

Stock Code: 1618

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2023 Regular Shareholder Meeting

Handbook

June 26, 2023

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

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◆Agenda

Agenda of the 2023 regular shareholder meeting of HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

Time: June 26, 2023 (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 2022 business report
 - (ii) The Company's Audit Committee's review of the 2022 final report.
 - (iii) The Company's 2022 report on the distribution of remuneration for employees and directors.
 - (iv) Report on the directors' remuneration of the Company for 2022
 - (v) The Company's distribution of cash dividends from earnings and capital surplus for 2022.
- iv. Ratification proposals
 - (i) Ratification of the 2022 business report and financial statements
 - (ii) Ratification of the 2022 earnings distribution statement
- v. Discussion matters
 - (i) Amendment to the Company's "Rules of Procedure for Shareholder Meeting".
- vi. Extraordinary motions
- vii. Adjournment

◆ Company reports

Report no. 1

Subject: The Company's 2022 business report.

Explanation: For the Company's 2022 business report, please refer to attachment 1 of this handbook (pages 5-6).

Report no. 2

Subject: The Company's Audit Committee's review of the 2022 final report.

Explanation: For the Company's Audit Committee's 2022 review report, please refer to attachment 2 of this handbook (page 7).

Report no. 3

Subject: The Company's 2022 report on the distribution of remuneration for employees and directors.

Explanation: The Company's 2022 profits (before tax and remuneration of employees, directors) after audited by independent auditors were NT\$320,439,522. According to Article 20 of the Articles of Incorporation, NT\$9,600,000 (3.00%) were allocated as employee remuneration, NT\$6,480,000 (2.02%) as director remuneration, all paid in cash.

Report no. 4

Subject: Report on the directors' remuneration of the Company for 2022.

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 8-9) of this Handbook for the directors' remuneration.

Report no. 5

Subject: The Company's distribution of cash dividends from earnings and capital surplus for 2022.

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 resolved at the 6th meeting of the 12th board meeting on May 12, 2023 to appropriate NT\$77,076,699 from the earnings of 2022 (NT\$0.4 per share), and to appropriate NT\$38,538,349 from the capital surplus from the issuance of shares in excess of par value (NT\$0.2 per share) based on the shareholdings recorded in the shareholder register on the book-close date, for a total cash dividend of NT\$0.60.
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".

◆Ratification proposals

Proposal no. 1 (by Board of Directors)

Subject: Proposal for the ratification of the 2022 business report and financial statements.

Explanation: 1. The Company's 2022 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 4 (pages 5-6 and 10-28) for the Company's 2022 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 2022 earnings distribution proposal.

Explanation: The Company's 2022 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 5 (page 29) of this handbook for the earnings distribution statement. Please accept the proposal for ratification.

Resolution:

◆Discussion matters

Proposal no. 1 (by Board of Directors)

Subject: Amendment to the Company's "Rules of Procedure for Shareholder Meeting". Please proceed to discuss.

Explanation: In accordance with the revisions of laws and regulations and the actual needs of the business, some provisions of the "Rules of Procedure for Shareholder Meeting" have been amended. Please refer to attachment 6 of this handbook (page 30-41) for the comparison of the previous and the amended provisions.

- ◆ Extraordinary motions
- ◆ Adjournment

Attachment 1:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2022 Business report

The Company's 2022 consolidated operating revenues were NT\$2,864,412 thousand, with a gross margin of 11.25%.

The Company's 2022 operating profit of NT\$223,680 thousand for the year. Non-operating income and expense is NT\$80,679 thousand mainly consisted of dividend income of NT\$44,920 thousand, and gold valuation gain of NT\$19,602 thousand, and net profits before tax were NT\$304,359 thousand, an increase of 4.61% compared with the same period last year.

Proportion of sales by product in 2022: rubber cable 12.93%, communication cable 9.25%, XLPE power cable 56.30%, aluminum wire 2.54%, optical fiber 3.03%, service and engineering income 1.24%, and other approximately 14.71%.

(i) Implementation results of business plan

Unit: Thousand NT\$

Item	2022 (IFRS)-stand-alone	2021 (IFRS)-stand-alone	Increase or decrease %	2022 (IFRS)-consolidated	2021 (IFRS)-consolidated	Increase or decrease %
Operating revenues	2,861,035	2,800,179	2.17%	2,864,412	2,803,841	2.16%
Operating costs	2,536,646	2,453,015	3.41%	2,542,078	2,458,739	3.39%
Operating gross margins	324,389	347,164	(6.56%)	322,334	345,102	(6.60%)
Operating expenses	97,874	93,205	5.01%	98,654	94,242	4.68%
Operating profits	226,515	253,959	(10.81%)	223,680	250,860	(10.83%)
Non-operating income and expense	77,844	36,980	110.50%	80,679	40,079	101.30%
Net profits before tax	304,359	290,939	4.61%	304,359	290,939	4.61%

The increase in non-operating income and expenses for 2022 compared to the same period last year of NT\$40,600 thousand was mainly due to the dividend income increase of NT\$12,019 thousand and gain on unrealized gain on gold valuation increase of NT\$29,997 thousand .

(ii) Budget implementation status

The 2022 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 (%)	5.30%
Return on equity (%)	5.81%
Profits before tax to capital (%)	15.80%
Net profits margin (%)	8.66%
Earnings per share (NT\$)	1.29

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 2022 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 2023 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, 2023

Attachment 3:

2022 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	2,097	2,097	0	0	4,860	4,860	0	0	6,957 (2.80%)	6,957 (2.80%)	5,332	5,332	334	334	1,500	0	1,500	0	14,123 (5.69%)	14,123 (5.69%)	None		
	Kaiti Yang																							
	Yisen Lai																							
	Suyuan Yu																							
	Xinzheng Li																							
Independent director	BOND-GALV INDUSTRIAL CO., LTD. Representative Yuanhong Huang	1,830	1,830	0	0	1,620	1,620	0	0	3,450 (1.39%)	3,450 (1.39%)	0	0	0	0	0	0	0	0	0	0	3,450 (1.39%)	3,450 (1.39%)	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:

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, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (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, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the

consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The Group's revenue, which comes from sales of wires and cables to domestic contractors, 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, 2022.

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, 2022 and 2021, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if,

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those

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

The engagement partners on the audits resulting in this independent auditors' report are Tza-Li Gung and Wen-Yuan Chuang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 24, 2023

Notice to Readers

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

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 145,087	3	\$ 176,505	4
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	176,715	4	157,113	3
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	96,614	2	93,689	2
Financial assets at amortized cost - current (Notes 4, 9 and 29)	28,407	1	28,408	1
Contract assets - current (Notes 4 and 22)	269,035	6	267,778	6
Notes receivable (Notes 4, 10, 22 and 28)	26,416	-	36,115	1
Trade receivables (Notes 4, 10, 22 and 28)	460,694	9	303,131	7
Other receivables (Note 10)	6,274	-	10,953	-
Inventories (Notes 4, 5 and 11)	1,048,506	22	906,904	20
Other current assets (Note 17)	<u>62,912</u>	<u>1</u>	<u>12,838</u>	<u>-</u>
Total current assets	<u>2,320,660</u>	<u>48</u>	<u>1,993,434</u>	<u>44</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	805,741	17	905,744	20
Contract assets - non-current (Notes 4 and 22)	46,660	1	-	-
Property, plant and equipment (Notes 4, 14 and 29)	1,309,001	27	1,345,559	30
Right-of-use assets (Notes 4 and 15)	10,127	-	12,312	-
Investment properties (Notes 4, 16 and 29)	272,898	6	289,931	6
Deferred tax assets (Notes 4, 5 and 24)	23,592	-	24,517	-
Other non-current assets (Note 17)	<u>42,839</u>	<u>1</u>	<u>11,938</u>	<u>-</u>
Total non-current assets	<u>2,510,858</u>	<u>52</u>	<u>2,590,001</u>	<u>56</u>
TOTAL	<u>\$ 4,831,518</u>	<u>100</u>	<u>\$ 4,583,435</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4 and 18)	\$ 149,319	3	\$ -	-
Contract liabilities - current (Notes 4 and 22)	31,585	1	29,244	1
Notes payable	445	-	429	-
Trade payables to unrelated parties	162,919	3	128,715	2
Trade payables to related parties (Note 28)	23,944	-	15,476	-
Other payables (Note 19)	86,889	2	84,038	2
Current tax liabilities (Notes 4 and 24)	27,666	1	33,319	1
Lease liabilities - current (Notes 4 and 15)	4,787	-	4,769	-
Other current liabilities (Note 19)	<u>2,511</u>	<u>-</u>	<u>2,462</u>	<u>-</u>
Total current liabilities	<u>490,065</u>	<u>10</u>	<u>298,452</u>	<u>6</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 24)	4,394	-	474	-
Lease liabilities - non-current (Notes 4 and 15)	5,416	-	7,608	-
Other non-current liabilities (Notes 19, 20 and 28)	<u>31,173</u>	<u>1</u>	<u>36,033</u>	<u>1</u>
Total non-current liabilities	<u>40,983</u>	<u>1</u>	<u>44,115</u>	<u>1</u>
Total liabilities	<u>531,048</u>	<u>11</u>	<u>342,567</u>	<u>7</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4, 8 and 21)				
Ordinary shares	<u>1,926,917</u>	<u>40</u>	<u>1,926,917</u>	<u>42</u>
Capital surplus	<u>234,910</u>	<u>5</u>	<u>283,083</u>	<u>6</u>
Retained earnings				
Legal reserve	358,541	7	332,672	7
Unappropriated earnings	<u>1,630,983</u>	<u>34</u>	<u>1,453,006</u>	<u>32</u>
Total retained earnings	<u>1,989,524</u>	<u>41</u>	<u>1,785,678</u>	<u>39</u>
Other equity				
Exchange differences on translation of the financial statements of foreign operations	6,875	-	6,259	-
Unrealized valuation gain on financial assets at fair value through other comprehensive income	<u>142,244</u>	<u>3</u>	<u>238,931</u>	<u>6</u>
Total other equity	<u>149,119</u>	<u>3</u>	<u>245,190</u>	<u>6</u>
Total equity attributable to owners of the parent	<u>4,300,470</u>	<u>89</u>	<u>4,240,868</u>	<u>93</u>
TOTAL	<u>\$ 4,831,518</u>	<u>100</u>	<u>\$ 4,583,435</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, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 22, 28 and 35)	\$ 2,864,412	100	\$ 2,803,841	100
OPERATING COSTS (Notes 11, 20, 23 and 28)	<u>2,542,078</u>	<u>89</u>	<u>2,458,739</u>	<u>88</u>
GROSS PROFIT	<u>322,334</u>	<u>11</u>	<u>345,102</u>	<u>12</u>
OPERATING EXPENSES (Notes 20, 23 and 28)				
Selling and marketing expenses	49,004	2	47,814	2
General and administrative expenses	46,086	1	41,540	1
Research and development expenses	<u>3,564</u>	<u>-</u>	<u>4,888</u>	<u>-</u>
Total operating expenses	<u>98,654</u>	<u>3</u>	<u>94,242</u>	<u>3</u>
PROFIT FROM OPERATIONS	<u>223,680</u>	<u>8</u>	<u>250,860</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 23 and 35)	701	-	1,525	-
Other income (Notes 23 and 35)	57,288	2	42,452	1
Other gains and losses (Notes 13, 23 and 35)	24,293	-	(3,683)	-
Finance costs (Notes 23 and 35)	<u>(1,603)</u>	<u>-</u>	<u>(215)</u>	<u>-</u>
Total non-operating income and expenses	<u>80,679</u>	<u>2</u>	<u>40,079</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	304,359	10	290,939	10
INCOME TAX EXPENSE (Notes 4, 5 and 24)	<u>56,282</u>	<u>2</u>	<u>58,023</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>248,077</u>	<u>8</u>	<u>232,916</u>	<u>8</u>

(Continued)

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

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

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 2,210	-	\$ (1,237)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(94,955)	(3)	(48,835)	(2)
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>616</u>	<u>-</u>	<u>454</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>(92,129)</u>	<u>(3)</u>	<u>(49,618)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 155,948</u>	<u>5</u>	<u>\$ 183,298</u>	<u>6</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$ 1.29</u>		<u>\$ 1.04</u>	
Diluted	<u>\$ 1.28</u>		<u>\$ 1.04</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, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Retained Earnings						Other Equity		Total	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE AT JANUARY 1, 2021	\$ 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
Appropriation of the 2021 earnings										
Legal reserve	-	-	25,869	-	(25,869)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(48,173)	(48,173)	-	-	-	(48,173)
Issuance of cash dividends from capital surplus	-	(48,173)	-	-	-	-	-	-	-	(48,173)
Net profit for the year ended December 31, 2022	-	-	-	-	248,077	248,077	-	-	-	248,077
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	2,210	2,210	616	(94,955)	(94,339)	(92,129)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	250,287	250,287	616	(94,955)	(94,339)	155,948
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	1,732	1,732	-	(1,732)	(1,732)	-
BALANCE AT DECEMBER 31, 2022	\$ 1,926,917	\$ 234,910	\$ 358,541	\$ -	\$ 1,630,983	\$ 1,989,524	\$ 6,875	\$ 142,244	\$ 149,119	\$ 4,300,470

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, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 304,359	\$ 290,939
Adjustments for:		
Depreciation expense	62,992	62,554
Amortization expense	-	1
Loss (reversal of) expected credit loss on trade receivables	2,474	(158)
Net (gain) loss on fair value changes of financial assets designated as at fair value through profit or loss	(19,602)	10,395
Finance costs	1,603	215
Interest income	(701)	(1,525)
Dividend income	(44,920)	(32,901)
(Gain) loss on disposal of property, plant and equipment	(883)	86
Gain on disposal of investment accounted for using the equity method	-	(4,448)
Write-downs of inventories	335	15,595
Reversal of write-downs of inventories	-	(20,113)
Net (gain) loss on foreign currency exchange	(801)	288
Other non-cash items	-	(12)
Changes in operating assets and liabilities		
Contract assets	(47,578)	(27,708)
Notes receivable	9,760	(9,329)
Trade receivables	(159,559)	(13,140)
Other receivables	(824)	(2,626)
Inventories	(141,937)	(144,812)
Other current assets	(50,074)	27,689
Other non-current assets	-	(65)
Contract liabilities	2,341	9,110
Notes payable	16	139
Trade payables	42,597	(76,149)
Other payables	2,591	(1,881)
Other current liabilities	49	(3,194)
Other non-current liabilities	(2,098)	(235)
Cash (used in) generated from operations	(39,860)	78,715
Interest paid	(1,537)	(215)
Income tax paid	(57,642)	(65,810)
Net cash (used in) generated from operating activities	<u>(99,039)</u>	<u>12,690</u>

(Continued)

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (9,690)
Proceeds from sale of financial assets at fair value through other comprehensive income	2,123	73,196
Proceeds from capital reduction by return of shares - financial assets at FVTOCI	5,504	-
Purchase of financial assets at amortized cost	(19,015)	(42,408)
Proceeds from sale of financial assets at amortized cost	19,016	50,000
Proceeds from sale of investments in associates	-	1,484
Payments for property, plant and equipment	(8,576)	(48,056)
Proceeds from sale of property, plant and equipment	5,500	-
Increase in refundable deposits	(19,802)	(11,221)
Decrease in refundable deposits	18,080	11,708
Payments for investment properties	-	(21,609)
Increase in prepayments for equipment	(29,223)	(626)
Interest received	698	1,624
Other dividends received	<u>44,920</u>	<u>32,901</u>
Net cash generated from investing activities	<u>19,225</u>	<u>37,303</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase repayments of short-term borrowings	149,319	-
Proceeds from guarantee deposits received	150	3,496
Refunds of guarantee deposits received	(150)	(3,450)
Repayment of the principal portion of lease liabilities	(5,193)	(4,380)
Cash dividends	(96,346)	(72,259)
Payment for reduction of capital	<u>-</u>	<u>(481,730)</u>
Net cash generated from (used in) financing activities	<u>47,780</u>	<u>(558,323)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>616</u>	<u>(47)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(31,418)	(508,377)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	<u>176,505</u>	<u>684,882</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	<u>\$ 145,087</u>	<u>\$ 176,505</u>

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

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, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

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

Basis for Opinion

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

Revenue Recognition

The Company's revenue, which comes from sales of wires and cables to domestic contractors, 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, 2022.

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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism. 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, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Tza-Li Gung and Wen-Yuan Chuang.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 24, 2023

Notice to Readers

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

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

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD.**BALANCE SHEETS****DECEMBER 31, 2022 AND 2021****(In Thousands of New Taiwan Dollars)**

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 136,512	3	\$ 167,669	4
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	176,715	4	157,113	3
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	96,614	2	93,689	2
Financial assets at amortized cost - current (Notes 4, 9 and 28)	9,407	-	9,408	-
Contract assets - current (Notes 4 and 21)	269,035	6	267,778	6
Notes receivable (Notes 4, 10, 21 and 27)	26,416	-	35,795	1
Trade receivables (Notes 4, 10, 21 and 27)	460,641	9	303,073	7
Other receivables (Note 10)	6,263	-	10,937	-
Inventories (Notes 4, 5 and 11)	1,046,101	22	904,884	20
Other current assets (Note 16)	<u>60,817</u>	<u>1</u>	<u>10,169</u>	<u>-</u>
Total current assets	<u>2,288,521</u>	<u>47</u>	<u>1,960,515</u>	<u>43</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	805,741	17	905,744	20
Investments accounted for using the equity method (Notes 4 and 12)	53,990	1	54,683	1
Contract assets - non-current (Notes 4 and 21)	46,660	1	-	-
Property, plant and equipment (Notes 4, 13 and 28)	1,284,102	27	1,320,472	29
Right-of-use assets (Notes 4 and 14)	7,215	-	8,686	-
Investment properties (Notes 4, 15 and 28)	272,898	6	289,931	6
Deferred tax assets (Notes 4, 5 and 23)	23,592	-	24,517	1
Other non-current assets (Note 16)	<u>42,700</u>	<u>1</u>	<u>11,755</u>	<u>-</u>
Total non-current assets	<u>2,536,898</u>	<u>53</u>	<u>2,615,788</u>	<u>57</u>
TOTAL	<u>\$ 4,825,419</u>	<u>100</u>	<u>\$ 4,576,303</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4 and 17)	\$ 149,319	3	\$ -	-
Contract liabilities – current (Notes 4 and 21)	31,178	1	28,711	1
Notes payable	445	-	429	-
Trade payables to unrelated parties	162,808	3	128,443	2
Trade payables to related parties (Note 27)	23,944	-	15,476	-
Other payables (Note 18)	84,265	2	81,403	2
Current tax liabilities (Notes 4 and 23)	27,666	1	33,319	1
Lease liabilities - current (Notes 4 and 14)	4,070	-	4,062	-
Other current liabilities (Note 18)	<u>2,486</u>	<u>-</u>	<u>2,409</u>	<u>-</u>
Total current liabilities	<u>486,181</u>	<u>10</u>	<u>294,252</u>	<u>6</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 23)	4,394	-	474	-
Lease liabilities - non-current (Notes 4 and 14)	3,201	-	4,676	-
Other non-current liabilities (Notes 18, 19 and 27)	<u>31,173</u>	<u>1</u>	<u>36,033</u>	<u>1</u>
Total non-current liabilities	<u>38,768</u>	<u>1</u>	<u>41,183</u>	<u>1</u>
Total liabilities	<u>524,949</u>	<u>11</u>	<u>335,435</u>	<u>7</u>
EQUITY (Notes 4, 8 and 20)				
Ordinary shares	<u>1,926,917</u>	<u>40</u>	<u>1,926,917</u>	<u>42</u>
Capital surplus	<u>234,910</u>	<u>5</u>	<u>283,083</u>	<u>6</u>
Retained earnings				
Legal reserve	358,541	7	332,672	7
Unappropriated earnings	<u>1,630,983</u>	<u>34</u>	<u>1,453,006</u>	<u>32</u>
Total retained earnings	<u>1,989,524</u>	<u>41</u>	<u>1,785,678</u>	<u>39</u>
Other equity				
Exchange differences on translation of the financial statements of foreign operations	6,875	-	6,259	-
Unrealized valuation gain on financial assets at fair value through other comprehensive income	<u>142,244</u>	<u>3</u>	<u>238,931</u>	<u>6</u>
Total other equity	<u>149,119</u>	<u>3</u>	<u>245,190</u>	<u>6</u>
Total equity	<u>4,300,470</u>	<u>89</u>	<u>4,240,868</u>	<u>93</u>
TOTAL	<u>\$ 4,825,419</u>	<u>100</u>	<u>\$ 4,576,303</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, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 21 and 27)	\$ 2,861,035	100	\$ 2,800,179	100
OPERATING COSTS (Notes 11, 19, 22 and 27)	<u>2,536,646</u>	<u>89</u>	<u>2,453,015</u>	<u>88</u>
GROSS PROFIT	<u>324,389</u>	<u>11</u>	<u>347,164</u>	<u>12</u>
OPERATING EXPENSES (Notes 19, 22 and 27)				
Selling and marketing expenses	49,007	2	47,817	2
General and administrative expenses	45,303	1	40,499	1
Research and development expenses	<u>3,564</u>	<u>-</u>	<u>4,889</u>	<u>-</u>
Total operating expenses	<u>97,874</u>	<u>3</u>	<u>93,205</u>	<u>3</u>
PROFIT FROM OPERATIONS	<u>226,515</u>	<u>8</u>	<u>253,959</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 22)	501	-	1,366	-
Other income (Note 22)	55,918	2	41,023	1
Other gains and losses (Note 22)	24,294	-	(8,012)	-
Finance costs (Note 22)	(1,560)	-	(161)	-
Share of profit or loss of subsidiaries (Note 12)	<u>(1,309)</u>	<u>-</u>	<u>2,764</u>	<u>-</u>
Total non-operating income and expenses	<u>77,844</u>	<u>2</u>	<u>36,980</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	304,359	10	290,939	10
INCOME TAX EXPENSE (Notes 4, 5 and 23)	<u>56,282</u>	<u>2</u>	<u>58,023</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>248,077</u>	<u>8</u>	<u>232,916</u>	<u>8</u>

(Continued)

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

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

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 2,210	-	\$ (1,237)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(94,955)	(3)	(48,835)	(2)
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>616</u>	<u>-</u>	<u>454</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>(92,129)</u>	<u>(3)</u>	<u>(49,618)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 155,948</u>	<u>5</u>	<u>\$ 183,298</u>	<u>6</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 1.29</u>		<u>\$ 1.04</u>	
Diluted	<u>\$ 1.28</u>		<u>\$ 1.04</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, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Retained Earnings						Other Equity		Total	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings		Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
						Total				
BALANCE AT JANUARY 1, 2021	\$ 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
Appropriation of the 2021 earnings										
Legal reserve	-	-	25,869	-	(25,869)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(48,173)	(48,173)	-	-	-	(48,173)
Issuance of cash dividends from capital surplus	-	(48,173)	-	-	-	-	-	-	-	(48,173)
Net profit for the year ended December 31, 2022	-	-	-	-	248,077	248,077	-	-	-	248,077
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	2,210	2,210	616	(94,955)	(94,339)	(92,129)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	250,287	250,287	616	(94,955)	(94,339)	155,948
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	1,732	1,732	-	(1,732)	(1,732)	-
BALANCE AT DECEMBER 31, 2022	\$ 1,926,917	\$ 234,910	\$ 358,541	\$ -	\$ 1,630,983	\$ 1,989,524	\$ 6,875	\$ 142,244	\$ 149,119	\$ 4,300,470

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, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 304,359	\$ 290,939
Adjustments for:		
Depreciation expense	62,046	61,387
Loss (reversal of) expected credit loss on trade receivables	2,474	(158)
Net (gain) loss on fair value changes of financial assets designated as at fair value through profit or loss	(19,602)	10,395
Finance costs	1,560	161
Interest income	(501)	(1,366)
Dividend income	(44,920)	(32,901)
Share of loss (profit) of subsidiaries	1,309	(2,764)
(Gain) loss on disposal of property, plant and equipment	(883)	86
Write-downs of inventories	335	15,595
Reversal of write-downs of inventories	-	(20,113)
Net (gain) loss on foreign currency exchange	(801)	288
Other non-cash items	-	(12)
Changes in operating assets and liabilities		
Contract assets	(47,578)	(27,708)
Notes receivable	9,440	(9,023)
Trade receivables	(159,564)	(13,152)
Other receivables	(832)	(2,615)
Inventories	(141,552)	(144,459)
Other current assets	(50,648)	28,248
Contract liabilities	2,467	9,138
Notes payable	16	139
Trade payables	42,758	(76,372)
Other payables	2,482	(1,764)
Other current liabilities	77	(3,085)
Other non-current liabilities	(2,098)	(235)
Cash (used in) generated from operations	(39,656)	80,649
Interest paid	(1,494)	(161)
Income tax paid	(57,642)	(65,810)
Net cash (used in) generated from operating activities	<u>(98,792)</u>	<u>14,678</u>

(Continued)

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

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (9,690)
Proceeds from sale of financial assets at fair value through other comprehensive income	2,123	73,196
Proceeds from capital reduction by return of shares - financial assets at FVTOCI	5,504	-
Purchase of financial assets at amortized cost	(15)	(23,408)
Proceeds from sale of financial assets at amortized cost	16	28,000
Payments for property, plant and equipment	(8,456)	(48,062)
Proceeds from property, plant and equipment	5,500	-
Increase in refundable deposits	(19,802)	(11,221)
Decrease in refundable deposits	18,080	11,708
Payments for investment properties	-	(21,609)
Increase in prepayments for equipment	(29,223)	(626)
Interest received	501	1,463
Other dividends received	<u>44,920</u>	<u>32,901</u>
Net cash generated from investing activities	<u>19,148</u>	<u>32,652</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	149,319	-
Proceeds from guarantee deposits received	150	3,496
Refunds of guarantee deposits received	(150)	(3,450)
Repayment of the principal portion of lease liabilities	(4,486)	(3,684)
Cash dividends	(96,346)	(72,259)
Payment for reduction of capital	<u>-</u>	<u>(481,730)</u>
Net cash generated from (used in) financing activities	<u>48,487</u>	<u>(557,627)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(31,157)	(510,297)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>167,669</u>	<u>677,966</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 136,512</u>	<u>\$ 167,669</u>

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

Attachment 5:

HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD

2022 earnings distribution statement

Unit: NT\$

<u>Note</u>	<u>Amount</u>
Unappropriated retained earnings, beginning of period	1,378,964,719
Remeasurements of defined benefit plans recognized in retained earnings	2,209,392
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	1,731,395
Unappropriated retained earnings, after adjustment	<u>1,382,905,506</u>
Net profits for the period	248,077,484
Less: Provision for legal reserve	(25,201,827)
Distributable earnings for the period	<u>1,605,781,163</u>
Distribution items:	
Shareholder cash dividends (0.4/ shares)	(77,076,699)
Unappropriated retained earnings, end of period	<u><u>1,528,704,464</u></u>

Chairperson: Biqi Yang

Officer: Xinzheng Li

Accounting officer: Tingyi Zhou

Attachment 6:

**HOLD-KEY ELECTRIC WIRE & CABLE CO., LTD
Comparison of the Previous and the Amended Procedure for
Shareholder Meeting**

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
Article 2	<p>The Company's shareholder meeting shall be convened by the Board of Directors unless otherwise required by laws and regulations.</p> <p><u>For the shareholders' meeting of the Company to be held via video conference, unless otherwise specified in the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall be stated in the Articles of Association and resolved by the board meeting with the attendance of two-thirds or more of the directors and the consent of a majority of the directors present.</u></p> <p><u>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>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.</p> <p><u>However, if the Company's paid-in capital reached NT\$10 billion or more as of the last day of the most recent fiscal year, or if the total shareholding of its foreign investors and Mainland Chinese investors as</u></p>	<p>The Company's shareholder meeting shall be convened by the Board of Directors unless otherwise required by laws and regulations.</p> <p>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.</p>	<p>If the shareholders' meeting of the Company is held via video conference, shareholders can only participate in the meeting by video. As there will be more restrictions on shareholders' rights, paragraph 2 is added to safeguard shareholders' rights.</p> <p>In accordance with the amendments of laws and regulations, the third paragraph is added so as to inform shareholders of the change in the way shareholders' meetings are held.</p> <p>In accordance with the amendments of relevant laws and regulations, the third paragraph is amended.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>recorded in the shareholders' roster of the Company at the time the Company convenes the most recent fiscal year's regular shareholders' meeting reached 30% or more, the Company shall complete the transmission of foregoing electronic files 30 days before the regular shareholders' meeting.</u></p> <p>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. <u>The Company shall provide the handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the shareholders' meeting in the following methods:</u></p> <p><u>I. For physical shareholders meetings, to be distributed on-site at the meeting.</u></p> <p><u>II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></p> <p>(The following are omitted.)</p>	<p>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, <u>and are distributed on-site in the shareholder meeting.</u></p> <p>(The following are omitted.)</p>	<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the fourth paragraph is added.</p>
Article 3	<p>I. ~ III (Omitted)</p> <p><u>If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	<p>I. ~ III (Omitted)</p>	<p>In accordance with the relaxation of the regulations to allow shareholders to attend shareholders' meetings by video means, the fourth paragraph is added.</p>
Article 4	<p>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.</p>	<p>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.</p>	<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the second paragraph is</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.</u></p>		<p>added.</p>
<p>Article 5</p>	<p><u>The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as “shareholders”), and other matters for attention.</u></p> <p>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.</p> <p><u>The acceptance of sign-in for shareholders' meetings by video conference should be 30 minutes before the start of the meeting on the visual meeting platform of the shareholders' meeting, and the shareholders who complete sign-in shall be deemed to attend the shareholders' meeting in person.</u></p> <p>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.</p> <p>The Company should furnish a sign-in book for attending shareholders, or the attending shareholders may hand in a sign-in card instead.</p> <p>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.</p> <p>When the shareholder is a</p>	<p>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.</p> <p>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.</p> <p>Shareholders <u>or their proxies (hereinafter referred to as the shareholders)</u> 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.</p> <p>The Company should furnish a sign-in book for attending shareholders, or the attending shareholders may hand in a sign-in card instead.</p> <p>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.</p> <p>When the shareholder is a</p>	<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>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.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	<p>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.</p>	
<p>Article 5-1 (This Article is increase)</p>	<p><u>When the Company convenes the shareholders' meeting by video conference, the information below shall be stated in the meeting notice:</u></p> <p><u>I. Methods of shareholders participating in the video conference and exercising their rights.</u></p> <p><u>II. The response to the obstacles to the virtual meeting platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:</u></p> <p><u>(I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.</u></p> <p><u>(II) Shareholders who did not register to participate in the original shareholders' meeting by video conference shall not participate in the meeting to be postponed or resumed.</u></p> <p><u>(III) When a physical shareholders' meeting is convened, along with a</u></p>		<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>video conference, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.</u></p> <p><u>(IV) The handling method in the event that the resolution results of all motions have been announced, while extempore motions have not been resolved.</u></p> <p><u>III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified. Except the circumstances specified in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and stipulate the period in which the shareholders may apply with the Company for the above and other relevant matters to be noted.</u></p>		<p>Considering the circumstances specified in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, as well as the fact that shareholders can only participate by video if the shareholders' meeting of the Company is held via video conference, paragraph 3 is added to provide alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video, and assist them in using connection equipment and provide other necessary substantive assistance in participating in the shareholders' meeting.</p>
Article 7	<p>I. ~ II (Omitted)</p> <p><u>Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this</u></p>		<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>		third to fifth paragraph is added.
Article 8	<p>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 <u>and the number of sign-in shares on the virtual meeting platform</u> handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>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.</p> <p><u>If the meeting is held by video conference, the Company shall also announce the meeting to be aborted on the video conferencing platform of the shareholders' meeting.</u></p> <p>When there are still insufficient attending shareholders representing</p>	<p>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.</p> <p>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.</p> <p>When there are still insufficient attending shareholders representing</p>	In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>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. <u>If the shareholders' meeting is held by video means, the shareholders who wish to attend the meeting by video conference shall re-register with the Company in accordance with Article 5.</u> (The following are omitted.)</p>	<p>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.</p> <p>(The following are omitted.)</p>	
Article 10	<p>I. ~ VI (Omitted) <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the seventh to eighth paragraph is added.</p>
Article 12	<p>I. ~ III (Omitted) After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person <u>or by video means</u>, they shall serve a declaration of intent to retract the voting rights already exercised under the preceding paragraph two days before the shareholders' meeting in the same manner in which the voting rights were exercised; otherwise the voting rights exercised in writing or by 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,</p>	<p>I. ~ III (Omitted) 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</p>	<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the ninth to tenth paragraph is added.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p>the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>V. ~ VIII (Omitted)</p> <p><u>When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>	<p>and also appointed a proxy to attend the shareholder meeting, the voting rights exercised by the proxy in the meeting shall prevail.</p> <p>V. ~ VIII (Omitted)</p>	
Article 14	<p>I. ~ III (Omitted)</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be</u></p>	I. ~ III (Omitted)	In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, the fourth to fifth paragraph is added.

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>		
Article 15	<p>The Company shall, on the day of the shareholders' meeting, compile a statistical statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, <u>and the number of shares in attendance in writing or by electronic means</u> clearly on site at the shareholders' meeting. When a shareholders' meeting is convened by video conference, <u>the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it until the end of the meeting.</u></p> <p><u>When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.</u></p> <p>(The following are omitted.)</p>	<p>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.</p> <p>(The following are omitted.)</p>	<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.</p>
Article 18 (This Article is increase)	<p><u>In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.</p>

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
Article 19 (This Article is increase)	<u>When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>		In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.
Article 20 (This Article is increase)	<p><u>In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting,</u></p>		In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended.

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under</u></p>		

Article order	Provisions after amendment	Provisions before amendment	Amendment basis and reason
	<p><u>Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>		
<p><u>Article 21 (This Article is increase)</u></p>	<p><u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except the circumstances specified in paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and stipulate the period in which the shareholders may apply with the Company for the above and other relevant matters to be noted.</u></p>		<p>In accordance with the relaxation of the regulations to allow shareholders' meetings to be held by video means, this article is amended. The reason for amending the latter part is the same as for Article 5-1.</p>
<p>Article 22 (Original Article 18)</p>	<p>(omitted)</p>	<p>(omitted)</p>	<p>Adjust Article order</p>
<p>Article 23</p>	<p>The rules will be implemented after approved by a shareholder meeting, and the same applies to amendments. <u>The 11th amendment was made on June 26, 2023.</u></p>	<p>The rules will be implemented after approved by a shareholder meeting, and the same applies to amendments. The 10th amendment was made on July 20, 2021.</p>	<p>Add the date and number of amendments</p>

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 2023 regular shareholder meeting (2023.4.28) 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	Nine 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. D101060 Self-usage power generation equipment utilizing renewable energy industry
 16. IG03010 Energy technical services business
 17. 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.
The Company can provide guarantee externally.
- Article 4: 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 5: 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 10-1: The Company's shareholders' meeting may be held by video conference or other means announced by the central competent authority. 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. 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.

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.
- Article20-1: 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 33nd amendment was made on July 20, 2021.
The 34nd amendment was made on June 27, 2022.

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.