmental management system based on the characteristics of its industry. The Company's environmental management system shall include the following items:

- I. Collect and evaluate adequate and timely information on the impact of operational activities on the natural environment.
- II. Establish measurable objectives and regularly review the sustainability and relevance of these objectives.
- III. Review the progress of environmental sustainability goals or objectives on a regular basis.

Article 15:

The Company shall establish a dedicated unit or personnel for environmental management to maintain the system related to environmental management, and shall regularly conduct environmental education courses for management and employees.

Article 16:

The Company shall consider the impact on ecological benefits, promote and educate consumers on the concept of sustainable consumption, and engage in operational activities such as research and development, production, and services in accordance with the following principles in order to reduce the impact of the Company's operations on the natural environment.

- I. Reduce the consumption of resources and energy for products and services.
- II. Reduce the emission of pollutants, toxic substances and waste, and properly dispose of the waste.
- III. Increase the recyclability and reuse of raw materials or products.
- IV. Make renewable resources to achieve the maximum sustainable use.
- V. Extend the durability of products.
- VI. Increase the performance of products and services.

Article 17:

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

The Company shall avoid polluting water, air and land in its operations; if this cannot be avoided, the Company shall make its best efforts to reduce the adverse effects on human health and the environment and adopt the best feasible pollution prevention and measures to control technology, taking into account cost-effectiveness and technical and financial feasibility.

Article 18:

The Company shall evaluate the potential risks and opportunities of climate change to the Company now and in the future, and take countermeasures to respond to climate related issues

The Company shall adopt common domestic and foreign standards or guidelines to perform and disclose the corporate greenhouse gas inventory, the scope of which shall include

- I. Direct greenhouse gas emissions: greenhouse gas emissions sources owned or controlled by the Company.
- II. Indirect greenhouse gas emissions: Generated by externally purchased power, heat or steam and other energy use.

The Company shall compile statistics on greenhouse gas emissions, water consumption and total weight of waste, and formulate policies for energy conservation and carbon reduction, greenhouse gas reduction, reduction of water consumption or other waste management, and incorporate the acquisition of carbon rights into the Company's carbon reduction strategy plan and promote them accordingly to reduce the impact of the Company's operational activities on natural environment.

Chapter IV Safeguard social welfare.

Article 19:

The Company shall comply with relevant labor laws and regulations, protect the legal rights and interests of its employees, and respect the internationally recognized basic labor human rights principles, and shall not do anything that endangers the basic rights of labor.

In terms of human resources policies, the Company shall respect the basic labor human rights protection principles and establish appropriate management methods and procedures.

Article 20:

The Company shall provide employees with information about their rights under the labor laws of the countries in which it operates.

Article 21:

The Company shall provide a safe and healthy working environment for its employees, including the provision of necessary health and first aid facilities, and shall endeavor to

reduce hazards to the safety and health of its employees in order to prevent occupational hazards.

The Company shall implement regular safety and health education and training for employees.

Article 22:

The Company shall create a favorable environment for the career development of employees and establish an effective career development training program.

The Company shall formulate and implement reasonable employee welfare measures (including remuneration, vacation and other benefits, etc.), and appropriately reflects operating performance or results in employee remuneration to ensure human resources recruitment, retention and encouragement to achieve the goal of sustainable operation.

Article 23:

The Company shall establish and implement reasonable employee welfare measures (including salary, vacation and other benefits) and appropriately reflect operational performance or results in employee remuneration

Article 24:

The Company shall uphold the ethics of product responsibility and marketing, shall formulate and disclose its consumer rights policy, and shall carry through the consumer rights policy

Article 25:

The Company shall ensure the quality of products and services in accordance with governmental regulations and relevant industry standards.

The Company shall comply with governmental regulations and relevant international standards regarding the health and safety of customers, customer privacy, marketing and labeling of products and services, and shall not deceive, mislead, defraud, or any other conduct that undermines consumer trust or damages consumer rights.

Article 26:

The Company shall provide transparent and effective consumer complaint procedures for its products and services, and shall handle consumer complaints fairly and promptly, and shall comply with relevant laws and regulations to ensure respect for consumer privacy and protection of personal information provided by consumers.

Article 27:

The Company shall evaluate the environmental and social impacts of its procurement practices on the communities from which it supplies, and shall cooperate with its suppliers to jointly promote CSR

The Company shall establish supplier management policies and require suppliers to follow relevant regulations on issues such as environmental protection, occupational safety and health, or labor and human rights. The Company shall evaluate whether its suppliers have a record of environmental and social impacts before engaging in business transactions, and shall avoid transactions with those whose CSR policies are in conflict.

When a company signs a contract with its major suppliers, it is appropriate to include provisions for compliance with the CSR policies of both parties, and for the supplier to terminate or cancel the contract at any time if the supplier is involved in a violation of the policy that has a significant impact on the environment and society in the community from which the supply is made.

Article 28:

The Company shall evaluate and manage the impact of the Company's operations on the community and employ appropriate manpower to enhance community recognition.

The Company shall participate in activities of civic organizations, charitable organizations and local government agencies related to community development and

community education through commercial activities, in-kind donations, corporate volunteer services or other free professional services to promote community development.

Chapter V Strengthen the disclosure of information on corporate sustainable development.

Article 29:

The Company shall disclose information in accordance with relevant laws and regulations and the Corporate Governance Best Practice Principles, and shall fully disclose relevant and reliable information related to CSR in order to enhance information transparency.

The Company shall disclose information related to CSR as follows.

- I. The governance mechanism, strategies, policies and management guidelines for CSR approved by the Board of Directors.
- II. The risks and impacts on the Company's operations and financial condition arising from the factors such as the promotion of corporate governance, the development of a sustainable environment, and the protection of social welfare.
- III. The Company's objectives and measures to fulfill CSR.
- IV. The performance of CSR implementation.
- V. Other CSR-related information

Article 30:

The Company shall prepare a CSR report in accordance with the time frame prescribed by the competent authorities to disclose the promotion of CSR, the contents of which shall include the following:

- I. The institutional framework, policies and action plans for implementing CSR.
- II. Main stakeholders and the issues of concerns to them
- III. Performance and review of the Company's implementation of CSR, development of a sustainable environment, and protection of social welfare.
- IV. Future directions and goals for improvement.

Chapter VI Supplementary Provisions

Article 31:

The Company shall pay attention to the development of domestic and international CSR systems and changes in the corporate environment at all times, and review and improve the CSR system established by the Company accordingly in order to enhance the effectiveness of fulfilling CSR.

Article 32:

The establishment and amendment of the Principles shall be approved by the Board of Directors and submitted to the shareholders' meeting before implementation.

The Principles were established on March 29, 2017

The 1st amendment to the Principles was made on March 27, 2020