



2023 General Shareholders' Meeting

Meeting Handbook

Date & time of general shareholders' meeting: June 15, 2023 (Thursday), 9:00 a.m.

Location of general shareholders' meeting:

Conference Room on the 1st floor of the Company

(1F, No. 4, Alley 1, Siwei Lane, Zhongzheng Rd., Xindian District, New Taipei City)

Method of holding a general shareholders' meeting: Physical shareholders' meeting

This English version is a translation based on the original Chinese version. Where any discrepancy arises between the two versions, the Chinese version shall prevail

Nichidenbo Corporation

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[I. Agenda of the Meeting]

Nichidenbo Corporation 2023 Annual Shareholders' Meeting Agenda

Date & time of general shareholders' meeting: June 15, 2023 (Thursday), 9:00 a.m.

Location of general shareholders' meeting: Conference Room on the 1st floor of the Company
(1F, No. 4, Alley 1, Siwei Lane, Zhongzheng Rd., Xindian District, New Taipei City)

I. Call the Meeting to Order

II. Chairman Remarks

III. Reports

(I) 2022 Business Report

(II) Audit Report of the Audit Committee

(III) Report on 2022 distribution of remuneration to employees and directors

(IV) Report on 2022 private placement of marketable securities

IV. Ratifications

(I) Motion for 2022 Financial Statements

(II) Motion for 2022 earnings distribution

V. Discussion

(I) Motion for amendment to the "Articles of Incorporation"

(II) Motion for amendment to the "Rules of Procedure for Shareholders' Meetings"

(III) Motion for amendment to the "Procedures for Election of Directors"

(IV) Motion for amendment to the "Procedures for Acquisition or Disposal of Assets"

(V) Motion for amendment to the "Regulations Governing Loaning of Funds and Making of
Endorsements/Guarantees"

(VI) Motion for Issuance Measures for 2023 1st Restricted Stock Awards

VI. Election

Motion for election of the Company's 13th board of one additional independent director

VII. Other Motions

Motion for lifting of restrictions on non-compete for directors

VIII. Extraordinary Motions

IX. Adjournment

[II. Items to Report]

Motion 1

Summary: 2022 Business Report, submitted for review.

Description: For the 2022 Business Report, please refer to Attachment I on p.7 of this Meeting Handbook.

Motion 2

Summary: Audit Report of the Audit Committee, submitted for review.

Description: For the Audit Report of the Audit Committee, please refer to Attachment II on p.9 of this Meeting Handbook.

Motion 3

Summary: Report on 2022 distribution of remuneration to employees and directors, submitted for review.

Description: 1. According to the expense ratio of the remuneration to employees and directors and supervisors approved by the Board of Directors on March 23, 2022, the distribution is made based on 7% and 1.5% of the current year's net income (i.e., net income before income tax and before remuneration to employees and directors and supervisors), respectively, less accumulated losses. The method for distribution is subject to the Company's Articles of Incorporation.

2. Based on the profit status of the Company in 2022, NT\$121,401 thousand was allocated as remuneration to employees and NT\$26,014 thousand was allocated as remuneration to directors/supervisors; there is no difference from the year in which the expenses were recognized. All remunerations are paid in cash. Employees' remuneration can be paid to employees of affiliated companies that meet certain criteria.

3. This motion was approved by the Board of Directors on March 13, 2023. The chairman was fully delegated by Board of Directors to set a payment date and handle the payment distribution.

Motion 4

Summary: Report on 2022 private placement of marketable securities, submitted for review.

Description: 1. The general shareholders' meeting held on June 15, 2022 resolved to conduct cash capital increase by private placement of common shares within the limit of 30,000,000 shares in accordance with Article 43-6 of the Securities and Exchange Act, which was to be carried out once or twice within one year following the date of the resolution adopted at the annual general meeting.

2. The Company has completed a private placement of 30,000,000 shares, at a price of NT\$44.02 per share, totaling NT\$1,320,600,000. This was collected in full on October 7, 2022 and were issued on November 11, 2022.

3. Pursuant to Article 5 of the "Directions for Public Companies Conducting Private Placements of Securities", the Company's cash capital increase by private placement of common shares is further detailed in Attachment III on p.10 of this Handbook.

[III. Ratifications]

Motion 1

Summary: Motion for 2022 Financial Statements, submitted for ratification. (proposed by the Board of Directors)

Description: 1. The Company has completed the preparation of the Parent Company-only Financial Statement, the Consolidated Financial Statement and the Business Report for the year ended December 31, 2022, and is attached with an unqualified opinion audit report issued by CPAs Shao Chih-Ming, and Wong Ya-Ling, of Deloitte Taiwan, submitted for ratification.

2. For the business report referred to above, please refer to Attachment I on p.7 of this Handbook. For the Auditor's Report and the Financial Report, please refer to Attachment IV on p.12 of this Handbook.

Resolution:

Motion 2

Summary: Motion for 2022 earnings distribution, submitted for ratification. (proposed by the Board of Directors)

Description: 1. In accordance with Articles 21 and 21-1 of the Company's "Articles of Incorporation", earnings distribution is proposed as follows:

- (1) The motion for earnings distribution for 2022 was approved by the Board of Directors on March 13, 2023.
- (2) The Earnings Distribution Table for 2022 is as follows:

Nichidenbo Corporation
Earnings Distribution Table
2022

Unit: NT\$

Item	Amount	Remarks
Undistributed earnings at the beginning of the period	670,832,189	
Add: Actuarial gains recognized in retained earnings	8,425,932	
Undistributed earnings after adjustment	679,258,121	
Add: Net income after tax in 2022	1,488,045,200	
Less: Appropriation of legal reserve	149,647,113	
Less: Appropriation of special reserves according to laws	40,925,737	
Earnings available for distribution in the current period	1,976,730,471	
Less: Cash dividends (Note)	1,169,614,325	Cash dividend per share NTD\$ 5.5
Undistributed earnings at the end of the period	807,116,146	

Note: The Company's earnings in 2022 are allocated with priority.

Chairman: Chou Wei Ling Company Officer: Yu Yao Kuo Chief Accounting Officer: Hou Chin Hwa

2. The cash dividends will be distributed based on the shareholders as recorded in the shareholder register on the ex-dividend date and the shares held. An amount of NT\$5.5 will be distributed per share until the cash dividends are distributed up to the amount of NT\$1 (rounded down to the nearest NT\$1). The amount less than NT\$1 will be recorded in other income of the Company. If subsequently the number of the outstanding shares is affected by any change in the Company's share capital such as other capital increase by issuing new shares or conversion of corporate bonds, employees' exercise of stock options, and the repurchase or transfer of treasury stocks, the chairman will be authorized at the shareholders' meeting to handle related matters.
3. After the cash dividend is approved at the shareholders' meeting, the chairman shall be authorized to set the ex-dividend date and payment date and other related matters.

Resolution:

[IV. Matters for Discussion]

Motion 1

Summary: Motion for amendment to the “Articles of Incorporation”, submitted for discussion.

(proposed by the Board of Directors)

Description: 1. The “Articles of Incorporation” are to be amended in line with the requirements of the authority and the Company’s operations.

2. Please refer to Attachment V on p.32 of this Handbook for the comparison table of the amendments. Please refer to Annex I on p.82 of this Handbook for the full text of the “Articles of Incorporation”

Resolution:

Motion 2

Summary: Motion for amendment to the “Rules of Procedure for Shareholders’ Meetings”, submitted for discussion.

(proposed by the Board of Directors)

Description: 1. The “Rules of Procedure for Shareholders’ Meetings” are to be amended in line with the requirements of the authority and the Company's operations.

2. Please refer to Attachment VI on p.37 of this Handbook for the comparison table of the amendments. Please refer to Annex II on p.88 of this Handbook for the full text of the “Rules of Procedure for Shareholders’ Meetings”.

Resolution:

Motion 3

Summary: Motion for amendment to the “Procedures for Election of Directors”, submitted for discussion.

(proposed by the Board of Directors)

Description: 1. The “Procedures for Election of Directors” are to be amended in line with the requirements of the authority and the Company's operations.

2. Please refer to Attachment VII on p.45 of this Handbook for the comparison table of the amendments. Please refer to Annex III on p.98 of this Handbook for the full text of the “Procedures for Election of Directors”.

Resolution:

Motion 4

Summary: Motion for amendment to the “Procedures for Acquisition or Disposal of Assets”, submitted for discussion.

(proposed by the Board of Directors)

Description: 1. The “Procedures for Acquisition or Disposal of Assets” are to be amended in line with the requirements of the authority and the Company's operations.

2. Please refer to Attachment VIII on p.49 of this Handbook for the comparison table of the amendments.

Resolution:

Motion 5

Summary: Motion for amendment to the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees”, submitted for discussion.
(proposed by the Board of Directors)

Description: 1. The “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees” are to be amended in line with the requirements of the authority and the Company's operations.
2. Please refer to Attachment IX on p.70 of this Handbook for the comparison table of the amendments.

Resolution:

Motion 6

Summary: Motion for Issuance Measures for 2023 1st Restricted Stock Awards. (proposed by the Board of Directors)

Description: 1. Proposal to issue new restricted employee shares in accordance with Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (hereinafter referred to as the "Offering and Issuance Regulations").
2. Total amount of issuance: A total of 4,000,000 common shares will be issued as new restricted employee shares. Each share will have a par value of NT\$10, and the total amount issued will be NT\$40,000,000. The issuance must be reported to the competent authority once or in batches within one year after the resolution of the shareholders meeting, and the shares will issued at once or in batches within two years after the competent authority's notice that the report was effective is delivered. The chairman is authorized by the Board of Directors to set the actual issuance date.
3. Please refer to Attachment X on p.78 of this Handbook for the terms of issuance, employee qualifications, number of shares subscribed by employees, necessity of the new restricted employee shares, expendable amount, dilution of the Company's earnings per share, other factors affecting shareholder equity, and restricted rights of new shares before employees meet the vesting conditions.
4. After the issuance of new restricted employee shares, the shares subscribed by employees must be immediately handed over to the Company or a designated institution and held in trust.
5. After this case is approved by the Annual Shareholders' Meeting and reported to the competent authority and becomes effective, the chairman is authorized to set the actual issuance date and specify other matters. The chairman is also authorized to make changes in response to law amendments, review requirements of the competent authority, or other matters, and is authorized to handle matters not specify herein at his/her discretion.

Resolution:

[V. Election Matters]

Motion 1

Summary: Motion for election of the Company's 13th board of one additional independent director, submitted for election.

(proposed by the Board of Directors)

Description: 1. To implement corporate governance and comply with laws and regulations, one independent director is to be elected at the general shareholders' meeting. The newly elected independent director will take office immediately after the general shareholders' meeting for a term from June 15, 2023 to July 21, 2024 to cover the remainder of the original term of office.

2. The candidate nomination system shall be adopted for the new independent director elected in accordance with the Company's Articles of Incorporation. The basic information of the nominees is as follows:

Title	Candidates	Education	experience	Current Position	number of shares held
Independent Director	WU CHIA HSUN	National Chengchi University Master of Public Finance	Associate Professor, Department of Finance and International Business, Fu Jen Catholic University	1. Independent Director, Tait Marketing & Distribution Co., Ltd. 2. Independent Director, Tidehold Development Co., Ltd. 3. Adjunct Associate Professor, Department of Finance and International Business, Fu Jen Catholic University	0 share

Election results:

[VI. Other Motions]

Motion 1

Summary: Motion for lifting of restrictions on non-compete for directors, submitted for discussion. (proposed by the Board of Directors)

Description: 1. In consideration of the Company's operational needs, where the newly elected independent director and corporate representative director holds a concurrent position as a director or company officer at another company or in China, it is proposed to lift the non-competition restriction imposed by Article 209 of the Company Act and other laws.

2. See the following table for the newly elected independent director and corporate representative director who hold a concurrent position as a director or company officer at another company or in China:

Title	Name	Company names and positions of concurrent employment
Independent Director	WU CHIA HSUN	1. Independent Director, Tait Marketing & Distribution Co., Ltd. 2. Independent Director, Tidehold Development Co., Ltd. 3. Adjunct associate professor in the Department of Finance and International Business, Fu Jen Catholic University
Corporate Representative	TSAI YU CHIN	1. Independent Director, Jiu Han System Technology Co., Ltd.

Resolution:

[VII. Extraordinary Motions]

[VIII. Adjournment]

[IX. Attachment]
[Attachment I] 2022 Business Report

Nichidenbo Corporation
2022 Business Report

- I. Between January and March 2022, the Company invested in KOHO (Taiwan) Co., Ltd. and acquired 85.00% of its shares and gained control over the company. To increase product sales opportunities and enhance competitiveness, the Company has introduced advantageous product complement distribution lines to align with the Group's existing sales platforms and has taken a proactive approach to integrate the Group's sales resources in various markets. In August 2022, the Company participated in the public acquisition and sales of 10,710,000 shares of Sentelic Corporation, an investee of Weltrend Semiconductor Inc., reducing its shareholding ratio to 9.68% from 46.00%, resulting in the loss of control over Sentelic Corporation. Not only did this disposal realize the Company's long-term investment income to increase the shareholder's equity, but the future development of Sentelic Corporation will be more diverse in terms of collaboration, boosting its competitiveness and creating higher interests for its shareholders.
2. The Company's operating revenue increased 0.78% from \$10,359,963 thousand in 2021 to \$10,440,729 thousand in 2022; its gross profit increased 1.82% from \$1,748,334 thousand in 2021 to \$1,780,241 thousand in 2022; its operating income decreased 12.61% from \$1,021,215 thousand in 2021 to \$892,421 thousand in 2022; and its net income before taxes decreased 0.23% from \$1,022,644 thousand in 2021 to \$1,020,343 thousand in 2022.
3. The following are analyses and explanation of the implementation results of operating plans, budget execution, income/expenses, and profitability for 2022:

(1) Implementation results of operating plan

Unit: NT\$ thousand

Item	2022		2021		Increase (decrease)	
	Amount	%	Amount	%	Amount	%
Operating revenue	10,440,729	100.00	10,359,963	100.00	80,766	0.78
Gross profit	1,780,241	17.05	1,748,334	16.88	31,907	1.82
Operating income	892,421	8.55	1,021,215	9.86	(128,794)	(12.61)
Net income before tax	1,020,343	9.77	1,022,644	9.87	(2,301)	(0.23)

(2) Budget execution for 2022

Since the Company estimated figures for 2022 are not disclosed to the public, there is no requirement to disclose the budget execution. Nevertheless, the actual operating conditions and performance are generally in line with the Company's internal operating plan.

(3) Financial income/expenses and profitability analyses

Unit: NT\$ thousand

Item		2022	2021	Increase (decrease) ratio (%)	
Income/expenses	Operating revenue	10,440,729	10,359,963	0.78	
	Gross profit	1,780,241	1,748,334	1.82	
	Net income before tax	1,020,343	1,022,644	(0.23)	
Profitability	Return on assets (%)	17.35	10.67	62.61	
	Return on equity (%)	26.92	18.70	43.96	
	As a percentage of paid-in capital (%)	Operating income	41.96	57.16	(26.59)
		Net income before tax	47.98	57.24	(16.18)
	Net profit margin (%)	14.85	8.47	75.32	
	Earnings per share (\$)	8.02	4.59	74.73	

4. Market development (research and development) status

To increase the scale of operations, The Company and its subsidiaries have established business bases in Hong Kong, Shenzhen, Suzhou and Wuhan. By doing so, we are able to provide services to existing customers, develop new customers, and grasp market information promptly and easily. Therefore, the effectiveness is becoming increasingly obvious.

Considering the importance of the growing demands in the European and Asian markets, in addition to increasing our presence in China, we have also moved southbound to proactively expand our product sales through our sales personnel in various parts of Asia. Starting from Vietnam as stepping stone of the ASEAN region, we have been expanding to Asian regions, such as Singapore, Thailand, Malaysia, Philippines, Indonesia and India, and have also developed some European markets in order to keep abreast of customer development trends. In recent years, we have been proactively expanding our sales business, and the effectiveness is gradually appearing. In the future, in order to meet the continuous growth of demand in the market, we will increase the number of marketing personnel in different regions to develop the customer base constantly and increase the market share so as to provide more timely and comprehensive services to our customers.

In terms of product sales, through internal integration within the Group, sales have become more diversified.

Developing new product lines is especially an area that we continue to work on, and we hope to provide our customers with more extensive choices and services.

Chairman: Chou Wei Ling

Company Officer: Yu Yao Kuo

Chief Accounting Officer: Hou Chin Hwa

[Attachment II] Audit Committee's Audit Report

Nichidenbo Corporation Audit Committee's Report

The board of directors has prepared the Company's 2022 business report, financial statements, and earnings allocation proposal. The CPAs of Deloitte & Touche, namely SHAO CHIH MING and WONG YA LING, were retained to audit the Company's financial statements and has issued an audit report relating to the financial statements. The said business report, financial statements, and earnings allocation proposal have been reviewed and determined to be correct and accurate by the audit committee. According to relevant requirements of the Securities and Exchange Act and the Company Act, we hereby submit this report to 2023 regular shareholders' meeting of Nichidenbo Corporation.

Convener of Audit Committee: YEN KUO LUNG

March 13 , 2023

[Attachment III]
Report on 2022 private placement of marketable securities

Item	1st private placement in 2022 Issue date: November 11, 2022				
Type of private placement of marketable securities	Common shares				
Date and amount approved at the shareholders' meeting	The annual general meeting held on June 15, 2022 resolved to conduct a cash capital increase by private placement of common shares within the limit of 30,000,000 shares, to be carried out once or twice within one year following the date of the resolution adopted at the annual general meeting.				
Basis and reasonableness of price setting	<p>(1) The pricing date for the private placement was set on October 6, 2022. According to the principle adopted by the shareholders' meeting, (a) after deducting the ex-rights and dividends of the gratis allotment and adding back the anti-defeasance of the capital reduction, the share prices were NT\$49.80, NT\$49.45 and NT\$48.78, respectively, based on the simple arithmetic average of the closing prices of the common shares for the one, three and five business days prior to the pricing date; (b) after deducting the ex-rights and ex-dividend of the gratis allotment and after adding back the capital reduction and ex-rights, the closing average price of the common shares for the 30 business days prior to the pricing date was NT\$50.02. The higher of (a) the closing average price of the common shares for one business day of NT\$49.80 (b) the closing average price of the common shares of NT\$50.02 for the 30 business days prior to the pricing date, shall be the reference price.</p> <p>(2) After consideration, the actual private placement price was set at NT\$44.02 per share. The price set was not less than 80% of the reference price and was within the range resolved at the shareholders' meeting. This shall be deemed reasonable and does not have material impact on the shareholders' equity.</p>				
The manner in which the specified persons were selected	The target of private placement of common shares was WT MICROELECTRONICS CO., LTD., which is not an internal party or a related party of the Company. This met the criteria in Article 43-6 of the Securities and Exchange Act and letters issued by the competent authority regarding specified persons. WT MICROELECTRONICS CO., LTD. is a strategic investor that can assist the Company in developing new markets and generating direct or indirect benefits to the Company's future operations and posing positive effects to the long-term development, and strengthening competitiveness of the Company as well as the interests of existing shareholders.				
Necessary reasons of private placement	Cash capital increase by means of private placement of common shares was conducted in order to ensure the timeliness and convenience of raising business capital and introducing a strategic investor. As a private placement of common shares has a three-year restriction on the transfer, a long-term partnership between the Company and the strategic investors is ensured.				
Payment completion date	October 7, 2022				
Information on subscribers	Target subscriber	Eligibility	Number of shares subscribed (thousand shares)	Relationship with the Company	Participation in the business of the Company

Item	1st private placement in 2022 Issue date: November 11, 2022				
	WT MICROELECTRONICS CO., LTD.	Subparagraph 2, Paragraph 1, Article 43-6 of the Securities and Exchange Act	30,000	None	None
The actual subscription (or conversion) price	NT\$44.02				
The difference between the actual subscription (or conversion) and reference price	The actual subscription was not lower than 80% of the reference price as the reference price was NT\$50.02 and the actual price was NT\$44.02, representing a difference of NT\$6.				
The effect of the private placement on shareholders' equity	NT\$1,320,600 thousand was raised through the private placement, which will be used for the Company's future operational growth, posing a positive effect on shareholders' equity.				
The use of capital raised in the private placement and the implementation of plans	The funds privately placed were used to enrich the working capital. As of April 17, 2023, NT\$915,718 thousand from the funds privately placed was used. On April 10, 2023, the quarterly report on the use of the marketable securities privately placed funds was completed.				
Benefit of private placement	Through this private placement, both parties will begin to cooperate with each other strategically in order to build synergies in new market development, customer promotion, and exchange of warehousing and logistics resources. It is anticipated that the partnership will enhance the value-added capabilities of both parties in the supply chain, boosting the Company's competitiveness and improving operational efficiency.				

[Attachment IV] 2022 CPAs' Audit Report and Financial Report

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nichidenbo Corporation

Opinion

We have audited the accompanying financial statements of Nichidenbo Corporation (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 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.

The key audit matters of the financial statements for the year ended December 31, 2022 are as follows:

Gain on Disposal of Subsidiaries

The Company participated in Weltrend Semiconductor Incorporated's takeover bid of Sentelic Corporation. The disposal price was \$778,417 thousand, and realized \$660,235 thousand of disposal gain. Since the gain on disposal accounted for net profit of 44.37% was significant to the financial statements, we considered the gain on disposal of subsidiaries as a key audit matter in our audit for the year ended December 31, 2022.

The main audit procedures that we performed included obtaining the board meeting minutes of Company and confirming the resolution of the disposal. We verified management's compliance in the acquisition and disposal of assets. We checked the bank statement and stock passbook, and confirmed that gains or losses on disposal were properly calculated and expressed.

Valuation of Inventories

Inventories are stated at the lower of cost or net realizable value. The net realizable value was based on significant judgments and accounting estimates made by management; therefore, we identified the valuation of inventories as a key audit matter in our audit for the year ended December 31, 2022.

The main audit procedures that we performed in respect of the valuation of inventories included obtaining the estimated data of inventories stated at the lower of cost or net realizable value by management; sampling recent sales data to evaluate the reasonableness of the net realizable value.

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 throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 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 Chih-Ming Shao and Ya-Ling Wong.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 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.

NICHIDENBO CORPORATION

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 612,381	8	\$ 173,385	3
Financial assets at fair value through profit or loss - current (Note 7)	100,006	1	60,000	1
Financial assets at fair value through other comprehensive income - current (Note 8)	187,273	3	58,654	1
Financial assets at amortized cost - current (Notes 9 and 10)	810,000	11	-	-
Notes receivables, net (Note 11)	2,599	-	5,035	-
Trade receivables from unrelated parties, net (Notes 11 and 25)	543,830	7	687,372	13
Trade receivables from related parties (Note 36)	49,810	1	33,117	1
Other receivables (Note 11)	4,727	-	3,935	-
Other receivables from related parties (Note 36)	544,778	7	6,929	-
Inventories (Note 12)	498,713	7	273,603	5
Prepayments	581	-	506	-
Other current assets (Notes 19 and 36)	598	-	572	-
Total current assets	<u>3,355,296</u>	<u>45</u>	<u>1,303,108</u>	<u>24</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Note 8)	93,384	1	88,711	2
Financial assets at amortized cost - non-current (Notes 9, 10 and 37)	150	-	150	-
Investments accounted for using the equity method (Notes 13, 14, 30, 31 and 32)	3,692,149	50	3,740,887	69
Property, plant and equipment (Notes 15 and 37)	184,304	3	186,637	3
Investment properties (Notes 17 and 37)	84,035	1	84,336	2
Intangible assets (Note 18)	872	-	744	-
Deferred tax assets (Note 27)	13,425	-	9,687	-
Refundable deposits (Note 36)	815	-	800	-
Total non-current assets	<u>4,069,134</u>	<u>55</u>	<u>4,111,952</u>	<u>76</u>
TOTAL	<u>\$ 7,424,430</u>	<u>100</u>	<u>\$ 5,415,060</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 20)	\$ 259,783	4	\$ 345,467	6
Contract liabilities - current (Note 25)	357	-	1,237	-
Trade payables to unrelated parties (Note 21)	151,810	2	249,102	5
Trade payables to related parties (Note 36)	56,964	1	31,824	-
Other payables to unrelated parties (Note 22)	225,738	3	147,716	3
Other payables to related parties (Note 36)	180	-	156	-
Current tax liabilities (Note 27)	30,940	-	51,452	1
Other current liabilities (Note 22)	1,862	-	1,617	-
Total current liabilities	<u>727,634</u>	<u>10</u>	<u>828,571</u>	<u>15</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 27)	66,521	1	76,577	1
Net defined benefit liability - non-current (Note 23)	25,785	-	33,671	1
Guarantee deposits received (Note 36)	1,094	-	1,058	-
Total non-current liabilities	<u>93,400</u>	<u>1</u>	<u>111,306</u>	<u>2</u>
Total liabilities	<u>821,034</u>	<u>11</u>	<u>939,877</u>	<u>17</u>
EQUITY				
Common stock	<u>2,126,572</u>	<u>29</u>	<u>1,786,572</u>	<u>33</u>
Capital surplus	<u>1,621,500</u>	<u>22</u>	<u>475,353</u>	<u>9</u>
Retained earnings				
Legal reserve	785,382	11	690,815	13
Special reserve	10,950	-	10,950	-
Unappropriated earnings	<u>2,167,303</u>	<u>29</u>	<u>1,480,027</u>	<u>27</u>
Total retained earnings	<u>2,963,635</u>	<u>40</u>	<u>2,181,792</u>	<u>40</u>
Other equity	<u>(108,311)</u>	<u>(2)</u>	<u>31,466</u>	<u>1</u>
Total equity	<u>6,603,396</u>	<u>89</u>	<u>4,475,183</u>	<u>83</u>
TOTAL	<u>\$ 7,424,430</u>	<u>100</u>	<u>\$ 5,415,060</u>	<u>100</u>

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

NICHIDENBO CORPORATION

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 25 and 36)	\$ 1,915,945	100	\$ 2,315,539	100
OPERATING COSTS (Notes 12 and 36)	<u>1,466,056</u>	<u>77</u>	<u>1,819,689</u>	<u>79</u>
GROSS PROFIT	449,889	23	495,850	21
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	788	-	-	-
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>-</u>	<u>-</u>	<u>196</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>449,101</u>	<u>23</u>	<u>496,046</u>	<u>21</u>
OPERATING EXPENSES (Notes 26 and 36)				
Selling and marketing expenses	149,939	8	117,307	5
General and administrative expenses	183,778	9	121,199	5
Expected credit (gain) loss	<u>(737)</u>	<u>-</u>	<u>686</u>	<u>-</u>
Total operating expenses	<u>332,980</u>	<u>17</u>	<u>239,192</u>	<u>10</u>
PROFIT FROM OPERATIONS	<u>116,121</u>	<u>6</u>	<u>256,854</u>	<u>11</u>
NON-OPERATING INCOME AND EXPENSES (Notes 26 and 36)				
Interest income	6,340	1	3,400	-
Other income	118,583	6	83,995	4
Other gains and losses	2,073	-	(14,499)	-
Finance costs	(7,771)	-	(1,973)	-
Share of profit of subsidiaries	<u>615,545</u>	<u>32</u>	<u>540,867</u>	<u>23</u>
Total non-operating income and expenses	<u>734,770</u>	<u>39</u>	<u>611,790</u>	<u>27</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	850,891	45	868,644	38
INCOME TAX EXPENSE (Note 27)	<u>69,859</u>	<u>4</u>	<u>99,670</u>	<u>4</u>
NET PROFIT FROM CONTINUING OPERATIONS	<u>781,032</u>	<u>41</u>	<u>768,974</u>	<u>34</u>
NET PROFIT FROM DISCONTINUED OPERATIONS (Note 13)	<u>707,013</u>	<u>37</u>	<u>50,445</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>1,488,045</u>	<u>78</u>	<u>819,419</u>	<u>36</u>

(Continued)

NICHIDENBO CORPORATION

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) (Notes 23, 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 5,534	-	\$ (226)	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(64,502)	(4)	20,291	1
Share of other comprehensive (loss) income of subsidiaries accounted for using the equity method	(24,316)	(1)	38,823	1
Income tax related to items that will not be reclassified subsequently to profit or loss	<u>(1,107)</u>	<u>-</u>	<u>45</u>	<u>-</u>
	<u>(84,391)</u>	<u>(5)</u>	<u>58,933</u>	<u>2</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	12,889	1	(5,586)	-
Share of other comprehensive income (loss) of subsidiaries accounted for using the equity method	<u>7,538</u>	<u>-</u>	<u>(3,220)</u>	<u>-</u>
	<u>20,427</u>	<u>1</u>	<u>(8,806)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(63,964)</u>	<u>(4)</u>	<u>50,127</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,424,081</u>	<u>74</u>	<u>\$ 869,546</u>	<u>38</u>
EARNINGS PER SHARE (Note 28)				
From continuing and discontinued operations				
Basic	<u>\$ 8.02</u>		<u>\$ 4.59</u>	
Diluted	<u>\$ 7.89</u>		<u>\$ 4.55</u>	
From continuing operations				
Basic	<u>\$ 4.21</u>		<u>\$ 4.31</u>	
Diluted	<u>\$ 4.14</u>		<u>\$ 4.27</u>	

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

(Concluded)

NICHIDENBO CORPORATION

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

	Common Stock (Notes 24 and 29)	Capital Surplus (Notes 24 and 29)	Retained Earnings (Note 24)			Other Equity (Notes 24 and 29)			Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefit	
BALANCE AT JANUARY 1, 2021	\$ 1,786,572	\$ 478,163	\$ 629,783	\$ 10,950	\$ 1,149,227	\$ (45,955)	\$ 153,554	\$ -	\$ 4,162,294
Appropriation of 2020 earnings									
Legal reserve	-	-	61,032	-	(61,032)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(553,837)	-	-	-	(553,837)
Total	-	-	61,032	-	(614,869)	-	-	-	(553,837)
Other changes in capital surplus	-	283	-	-	-	-	-	-	283
Net profit for the year ended December 31, 2021	-	-	-	-	819,419	-	-	-	819,419
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	570	(8,806)	58,363	-	50,127
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	819,989	(8,806)	58,363	-	869,546
Changes in percentage of ownership interests in subsidiaries	-	(3,093)	-	-	-	(10)	-	-	(3,103)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	125,680	-	(125,680)	-	-
BALANCE AT DECEMBER 31, 2021	1,786,572	475,353	690,815	10,950	1,480,027	(54,771)	86,237	-	4,475,183
Appropriation of 2021 earnings									
Legal reserve	-	-	94,567	-	(94,567)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(714,629)	-	-	-	(714,629)
Total	-	-	94,567	-	(809,196)	-	-	-	(714,629)
Other changes in capital surplus	-	189	-	-	-	-	-	-	189
Net profit for the year ended December 31, 2022	-	-	-	-	1,488,045	-	-	-	1,488,045
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	8,427	20,427	(92,818)	-	(63,964)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	1,496,472	20,427	(92,818)	-	1,424,081
Issuance of common stock for cash	300,000	1,020,600	-	-	-	-	-	-	1,320,600
Difference between consideration and the carrying amount of subsidiaries' net assets during actual acquisition or disposals	-	(553)	-	-	-	-	-	-	(553)
Issuance of restricted shares for employees	40,000	125,911	-	-	-	-	-	(82,937)	82,974
Share-based payment arrangements	-	-	-	-	-	-	-	15,551	15,551
BALANCE AT DECEMBER 31, 2022	\$ 2,126,572	\$ 1,621,500	\$ 785,382	\$ 10,950	\$ 2,167,303	\$ (34,344)	\$ (6,581)	\$ (67,386)	\$ 6,603,396

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

NICHIDENBO CORPORATION

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		
Income before income tax from continuing operations	\$ 850,891	\$ 868,644
Income before income tax from discontinued operations	<u>707,013</u>	<u>50,445</u>
	1,557,904	919,089
Adjustments for:		
Depreciation expense	3,489	3,541
Amortization expense	474	428
Expected credit (gain) loss	(737)	686
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(150)	(68)
Finance costs	7,771	1,973
Interest income	(6,340)	(3,400)
Dividend income	(20,994)	(9,685)
Share-based payment	11,974	-
Share of profit of subsidiaries	(662,323)	(591,312)
Gain on disposal of subsidiary	(660,235)	-
Loss on (reversed) net realizable value of inventories	7,421	(312)
Unrealized gain on transactions	788	-
Realized gain on transactions	-	(196)
Impairment loss	-	13,122
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(39,856)	160,072
Notes receivables	2,448	(1,864)
Trade receivables from unrelated parties	144,267	(134,843)
Trade receivables from related parties	(16,693)	8,554
Other receivables from unrelated parties	976	175
Other receivables from related parties	(122)	(131)
Inventories	(232,531)	(25,823)
Prepayments	(75)	569
Other current assets	(26)	61
Contract liabilities	(880)	(431)
Trade payables to unrelated parties	(97,292)	9,375
Trade payables to related parties	25,140	18,305
Other payables to unrelated parties	72,559	27,812
Other payables to related parties	24	(14)
Other current liabilities	245	381
Net defined benefit liabilities	<u>(2,352)</u>	<u>(1,332)</u>
Cash generated from operating activities	94,874	394,732
Interest received	3,845	3,407
Interest paid	(7,054)	(1,933)
Income tax paid	<u>(105,272)</u>	<u>(86,838)</u>
Net cash (used in) generated from operating activities	<u>(13,607)</u>	<u>309,368</u>

(Continued)

NICHIDENBO CORPORATION

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		
Proceeds from sale of financial assets at fair value through other comprehensive income	\$ -	\$ 68,419
Purchase of financial assets at amortized cost	(1,110,000)	-
Proceeds from sale of financial assets at amortized cost	300,000	-
Acquisition of investments accounted for using equity method	(78,080)	(400,000)
Proceeds from investments accounted for using equity method	778,417	-
Payments for property, plant and equipment	(855)	(752)
(Increase) decrease in refundable deposits	(15)	5
Other receivables from related parties - increase in financing of funds	(779,000)	(200,000)
Other receivables from related parties - decrease in financing of funds	242,000	200,000
Payments for intangible assets	(602)	(459)
Dividends received	<u>496,110</u>	<u>521,252</u>
Net cash (used in) generated from investing activities	<u>(152,025)</u>	<u>188,465</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	1,583,615	1,964,105
Repayments of short-term borrowings	(1,669,299)	(1,848,063)
Proceeds from long-term borrowings	-	213,000
Repayments of long-term borrowings	-	(213,000)
Guarantee deposits received	36	-
Cash dividends paid	(714,629)	(553,837)
Proceeds from issuance of common stock	1,320,600	-
Acquisition of additional interests in subsidiary	(3,520)	-
Proceeds from issuance of restricted shares for employees	87,720	-
Dividends from claims extinguished by prescription	<u>105</u>	<u>81</u>
Net cash generated from (used in) financing activities	<u>604,628</u>	<u>(437,714)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	438,996	60,119
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>173,385</u>	<u>113,266</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 612,381</u>	<u>\$ 173,385</u>

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

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Nichidenbo Corporation

Opinion

We have audited the accompanying consolidated financial statements of Nichidenbo Corporation 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 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.

The key audit matters of the consolidated financial statements for the year ended December 31, 2022 are as follows:

Gain on Disposal of Subsidiaries

The Company participated in Weltrend Semiconductor Incorporated's takeover bid of Sentelic Corporation. The disposal price was \$778,417 thousand, and realized \$660,235 thousand of disposal gain. Since the gain on disposal accounted for net profit of 42.58% was significant to the consolidated financial statements, we considered the gain on disposal of subsidiaries as a key audit matter in our audit for the year ended December 31, 2022.

The main audit procedures that we performed included obtaining the board meeting minutes of Company and confirming the resolution of the disposal. We verified management's compliance in the acquisition and disposal of assets. We checked the bank statement and stock passbook, and confirmed that gains or losses on disposal were properly calculated and expressed.

Valuation of Inventories

Inventories are stated at the lower of cost or net realizable value. The net realizable value was based on significant judgments and accounting estimates made by management; therefore, we identified the valuation of inventories as a key audit matter in our audit for the year ended December 31, 2022.

The main audit procedures that we performed in respect of the valuation of inventories included obtaining the estimated data of inventories stated at the lower of cost or net realizable value by management; sampling recent sales data to evaluate the reasonableness of the net realizable value.

Other Matter

We have also audited the parent company only financial statements of Nichidenbo Corporation 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 throughout the audit. We also:

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Chih-Ming Shao and Ya-Ling Wong.

Chih-Ming Shao Ya-Ling Wong

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 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.

NICHIDENBO CORPORATION 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 (Note 6)	\$ 1,424,947	15	\$ 950,184	11
Financial assets at fair value through profit or loss - current (Note 7)	100,006	1	68,029	1
Financial assets at fair value through other comprehensive income - current (Note 8)	303,715	3	197,032	2
Financial assets at amortized cost - current (Notes 9 and 10)	810,000	9	367,812	4
Notes receivables, net (Note 11)	113,680	1	131,722	1
Trade receivables from unrelated parties, net (Notes 11 and 25)	3,047,033	33	3,332,017	38
Other receivables from unrelated parties (Note 11)	24,512	-	28,793	-
Current tax assets (Note 27)	3,941	-	4,591	-
Inventories (Note 12)	2,317,061	25	2,444,386	28
Prepayments	3,657	-	7,197	-
Other current assets (Note 19)	1,464	-	1,751	-
Total current assets	<u>8,150,016</u>	<u>87</u>	<u>7,533,514</u>	<u>85</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Note 8)	93,384	1	98,711	1
Financial assets at amortized cost - non-current (Notes 9, 10 and 37)	178,879	2	259,565	3
Property, plant and equipment (Notes 14 and 37)	614,455	7	632,565	7
Right-of-use assets (Note 15)	9,046	-	34,700	1
Investment properties (Notes 16 and 37)	191,465	2	196,356	2
Goodwill (Note 17)	21,805	-	28,990	-
Other intangible assets (Note 18)	34,922	-	13,396	-
Deferred tax assets (Note 27)	64,362	1	54,358	1
Refundable deposits	3,442	-	3,937	-
Net defined benefit assets - non-current (Note 23)	4,043	-	930	-
Other non-current assets (Note 19)	-	-	9,661	-
Total non-current assets	<u>1,215,803</u>	<u>13</u>	<u>1,333,169</u>	<u>15</u>
TOTAL	<u>\$ 9,365,819</u>	<u>100</u>	<u>\$ 8,866,683</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 20)	\$ 1,170,046	12	\$ 1,898,749	21
Short-term bills payable (Note 20)	-	-	234,939	3
Contract liabilities - current (Note 25)	2,281	-	5,692	-
Notes payables (Note 21)	207	-	196	-
Trade payables to unrelated parties (Note 21)	891,409	10	1,152,765	13
Other payables to unrelated parties (Note 22)	377,317	4	329,314	4
Current tax liabilities (Note 27)	118,053	1	172,127	2
Lease liabilities - current (Note 15)	9,740	-	18,355	-
Other current liabilities (Note 22)	47,754	1	33,892	-
Total current liabilities	<u>2,616,807</u>	<u>28</u>	<u>3,846,029</u>	<u>43</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 27)	74,126	1	76,935	1
Lease liabilities - non-current (Note 15)	544	-	18,830	-
Net defined benefit liability - non-current (Note 23)	29,800	-	41,417	1
Guarantee deposits received	5,520	-	5,502	-
Total non-current liabilities	<u>109,990</u>	<u>1</u>	<u>142,684</u>	<u>2</u>
Total liabilities	<u>2,726,797</u>	<u>29</u>	<u>3,988,713</u>	<u>45</u>
EQUITY				
Common stock	<u>2,126,572</u>	<u>23</u>	<u>1,786,572</u>	<u>20</u>
Capital surplus	<u>1,621,500</u>	<u>17</u>	<u>475,353</u>	<u>5</u>
Retained earnings				
Legal reserve	785,382	9	690,815	8
Special reserve	10,950	-	10,950	-
Unappropriated earnings	2,167,303	23	1,480,027	17
Total retained earnings	<u>2,963,635</u>	<u>32</u>	<u>2,181,792</u>	<u>25</u>
Other equity	(108,311)	(1)	31,466	-
Total equity attributable to owners of the Company	6,603,396	71	4,475,183	50
NON-CONTROLLING INTERESTS				
	<u>35,626</u>	<u>-</u>	<u>402,787</u>	<u>5</u>
Total equity	<u>6,639,022</u>	<u>71</u>	<u>4,877,970</u>	<u>55</u>
TOTAL	<u>\$ 9,365,819</u>	<u>100</u>	<u>\$ 8,866,683</u>	<u>100</u>

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

NICHIDENBO CORPORATION 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 (Note 25)	\$ 10,440,729	100	\$ 10,359,963	100
OPERATING COSTS (Notes 12 and 26)	<u>8,660,488</u>	<u>83</u>	<u>8,611,629</u>	<u>83</u>
GROSS PROFIT	<u>1,780,241</u>	<u>17</u>	<u>1,748,334</u>	<u>17</u>
OPERATING EXPENSES (Note 26)				
Selling and marketing expenses	620,316	6	541,231	5
General and administrative expenses	267,664	2	199,411	2
Expected credit gain	<u>(160)</u>	<u>-</u>	<u>(13,523)</u>	<u>-</u>
Total operating expenses	<u>887,820</u>	<u>8</u>	<u>727,119</u>	<u>7</u>
PROFIT FROM OPERATIONS	<u>892,421</u>	<u>9</u>	<u>1,021,215</u>	<u>10</u>
NON-OPERATING INCOME AND EXPENSES (Note 26)				
Interest income	14,824	-	9,128	-
Other income	45,288	-	25,538	-
Other gains and losses	107,796	1	(19,014)	-
Finance costs	<u>(39,986)</u>	<u>-</u>	<u>(14,223)</u>	<u>-</u>
Total non-operating income and expenses	<u>127,922</u>	<u>1</u>	<u>1,429</u>	<u>-</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	1,020,343	10	1,022,644	10
INCOME TAX EXPENSE (Note 27)	<u>229,742</u>	<u>2</u>	<u>250,149</u>	<u>3</u>
NET PROFIT FROM CONTINUING OPERATIONS	790,601	8	772,495	7
NET PROFIT FROM DISCONTINUED OPERATIONS (Note 13)	<u>759,899</u>	<u>7</u>	<u>105,872</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>1,550,500</u>	<u>15</u>	<u>878,367</u>	<u>8</u>

(Continued)

NICHIDENBO CORPORATION 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) (Notes 23, 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 10,695	-	\$ 1,273	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(96,438)	(1)	58,894	1
Income tax related to items that will not be reclassified subsequently to profit or loss	<u>1,360</u>	<u>-</u>	<u>(255)</u>	<u>-</u>
	<u>(84,383)</u>	<u>(1)</u>	<u>59,912</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>20,428</u>	<u>-</u>	<u>(8,806)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(63,955)</u>	<u>(1)</u>	<u>51,106</u>	<u>1</u>
TOTAL COMPREHENSIVE PROFIT FOR THE YEAR	<u>\$ 1,486,545</u>	<u>14</u>	<u>\$ 929,473</u>	<u>9</u>
NET PROFIT ATTRIBUTABLE TO:				
Owner(s) of the Company	\$ 1,488,045	14	\$ 819,419	8
Non-controlling interests	<u>62,455</u>	<u>1</u>	<u>58,948</u>	<u>-</u>
	<u>\$ 1,550,500</u>	<u>15</u>	<u>\$ 878,367</u>	<u>8</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owner(s) of the Company	\$ 1,424,081	14	\$ 869,546	8
Non-controlling interests	<u>62,464</u>	<u>-</u>	<u>59,927</u>	<u>1</u>
	<u>\$ 1,486,545</u>	<u>14</u>	<u>\$ 929,473</u>	<u>9</u>
EARNINGS PER SHARE (Note 28)				
From continuing and discontinued operations				
Basic	<u>\$ 8.02</u>		<u>\$ 4.59</u>	
Diluted	<u>\$ 7.89</u>		<u>\$ 4.55</u>	
From continuing operations				
Basic	<u>\$ 4.21</u>		<u>\$ 4.31</u>	
Diluted	<u>\$ 4.14</u>		<u>\$ 4.27</u>	

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

NICHIDENBO CORPORATION AND SUBSIDIARIES

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

	Equity Attributable to Owners of the Company										
	Ordinary Shares (Notes 24 and 29)	Capital Surplus (Notes 24, 29 and 32)	Retained Earnings (Note 24)			Other Equity (Notes 24 and 29)			Total	Non-controlling Interests (Notes 24, 29, 30, 31 and 32)	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits			
BALANCE AT JANUARY 1, 2021	\$ 1,786,572	\$ 478,163	\$ 629,783	\$ 10,950	\$ 1,149,227	\$ (45,955)	\$ 153,554	\$ -	\$ 4,162,294	\$ 353,576	\$ 4,515,870
Appropriation of 2020 earnings											
Legal reserve	-	-	61,032	-	(61,032)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(553,837)	-	-	-	(553,837)	-	(553,837)
Total	-	-	61,032	-	(614,869)	-	-	-	(553,837)	-	(553,837)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(27,489)	(27,489)
Other changes in capital surplus	-	283	-	-	-	-	-	-	283	12	295
Net profit for the year ended December 31, 2021	-	-	-	-	819,419	-	-	-	819,419	58,948	878,367
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	570	(8,806)	58,363	-	50,127	979	51,106
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	819,989	(8,806)	58,363	-	869,546	59,927	929,473
Changes in percentage of ownership interests in subsidiaries	-	(3,093)	-	-	-	(10)	-	-	(3,103)	3,103	-
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	125,680	-	(125,680)	-	-	-	-
Share-based payment arrangements	-	-	-	-	-	-	-	-	-	13,658	13,658
BALANCE AT DECEMBER 31, 2021	1,786,572	475,353	690,815	10,950	1,480,027	(54,771)	86,237	-	4,475,183	402,787	4,877,970
Appropriation of 2021 earnings											
Legal reserve	-	-	94,567	-	(94,567)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(714,629)	-	-	-	(714,629)	-	(714,629)
Total	-	-	94,567	-	(809,196)	-	-	-	(714,629)	-	(714,629)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(54,545)	(54,545)
Other changes in capital surplus	-	189	-	-	-	-	-	-	189	4	193
Net profit for the year ended December 31, 2022	-	-	-	-	1,488,045	-	-	-	1,488,045	62,455	1,550,500
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	8,427	20,427	(92,818)	-	(63,964)	9	(63,955)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	1,496,472	20,427	(92,818)	-	1,424,081	62,464	1,486,545
Issuance of common stock for cash	300,000	1,020,600	-	-	-	-	-	-	1,320,600	-	1,320,600
Difference between consideration and carrying amount of subsidiaries' net assets during actual acquisition or disposals	-	(553)	-	-	-	-	-	-	(553)	(2,967)	(3,520)
Issuance of restricted shares for employees	40,000	125,911	-	-	-	-	-	(82,937)	82,974	-	82,974
Share-based payment arrangements	-	-	-	-	-	-	-	15,551	15,551	4,381	19,932
Changes of non-controlling interests	-	-	-	-	-	-	-	-	-	(376,498)	(376,498)
BALANCE AT DECEMBER 31, 2022	\$ 2,126,572	\$ 1,621,500	\$ 785,382	\$ 10,950	\$ 2,167,303	\$ (34,344)	\$ (6,581)	\$ (67,386)	\$ 6,603,396	\$ 35,626	\$ 6,639,022

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

NICHIDENBO CORPORATION 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		
Income before income tax from continuing operations	\$ 1,020,343	\$ 1,022,644
Income before income tax from discontinued operations	<u>785,072</u>	<u>130,978</u>
	<u>1,805,415</u>	<u>1,153,622</u>
Adjustments for:		
Depreciation expense	29,763	32,122
Amortization expense	9,680	6,527
Expected credit gain	(150)	(13,364)
Net loss (gain) on fair value changes of financial assets or liabilities at fair value through profit or loss	2,750	(681)
Finance costs	40,117	14,521
Interest income	(17,283)	(12,195)
Dividends income	(20,994)	(9,859)
Share-based payment	19,932	13,658
Loss (gain) on disposal of property, plant and equipment	690	(50)
Gain on disposal of subsidiary	(660,235)	-
Inventory write-downs	1,308	1,783
Loss on net realizable value of inventories	12,287	40,095
Net gain on lease modification	-	(3)
Impairment losses	3,449	13,122
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(48,470)	154,623
Notes receivables	18,813	1,226
Trade receivables from unrelated parties	270,188	(547,360)
Other receivables from unrelated parties	(95)	(4,143)
Inventories	(28,193)	(864,311)
Prepayments	(5,142)	(3,331)
Other current assets	4	151
Net defined benefit asset	603	(5)
Financial liabilities held for trading	-	(2,340)
Contract liabilities	(3,369)	(13,188)
Notes payables	(112)	(24)
Trade payables to unrelated parties	(240,470)	76,588
Other payables to unrelated parties	81,146	72,387
Other current liabilities	14,266	10,717
Net defined benefit liabilities	<u>(3,267)</u>	<u>(2,481)</u>
Cash generated from operating activities	1,282,631	117,807
Interest received	15,030	11,701
Interest paid	(37,582)	(13,924)
Income tax received	1,593	107,390
Income tax paid	<u>(309,324)</u>	<u>(195,488)</u>
Net cash generated from operating activities	<u>952,348</u>	<u>27,486</u>

(Continued)

NICHIDENBO CORPORATION 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	\$ -	\$ (1,323)
Proceeds from sale of financial assets at fair value through other comprehensive income	-	315,776
Purchase of financial assets at amortized cost	(1,475,836)	(589,886)
Proceeds from sale of financial assets at amortized cost	818,347	413,882
Net cash outflow on acquisition of subsidiary	(62,266)	-
Disposal of subsidiaries	599,270	-
Payments for property, plant and equipment	(1,181)	(4,638)
Proceeds from disposal of property, plant and equipment	28	114
Increase in refundable deposits	(206)	(294)
Payments for intangible assets	(5,407)	(7,198)
Dividends received	<u>20,994</u>	<u>9,859</u>
Net cash (used in) generated from investing activities	<u>(106,257)</u>	<u>136,292</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	7,956,348	8,642,583
Repayments of short-term borrowings	(8,720,051)	(8,188,851)
Proceeds from short-term bills payable	495,074	587,458
Repayments of short-term bills payable	(730,013)	(552,493)
Proceeds from long-term borrowings	-	213,000
Repayments of long-term borrowings	-	(213,000)
Guarantee deposits received	16	4,329
Repayment of the principal portion of lease liabilities	(16,786)	(17,678)
Cash dividends paid	(714,629)	(553,837)
Proceeds from issuance of common stock	1,320,600	-
Dividends paid to non-controlling interests	(54,545)	(27,489)
Changes of non-controlling interests	(3,520)	-
Proceeds from issuance of restricted shares for employees	87,720	-
Dividends from claims extinguished by prescription	193	291
Other financing activities	<u>-</u>	<u>4</u>
Net cash used in financing activities	<u>(379,593)</u>	<u>(105,683)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>8,265</u>	<u>(2,923)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	474,763	55,172
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>950,184</u>	<u>895,012</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,424,947</u>	<u>\$ 950,184</u>

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

(Concluded)

[Attachment V] Comparison Table of the “Articles of Incorporation”

Nichidenbo Corporation Articles of Incorporation

Effective upon the approval at the general shareholders’ meeting on June 15, 2023

Article After Amendment	Current Article	Description
<p>Article 2-1 The Company may handle external guarantees in accordance with the <u>"Procedure for Loaning of Funds and Endorsements and Guarantees"</u>.</p>	<p>Article 2-1 The Company may handle <u>endorsement and guaranty</u> affairs if there is any <u>business needs</u>.</p>	<p>Amendments are made in accordance with the Company's practical operations.</p>
<p>Article 5 The total registered capital stock of the Company shall be NT\$ <u>5</u> billion, divided into <u>500</u> million shares with a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in installments. \$100 million of capital of the preceding paragraph representing 10 million shares with a par value of NT\$10 per share, shall be retained for the issuance of corporate bonds with warrants, preferred shares with warrants and share options that may be converted to shares.</p>	<p>Article 5 The total registered capital stock of the Company shall be NT\$ <u>2.5</u> billion, divided into <u>250</u> million shares with a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in installments. \$100million of capital of the preceding paragraph representing 10 million shares with a par value of NT\$10 per share, shall be retained for the issuance of corporate bonds with warrants, preferred shares with warrants and share options that may be converted to shares.</p>	<p>Increase the total capital amount in line with the Company's operations, these items are adjusted.</p>
<p>Article 8 <u>Shareholders' register</u> shall not be <u>made</u> within 60 days prior to a regular session of the General Meeting, or 30 days prior to an extraordinary session of the General Meeting, or 5 days prior to the release date for the distribution of dividends, bonus, or other benefits.</p>	<p>Article 8 <u>Assignment</u>/transfer of <u>shares</u> shall not be made within 60 days prior to the convening date of a regular shareholders’ meeting, or within 30 days prior to the convening date of a special shareholders’ meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.</p>	<p>The wordings have been adjusted to conform with the Company Act.</p>
<p>Article 9 Shareholders' meetings of the Company are of two kinds: regular shareholders’ meetings and special shareholders’ meetings. Regular shareholders’ meeting is called once per year within six months of the close of the fiscal year by the board of directors, and special shareholders’ meetings may be called whenever necessary in accordance with applicable laws and regulations. The notice to convene a shareholders' meeting may be given by means of electronic transmission if the counter parties agree. For shareholders holding less than 1,000 registered shares, the notice of the</p>	<p>Article 9 Shareholders' meetings of the Company are of two kinds: regular shareholders’ meetings and special shareholders’ meetings. Regular shareholders’ meeting is called once per year within six months of the close of the fiscal year by the board of directors, and special shareholders’ meetings may be called whenever necessary in accordance with applicable laws and regulations. The notice to convene a shareholders' meeting may be given by means of electronic transmission if the counter parties agree. For shareholders holding less than 1,000 registered shares, the notice of the preceding paragraph may</p>	<p>Adjustments are made as appropriate.</p>

Article After Amendment	Current Article	Description
<p>preceding paragraph may be given by means of a public notice. The Company's shareholders' meeting may be held in the form of virtual meeting or other means as announced by the Ministry of Economic Affairs.</p>	<p>be given by means of a public notice. The Company's shareholders' meeting may be held in the form of virtual meeting or other means as announced by the Ministry of Economic Affairs.</p>	
<p>Article 13 The Company shall have <u>seven</u> to <u>eleven</u> directors, of whom at least 3 shall be independent directors, and <u>the number of directors shall be determined by the Board of Directors</u> for a term of 3 years and may be <u>eligible for re-election</u>. The Company adopts the candidate nomination system for the election of directors. The shareholders' meeting elects directors from the candidate list. <u>Independent directors and non-independent directors shall be elected at the same time and the elected seats are counted separately.</u> Upon public issuance of the Company's shares, the aggregate shareholding proportions of all its directors shall be in accordance with the regulations of the securities regulatory authorities. The Company shall obtain directors liability insurance for all its directors with respect to liabilities resulting from exercising their duties during their terms of directorship.</p>	<p>Article 13 The Company shall have <u>nine</u> to <u>thirteen</u> directors, of whom at least three shall be independent directors, and their term of office shall be three years. The Company's directors shall be elected by a candidate nomination system from a list of director candidates at a shareholders' meeting. Besides, elected directors are <u>eligible for re-election</u> Upon public issuance of the Company's shares, the aggregate shareholding proportions of all its directors shall be in accordance with the regulations of the securities regulatory authorities. A Company shall obtain directors liability insurance for all its directors with respect to liabilities resulting from exercising their duties during their terms of directorship.</p>	<p>The numbering and wording are adjusted in line with the Company's operation.</p>
<p>Article 16 The travel allowance of all directors shall be determined by the board of directors. If a director of the Company concurrently holds other positions in the Company, the board of directors shall authorize the board chairman to handle the remuneration for the positions in accordance with the internal regulations of the Company. The remuneration committee shall propose the remuneration of the board chairman and directors, based on their participation in the operations of the Company, the value of their contributions <u>while taking into account the Company's operational performance</u> and the typical pay levels adopted by peer companies, to the board of directors for ratification.</p>	<p>Article 16 The travel allowance of all directors shall be determined by the board of directors. If a director of the Company concurrently holds other positions in the Company, the board of directors shall authorize the board chairman to handle the remuneration for the positions in accordance with the internal regulations of the Company. The remuneration committee shall propose the remuneration of the board chairman and directors, based on their participation in the operations of the Company, the value of their contributions and the typical pay levels adopted by peer companies, to the board of directors for ratification.</p>	<p>The numbering is adjusted in line with the Company's operation.</p>

Article After Amendment	Current Article	Description
<p>Article 21 If the Company's annual financial statements indicate a surplus, the Company shall set aside 10% as legal reserve after its taxes have been paid, and losses have been covered. However, when the legal reserve reaches the Company's paid-in capital, this shall not apply, and the rest may be appropriated to <u>allocation or special reserve</u> based on the business needs or the laws and regulations. The total annual dividends shall not be less than 50% of the current year's earnings <u>available for distribution</u>, and the board of directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution of the distribution.</p> <p><u>In accordance with Article 240 of the Company Act, the Company authorizes the Board of Directors to distribute a portion or all of dividends, bonuses or legal reserve and capital surplus in accordance with Article 241 of the Company Act in cash by resolution adopted by a majority in a meeting attended by two-thirds or more of the Directors, and the distribution shall then be reported to the shareholders' meeting, instead of being submitted to the shareholders' meeting for approval.</u></p>	<p>Article 21 If the Company's annual financial statements indicate a surplus, the Company shall set aside 10% as legal reserve after its taxes have been paid, and losses have been covered. However, when the legal reserve reaches the Company's paid-in capital, this shall not apply, and the rest may be appropriated to special reserve based on the business needs or the laws and regulations. The total annual dividends shall not be less than 50% of the <u>current year's earnings</u>, and the board of directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution of the distribution.</p>	<p>Amended in line with the Company Act and the Company's operation.</p>
<p>Article 22 Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act and <u>other applicable laws and regulations</u>.</p>	<p>Article 22 Any <u>matters not sufficiently</u> provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.</p>	<p>The wordings have been adjusted.</p>
<p>Article 23 These Articles of Incorporation were formulated on December 21, 1992. The 1st amendment was made on May 5, 1993. The 2nd amendment was made on November 21, 1995. The 3rd amendment was made on August 9, 1996. The 4th amendment was made on August 31, 1996. The 5th amendment was made on July 19, 1997. The 6th amendment was made on July 20, 1998.</p>	<p>Article 23 These Articles of Incorporation were formulated on December 21, 1992. The 1st amendment was made on May 5, 1993. The 2nd amendment was made on November 21, 1995. The 3rd amendment was made on August 9, 1996. The 4th amendment was made on August 31, 1996. The 5th amendment was made on July 19, 1997. The 6th amendment was made on July 20, 1998.</p>	<p>Increase the time of amendment.</p>

Article After Amendment	Current Article	Description
The 7th amendment was made on March 1, 1999.	The 7th amendment was made on March 1, 1999.	
The 8th amendment was made on March 23, 1999.	The 8th amendment was made on March 23, 1999.	
The 9th amendment was made on August 3, 2000.	The 9th amendment was made on August 3, 2000.	
The 10th amendment was made on September 5, 2000.	The 10th amendment was made on September 5, 2000.	
The 11th amendment was made on April 2, 2001.	The 11th amendment was made on April 2, 2001.	
The 12th amendment was made on November 23, 2001.	The 12th amendment was made on November 23, 2001.	
The 13th amendment was made on March 25, 2002.	The 13th amendment was made on March 25, 2002.	
The 14th amendment was made on May 20, 2003.	The 14th amendment was made on May 20, 2003.	
The 15th amendment was made on June 8, 2004.	The 15th amendment was made on June 8, 2004.	
The 16th amendment was made on June 8, 2004.	The 16th amendment was made on June 8, 2004.	
The 17th amendment was made on June 3, 2005.	The 17th amendment was made on June 3, 2005.	
The 18th amendment was made on June 14, 2006.	The 18th amendment was made on June 14, 2006.	
The 19th amendment was made on June 14, 2006.	The 19th amendment was made on June 14, 2006.	
The 20th amendment was made on June 13, 2007.	The 20th amendment was made on June 13, 2007.	
The 21st amendment was made on June 13, 2008.	The 21st amendment was made on June 13, 2008.	
The 22nd amendment was made on September 15, 2008.	The 22nd amendment was made on September 15, 2008.	
The 23rd amendment was made on June 10, 2009.	The 23rd amendment was made on June 10, 2009.	
The 24th amendment was made on June 18, 2010.	The 24th amendment was made on June 18, 2010.	
The 25th amendment was made on June 13, 2011.	The 25th amendment was made on June 13, 2011.	
The 26th amendment was made on June 21, 2012.	The 26th amendment was made on June 21, 2012.	
The 27th amendment was made on June 23, 2014.	The 27th amendment was made on June 23, 2014.	
The 28th amendment was made on June 11, 2015.	The 28th amendment was made on June 11, 2015.	
The 29th amendment was made on June 17, 2016.	The 29th amendment was made on June 17, 2016.	
The 30th amendment was made on June 14, 2017.	The 30th amendment was made on June 14, 2017.	
The 31st amendment was made on June 20, 2018.	The 31st amendment was made on June 20, 2018.	
The 32nd amendment was made on June 20, 2019.	The 32nd amendment was made on June 20, 2019.	
The 33rd amendment was made on July 22,	The 33rd amendment was made on July 22,	

Article After Amendment	Current Article	Description
2021. The 34st amendment was made on June 15, 2022. <u>The 35st amendment was made on June 15, 2023.</u>	2021. The 34st amendment was made on June 15, 2022.	

[Attachment VI]
Comparison Table of the “Rules of Procedure for Shareholders’ Meetings”

Nichidenbo Corporation
Rules of Procedure for Shareholders’ Meetings

Effective upon the approval at the general shareholders' meeting on June 15, 2023

Article After Amendment	Current Article	Description
<p>Article 1 The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors. <u>Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company convening a shareholders' meeting via video conference shall be specified in the Articles of Incorporation, approved and resolved by the Board of Directors with a resolution shall be adopted by approval of two-thirds of the directors at a meeting attended by more than half of the directors.</u> (Omitted hereinafter)</p>	<p>Article 1 The rules of procedures for the Company's Shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules. Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors. (Omitted hereinafter)</p>	<p>Amendments are made in line with the competent authority.</p>
<p>Article 2-1 (The above is omitted) III. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting. <u>In addition to the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing Shareholder Affairs of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters needing attention.</u></p>	<p>Article 2-1 (The above is omitted) III. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.</p>	<p>Amendments are made in line with the competent authority.</p>

Article After Amendment	Current Article	Description
<p>Article 3 (The above is omitted) The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of sign-in at the checking counter, and shall furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished. <u>If the attendance card is presented to the Company, it shall be deemed that the shareholder or proxy indicated on the card has attended the meeting in person, and the Company shall not be held responsible for identifying such card.</u></p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. <u>However, when there is a motion for election of directors, the number of representatives appointed by the corporate shareholders to attend the meeting shall be limited to the number of directors to be elected at the shareholders' meeting.</u> When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. (Omitted hereinafter)</p>	<p>Article 3 (The above is omitted) The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in the checking counter, and shall furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p>(Omitted hereinafter)</p>	<p>Amendments made In line with the practical operations and the requirement on the number of representatives for the corporate shareholders have been added.</p>
<p>Article 5 The presence of shareholders in a shareholders' meeting and their voting thereof shall be calculated in accordance with the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. <u>The chairman may not accept a motion proposed by the shareholders for a headcount calculation. If the number of votes required for a motion has been reached at the time of voting, the motion is still considered to have been passed.</u></p>	<p>Article 5 The presence of shareholders in a shareholders' meeting and their voting thereof shall be calculated in accordance with the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>Amendments made in line with the practical operations.</p>

Article After Amendment	Current Article	Description
<p>Article 7 (The above is omitted) When the vice board chairman or a director serves as chairman, as referred to in the preceding paragraph, the vice board chairman 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 chairman. <u>For a shareholders' meeting convened by any other person having the right to convene, he or she shall act as the chairman of the meeting. If there are two or more persons having the right to convene, the chairman of the meeting shall be elected from among them.</u></p>	<p>Article 7 (The above is omitted) When the vice board chairman or a director serves as chairman, as referred to in the preceding paragraph, the vice board chairman 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 chairman.</p>	<p>Paragraph 3 added with reference to the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings”.</p>
<p>Article 8 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 proposal in the agenda (including extraordinary motions and amendments to the original proposal set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors. <u>The chairman may not announce the meeting is adjourned until a resolution is reached for the agenda (including extraordinary motions) referred to in the preceding 2 paragraphs. However, the chairman may announce the adjournment of the meeting in the event of disorder or the occurrence of other circumstances that makes it difficult for the meeting to proceed normally.</u> (Omitted hereinafter)</p>	<p>Article 8 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 <u>on each separate proposal</u> in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors. (Omitted hereinafter)</p>	<p>Paragraph 3 has been added with reference to the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings” and for the practical operations.</p>
<p>Article 10 Upon accepting the shareholders' sign-in, the Company shall continuously and uninterruptedly record, with audio and video, the entire process of the registration,</p>	<p>Article 10 Upon accepting the shareholders sign-in, the Company shall continuously and uninterruptedly record, with audio and video, the entire process of the registration</p>	<p>Amendments made with reference to the “Sample Template for XXX Co.,</p>

Article After Amendment	Current Article	Description
<p>proceedings, and <u>the voting counting process</u> of the meeting.</p> <p>Said video or audio data shall be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the data shall be kept by the Campany until the conclusion of the litigation.</p> <p>Where a shareholders' meeting is held online, the Campany shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Campany, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by this Campany 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.</p> <p>In case of a virtual shareholders' meeting, the Campany is advised to audio and video record the back-end operation interface of the virtual meeting platform.</p> <p><u>Shareholders who do not have the identity of a shareholder shall not be allowed to participate or observe when a shareholders meeting is convened by video conference. In order to protect the rights and interests of those who attend the meeting, shareholders who participate in the meeting by video shall not distribute or forward the URL of the live stream link, or record the live video and sound of the shareholders' meeting by machine or screen recording software.</u></p>	<p>and proceedings of the meeting.</p> <p>Said video or audio data shall be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the data shall be kept by the Campany until the conclusion of the litigation.</p> <p>Where a shareholders' meeting is held online, the Campany shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Campany, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by this Campany 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.</p> <p>In case of a virtual shareholders' meeting, the Campany is advised to audio and video record the back-end operation interface of the virtual meeting platform.</p>	<p>Ltd. Rules of Procedure for Shareholders Meetings” and to ban shareholders to record the live video and sound of the shareholders' meeting.</p>
<p>Article 11 (The above is omitted)</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p> <p><u>In the event that the shareholders have restrictions on the authority of the proxy,</u></p>	<p>Article 11 (The above is omitted)</p> <p>A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.</p>	<p>Paragraph 3 added in line with the practical operations.</p>

Article After Amendment	Current Article	Description
<p><u>whether specified in the letter of authorization or by other means, whether to the knowledge of the Company or not, the statement or vote made by the proxy shall prevail.</u> (Omitted hereinafter)</p>	(Omitted hereinafter)	
<p>Article 13 Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or is made exceeding the time limit, <u>exceeding the number limit of speech or beyond the scope of the motion</u>, the chairman may terminate the speech.</p>	<p>Article 13 Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or <u>exceeds</u> the scope of the agenda item, the chairman may terminate the speech.</p>	<p>Amendment made with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings".</p>
<p>Article 14 <u>No discussion or voting is allowed unless it is in motion.</u> When discussing a proposal, the chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting. <u>If the chairman declares that the discussion of a motion has been closed, that motion may be voted on at the same time, but should be voted on separately.</u></p>	<p>Article 14 When discussing a proposal, the chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting.</p>	<p>Paragraph 2 added in line with the practical operations.</p>
<p>Article 15 Except as otherwise provided in the <u>Company Act</u> and in the <u>Company's articles of incorporation</u>, the passage of a motion shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.</p> <p><u>Shareholders of the Company have one vote per share except for the restricted shares, or non-voting shares under Article 179, paragraph 2 of the Company Act. Pursuant to Article 177-1 of the Company Act, a shareholder who casts a vote by correspondence or electronic means shall be deemed to have attended the meeting in person. However, they shall be deemed as their abstention from voting on</u></p>	<p>Article 15 Except as otherwise provided in <u>regulations</u>, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. <u>At the time of a poll, if the chairman has consulted the participants, and there are no objections, the vote shall be deemed passed and shall have the same effect as a vote.</u></p>	<p>Paragraphs 2 and 3 added in line with the practical operations and with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings".</p>

Article After Amendment	Current Article	Description
<u>extraordinary motions, amendment, or replacement of original motions.</u>		
<p>Article 17 After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond. 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 chairman declaring the meeting open until the chairman declares 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 Article 11 to <u>13</u> and 16 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.</p>	<p>Article 17 After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond. 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 chairman declaring the meeting open until the chairman declares 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 Article 11 to <u>12</u> and 16 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.</p>	Amendment made with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings".
<p>Article 19 When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed. <u>Before the completion of agendas (including extraordinary motions) of the shareholders' meeting, if the meeting venue is not available for continued use, the shareholders' meeting may decide to seek a new venue to resume the meeting.</u> <u>The shareholders' meeting may, in accordance with the provision of Article 182 of the Company Act, decide to postpone or resume the assembly within 5 days.</u></p>	<p>Article 19 When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.</p>	Paragraphs 2 and 3 added with reference to the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders' meetings".
<p>Article 21 The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an</p>	<p>Article 21 The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an</p>	Paragraphs 2 and 3 added with reference to the "Sample Template for XXX Co.,

Article After Amendment	Current Article	Description
<p>identification card or armband bearing the word "Proctor".</p> <p><u>Where the meeting place is equipped with sound amplifier equipment, the chairman may stop any speech made by shareholders not using the equipment provided by the Company.</u></p> <p><u>When a shareholder violates the rules of procedure and defies the chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the chairman may direct the proctors or security personnel to escort the shareholder from the meeting.</u></p>	<p>identification card or armband bearing the word "Proctor."</p>	<p>Ltd. Rules of Procedure for Shareholders' meetings".</p>
<p>Article 27</p> <p>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online. <u>In addition to the circumstances specified in Paragraph 6, Article 44-9 of the Regulations Governing Shareholder Affairs of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters needing attention.</u></p>	<p>Article 27</p> <p>When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.</p> <p><u>These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</u></p>	<p>Amendments are made in line with the competent authority.</p>
<p>Article 28</p> <p><u>These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</u></p> <p><u>These Procedures were enacted on March 25, 2002.</u></p> <p><u>The 1st amendment was made on June 3, 2005.</u></p> <p><u>The 2nd amendment was made on June 13, 2011.</u></p>	<p>Article 28</p> <p>The Rules were added by the board of directors on February 20, 2002 and approved at the shareholders' meeting on March 25, 2002.</p> <p>The 1st amendment was made by the board of directors on February 23, 2005 and approved at the shareholders' meeting on June 3, 2005.</p> <p>The 2nd amendment was made by the board of directors on December 23, 2010 and approved at the shareholders' meeting</p>	<p>Numbers and dates of amendments.</p>

Article After Amendment	Current Article	Description
<u>The 3rd amendment was made on June 19, 2013.</u>	on June 13, 2011. The 3rd amendment was made by the board of directors on March 21, 2013 and approved at the shareholders' meeting on June 19, 2013.	
<u>The 4th amendment was made on July 22, 2021.</u>	The 4st amendment was made by the board of directors on March 25, 2021 and approved at the shareholders' meeting on July 22, 2021.	
<u>The 5th amendment was made on June 15, 2022.</u>	The 5st amendment was made by the board of directors on March 23, 2022 and approved at the Shareholders' meeting on June 15, 2022.	
<u>The 6th amendment was made on June 15, 2023.</u>		

[Attachment VII]
Comparison Table of the “Procedures for Election of Directors”

Nichidenbo Corporation
 Procedures for Election of Directors

Effective upon the approval at the general shareholders’ meeting on June 15, 2023

Article After Amendment	Current Article	Description
<p>Article 1 Except as otherwise provided by law <u>and regulations or the Articles of Incorporation</u>, the Company's election of directors shall be conducted in accordance with these <u>Procedures</u>.</p>	<p>Article 1 Except as otherwise provided by <u>the Company Act or the Company's Articles of Incorporation</u>, the Company's election of directors shall be <u>governed</u> by these Regulations.</p>	<p>The content of Article 11 and the wordings have been adjusted.</p>
<p>Article 2 <u>The election of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.</u> The <u>registered</u> cumulative method shall be used for election of the directors at the Company. <u>The number of the attendance cards printed on the ballots may be used instead of recording the names of the voters.</u> <u>Unless otherwise provided or limited by law</u>, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. (Omitted hereinafter)</p>	<p>Article 2 The cumulative voting method shall be used for election of the directors at the Company. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. (Omitted hereinafter)</p>	<p>Amendments are made in accordance with law and practical operations.</p>
<p>Article 3 <u>The independent directors and non-independent directors of the Company shall be elected by the shareholders’ meeting from the candidate list according to the number of seats specified in the Company's Articles of Incorporation and the results of the tally of the ballots. as specified in the relevant announcements.</u> Voting through <u>electronic voting, videoconferencing platform, and</u> ballots will be counted. The candidates receiving the largest number of voting rights on the ballots were elected as independent directors or non-independent directors in that order. When two or more persons receive the same number of votes, <u>thus exceeding the number of seats to be elected</u>, their winners shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person <u>absent or any person</u></p>	<p>Article 3 The directors of the Company shall be elected by the shareholders’ meeting from among the persons with <u>disposing capacity</u>. Independent directors or non-independent directors shall be elected by those who have cast more voting rights according to the number of seats specified in the Company's Articles of Incorporation and the results of the tally of the ballots. When <u>two or more</u> persons receive the same number of votes, thus exceeding the <u>specified</u> number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.</p>	<p>Amendments made in line with the practical operations.</p>

Article After Amendment	Current Article	Description
<u>not in attendance.</u>		
<p>Article 4 <u>Ballots shall be prepared by the person having the right to convene in numbers corresponding to the directors to be elected, with the number of voting rights specified therein, distributed to the attending shareholders for the purpose of exercising their right. To vote by electronic means or through a video conference platform, no separate ballots shall be prepared and issued.</u></p>	<p>Article 4 <u>Ballots shall be prepared by the Company, and the ballots shall be distributed to each shareholder in accordance with the number of persons to be elected (subject to one person per vote). The number of election rights recorded on each ballot is based on the number of votes cast by each shareholder.</u></p>	<p>The ballots shall be prepared and distributed by the persons with the right to convene.</p>
<p>Article 5 <u>Prior to the commencement of an election, the Chairman is to appoint a number of vote-monitoring personnel in the capacity of shareholders and a number of vote-counting personnel to perform the respective duties of the election.</u></p>	<p>Article 5 <u>At the beginning of the election, the chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.</u></p>	<p>Amendments made in line with the practical operations.</p>
<p>Article 6 <u>The ballot boxes shall be prepared by the person with the right to convene and publicly checked by the vote monitoring personnel before voting commences.</u></p>	<p>Article 6 <u>The ballot boxes shall be prepared by the Company and publicly checked by the vote monitoring personnel before voting commences.</u></p>	<p>The wordings have been adjusted and that the ballot box shall be prepared by the person with the right to convene.</p>
<p>Article 8 A ballot is invalid under any of the following circumstances: (1) to (5) are omitted. <u>(6) Two or more candidates are indicated on the same ballot.</u> <u>(7) The total number of voting rights cast by the voters exceeds the total number of voting rights held by the voters.</u> <u>(8) The number of candidates entered exceeds the quorum to be elected.</u> <u>(9) Ballots that have not been placed in the ballot boxes.</u> <u>(10) Other violations of laws, Articles of Incorporation, or related regulations.</u></p>	<p>Article 8 A ballot is invalid under any of the following circumstances: (1) to (5) are omitted.</p>	<p>Amendments made in line with the practical operations.</p>

Article After Amendment	Current Article	Description
<p>Article 9 The voting rights shall be calculated on the spot after the end of the poll. The results of the list of elected directors and the number of votes shall be announced by the chairman or the emcee immediately on site, including the names of those elected as directors and the numbers of votes with which they were elected.</p> <p>The ballots for the election referred to in the preceding paragraph <u>shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</u></p>	<p>Article 9 The voting rights shall be calculated on the spot after the end of the poll. The results of the list of elected directors and the number of votes shall be announced by the chairman or the emcee immediately on site, including the names of those elected as directors and the numbers of votes with which they were elected, <u>and the names of directors and supervisors not elected and number of votes they received.</u></p> <p>The ballots for the election referred to in the preceding paragraph are sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>	<p>Amendments made with reference to the “Sample Template for XXX Co., Ltd. Procedures for Election of Directors”.</p>
<p>Article 10 The <u>Board of Directors of the Company</u> shall issue notifications to the persons elected as directors.</p>	<p>Article 10 The Company shall issue notifications to the persons elected as directors.</p>	<p>Amendments made with reference to the “Sample Template for XXX Co., Ltd. Procedures for Election of Directors”.</p>
<p>Article 11 <u>These Procedures shall take effect after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner. These Procedures were enacted on July 22, 2021. The 1st amendment was made on June 15, 2023.</u></p>	<p>Article 11 These Regulations, and any amendments hereto, shall be handled in accordance with the Company Act, the Company’s Articles of Incorporation, and applicable laws and regulations.</p>	<p>The original provision is merged into Article 1 ; Previous Articles 12 and 13 have been amended and incorporated in this Article.</p>
<p>Article 12 Deleted.</p>	<p>Article 12 These Procedures shall take effect after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p>	<p>This Article has been deleted. The original provisions have been amended and incorporated to Article 11.</p>

Article After Amendment	Current Article	Description
Article 13 Deleted.	Article 13 These Regulations were amended and approved at the Board Meeting on March 25, 2021, and approved at the Shareholders' Meeting on July 22, 2021.	This Article has been deleted. The original provisions have been amended and incorporated to Article 11.

[Attachment VIII]

Comparison Table of the “Procedures for Acquisition or Disposal of Assets”

Nichidenbo Corporation
**Comparison Table for Amendments to the
 "Procedures for Acquisition and Disposal of Assets"**

Effective upon the approval at the general shareholders’ meeting on June 15, 2023

Article After Amendment	Current Article	Description
<p>Article 5: (Evaluation and procedures)</p> <p>I. For the acquisition or disposal of the assets listed in these <u>Procedures</u> by the Campany, the handling department shall disclose the reasons for the proposed acquisition or disposal, the subject matter, the counterparty, the transfer price, the terms of receipt and payment, and the reference basis for the price. The acquisition or disposal of the assets shall be carried out according to the authorized amount and the level of <u>authorization in accordance with Article 6 by the authority unit.</u></p> <p>II. <u>The procedures for determining transaction terms and conditions shall include the method of price determination, reference(s), levels of authorization, execution units, announcement and reporting procedures, and investment scope and limit.</u></p> <p>III. <u>The operation related to the acquisition or disposal of assets shall be handled in accordance with the internal control system and other relevant regulations of the Campany.</u></p>	<p>Article 5: (Evaluation and procedures)</p> <p>I. For the acquisition or disposal of the assets listed in these Procedures by the Campany, the handling department shall disclose the reasons for the proposed acquisition or disposal, the subject matter, the counterparty, the transfer price, the terms of receipt and payment, and the reference basis for the price. The acquisition or disposal of the assets shall be <u>submitted to the authority officer and approved in accordance with to the Campany 's Approval Authority Form.</u></p> <p>II. <u>Implemented in accordance with the Campany 's Approval Authority Form. If the matter needs to be submitted to the board of directors for discussion and resolution, it shall be approved by a majority of all members of the Audit Committee before reporting to the board of directors for final resolution. The Campany shall submit the recorded objections or written statements of the directors to the Audit Committee. Any objections or qualified opinions of the independent directors of the Campany shall be documented in the minutes of the meeting of the board of directors. If the approval of one-half or more of all Audit Committee</u></p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
	<p><u>members as required in the preceding paragraph is not obtained, the Operating Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u> <u>The term “all audit committee members” and “all directors” as used in these Procedures shall mean the actual number of persons currently holding those positions.</u></p> <p><u>III.</u> The procedures for determining transaction terms and conditions shall include the method of price determination, reference(s), levels of authorization, execution units, announcement and reporting procedures, and investment scope and limit.</p> <p><u>IV.</u> The operation related to the acquisition or disposal of assets shall be handled in accordance with the internal control system and other relevant regulations of the Company.</p>	
<p>Article 6: (Procedures for determining transaction terms)</p> <p>The procedure for determining the transaction terms of the Company's acquisition or disposal of assets, include the pricing method, reference and authorization level:</p> <p>I. For the acquisition or disposal of long-term and short-term securities that have been traded in domestic and overseas stock exchanges or securities firms, the price must be determined based on the open market transaction value. <u>A transaction amount less than NT\$50 million shall be submitted to the general</u></p>	<p>Article 6: (Procedures for determining transaction terms)</p> <p>The procedure for determining the transaction terms of the Company's acquisition or disposal of assets, include the pricing method, reference and authorization level:</p> <p>I. The acquisition or disposal of long-term and short-term securities that are traded in domestic and overseas stock exchanges or securities firms should be determined at the open market trade price <u>and executed in accordance with the approval authority.</u></p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
<p><u>manager for approval; a transaction amount exceeding NT\$50 million and less than NT\$300 million shall be submitted to the Chairman for approval. Transactions with an amount exceeding NT\$300 million must be approved by the board of directors before proceeding.</u></p> <p>II. The acquisition or disposal of long- and short-term marketable securities that are not traded in a listed market or at the securities exchange offices of the securities firms shall be determined by reference to the net value per share, profitability, future development potential and the prevailing trading price, or by reference to the prevailing market interest rate, coupon rate of the bonds and the debtor's creditworthiness, etc. <u>A transaction amount less than NT\$50 million shall be submitted to the general manager for approval; a transaction amount exceeding NT\$50 million and less than NT\$300 million shall be submitted to the Chairman for approval. Transactions with an amount exceeding NT\$300 million must be approved by the board of directors before proceeding.</u></p> <p>III. <u>The acquisition or disposal of real property, and the right-of-use assets, equipment, or the right-of-use assets for an amount of less than NT\$50 million must be submitted to the general manager for approval; for an amount exceeding NT\$50 million and less than NT\$300 million shall be submitted to the Chairman for approval; for transactions amounting to NT\$300 million or more, such transaction must be approved</u></p>	<p>II. The acquisition or disposal of long- and short-term marketable securities that are not traded in a listed market or at the securities exchange offices of the securities firms shall be determined by reference to the net value per share, profitability, future development potential and the prevailing trading price, or by reference to the prevailing market interest rate, coupon rate of the bonds and the debtor's creditworthiness, etc., <u>and is implemented in accordance with the approval authority.</u></p> <p>III. The acquisition or disposal of real properties may be made through inquiry of price, comparison of price, evaluation of present value, and actual transaction prices of nearby real properties. If the transaction amount reaches the amount specified in Article 9, the appraisal report of a professional appraiser shall be referred to.</p>	

Article After Amendment	Current Article	Description
<p><u>by the board of directors before proceeding.</u> The acquisition or disposal of real properties may be made through inquiry of price, comparison of price, evaluation of present value, and actual transaction prices of nearby real properties. If the transaction amount reaches the amount specified in Article 9, the appraisal report of a professional appraiser shall be referred to. <u>The acquisition or disposal of other fixed assets should be based on price comparison, bargaining or tender.</u></p> <p>IV. <u>The acquisition or disposal of memberships for an amount of less than NT\$2 million must be submitted to the general manager for approval; for an amount exceeding NT2 million and less than NT\$20 million shall be submitted to the Chairman for approval; for transactions amounting to NT\$20 million or more, such transaction must be approved by the board of directors before proceeding.</u></p> <p>V. <u>The acquisition or disposal of intangible assets for an amount of less than NT\$50 million must be submitted to the general manager for approval for an amount exceeding NT50 million and less than NT\$300 million shall be submitted to the Chairman for approval; for transactions amounting to NT\$300 million or more, such transaction must be approved by the board of directors before proceeding.</u> The acquisition or disposal of long-term and short-term marketable securities, real property or its right-to-use assets and other fixed assets are accounted for on a line-</p>	<p>IV. <u>The acquisition or disposal of other fixed assets should be based on price comparison, bargaining or tender.</u></p> <p>V. <u>The acquisition or disposal of long-term and short-term marketable securities, real property or its right-to-use assets and other fixed assets are accounted for on a line-by-line basis, and approved in accordance with the Company's Approval Authority Form.</u></p>	

Article After Amendment	Current Article	Description
by-line basis.		
<p>Article 8: (Announcement and reporting procedures)</p> <p>I. Criteria for announcement and reporting: Under any of the following circumstances, the acquisition or disposal of assets of the Company shall publicly announce and report the relevant information on the website designated by the Financial Supervisory Commission (hereinafter referred to as the FSC) in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (I)~(IV) Omitted</p> <p>(V) Where land is acquired under an arrangement on engaging others to build on the Company's own</p>	<p>Article 8: (Announcement and reporting procedures)</p> <p>I. Criteria for announcement and reporting: Under any of the following circumstances, the acquisition or disposal of assets of the Company shall publicly announce and report the relevant information on the website designated by the Financial Supervisory Commission (hereinafter referred to as the FSC) in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (I)~(IV) Omitted (V) <u>The acquisition or disposal by a public Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, if the public Company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more.</u></p> <p>(VI) Where land is acquired under an arrangement on engaging others to build on the Company's own</p>	<p>Revised in response to the needs of the Company's operations and management, clauses not related to the nature of the Company's business scope have been deleted.</p>

Article After Amendment	Current Article	Description
<p>land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VI) Other than the asset transactions in the preceding <u>five</u> paragraphs, where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. Provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Omitted. 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>(Omitted hereinafter)</p>	<p>land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(VII) Other than the asset transactions in the preceding <u>six</u> paragraphs, where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. Provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Omitted. 2 <u>Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities</u> 	

Article After Amendment	Current Article	Description
	<p><u>investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange.</u></p> <p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Omitted hereinafter)</p>	

Article After Amendment	Current Article	Description
<p>Article 9: (Procedures for valuation of assets) When acquiring or disposing of assets, the Company shall request for an objective, impartial and independent professional to issue a report in accordance with the requirements below:</p> <p>I. Omitted.</p> <p>II. For the acquisition or disposal of marketable securities, the Company should obtain the latest financial statements of the underlying company that have been audited or reviewed by the CPAs before the date of occurrence as a reference for assessing the transaction prices.</p> <p>In addition, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price if the transaction amount exceeds 20% of the paid-in capital or NT300 million. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC;</p> <p><u>(I) Securities acquired through cash contribution in an incorporation by promotion or by public offering in accordance with the law, with the further requirement that the rights represented by the acquired securities be commensurate with the proportion of capital contributed.</u></p>	<p>Article 9: (Procedures for valuation of assets) When acquiring or disposing of assets, the Company shall request for an objective, impartial and independent professional to issue a report in accordance with the requirements below:</p> <p>I. Omitted.</p> <p>II. For the acquisition or disposal of marketable securities, the Company should obtain the latest financial statements of the underlying company that have been audited or reviewed by the CPAs before the date of occurrence as a reference for assessing the transaction prices.</p> <p>In addition, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price if the transaction amount exceeds 20% of the paid-in capital or NT300 million. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC;</p>	<p>Amendment was made to meet the Company's operational needs.</p>

Article After Amendment	Current Article	Description
<p><u>(II) Participation in the subscription of securities issued at par value by companies for capital cash increase of the underlying company in accordance with relevant regulations.</u></p> <p><u>(III) Participation in subscription of securities issued by an investee which the Company, directly or indirectly, owns 100% of shares for cash capital increase or participation in cross subscription of securities issued by 100%-owned subsidiaries.</u></p> <p><u>(IV) Securities listed and traded on the Taiwan Stock Exchange or the Taipei Exchange or emerging stocks.</u></p> <p><u>(V) Government bonds, or bonds under repurchase or reverse purchase agreements.</u></p> <p><u>(VI) Publicly offered funds.</u></p> <p><u>(VII) TWSE or TPEX listed stocks acquired or disposed of in accordance with the TWSE or TPEX rules governing the purchase of listed securities by reverse auction or rules governing the auction of listed securities.</u></p> <p><u>(VIII) Participation in subscription to shares issued by a public company for a cash capital increase or domestic subscription to corporate bonds (including financial debentures), with the further requirement that the securities acquired are not privately placed securities.</u></p>		

Article After Amendment	Current Article	Description
<p><u>(IX) Subscription to a domestic privately placed fund before the establishment of the fund in accordance with Article 11, paragraph 1 of the Securities Investment Trust and Consulting Act, or subscription to or redemption of a domestic privately placed fund, provided that the trust agreement for the fund specifies an investment strategy in which, aside from securities margin transactions and open positions held in securities-related products, the investment scope of the remaining portion is the same as that of a publicly offered fund.</u></p> <p>III~IV Omitted.</p> <p>The calculation of the transaction amount stated in the preceding paragraph shall be done in accordance with Article 8, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained <u>in accordance with the provisions of these Procedures</u> need not be counted toward the transaction amount.</p>	<p>III~IV Omitted.</p> <p>The calculation of the transaction amount stated in the preceding paragraph shall be done in accordance with Article 8, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p>	
<p>Article 10: (Control of derivatives transactions)</p> <p>I. Transaction principles and policies</p> <p>(I) Omitted.</p> <p>(II) Operation and risk hedging strategies</p> <p>The Company engages in derivatives transactions to hedge risks. The counterparties of the</p>	<p>Article 10: (Control of derivatives transactions)</p> <p>I. Transaction principles and policies</p> <p>(I) Omitted.</p> <p>(II) Operation and risk hedging strategies</p> <p>The Company <u>shall</u> engage in derivatives transactions to hedge risks. The counterparties</p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
<p>transactions are the banks that the Company has business transactions with to avoid the credit risk. <u>Financial personnel</u> report the status of foreign currency holdings to their decision-making supervisor on a weekly basis for reference of management and decision-making. Summarize monthly transactions and evaluate operational performance.</p> <p>(III) Omitted. (IV) Omitted. (V) Total amount of derivatives contracts that may be traded, and the maximum loss limit on total trading and for individual contracts.</p> <p>1. Total contract amount: (1) <u>For non-trading purposes:</u> The hedging contract amount of the Company is capped at the net foreign currency position of assets and liabilities.</p> <p>(2) <u>For trading purposes: Limited to US\$1 million (including the equivalent in currency).</u></p> <p>2. Maximum loss limit on total trading and for individual contracts: (1) <u>For non-trading purposes: For losses arising from hedging instruments, total and individual contract losses are capped at 10% of the group's total liabilities.</u> (2) <u>For trading</u></p>	<p>of the transactions <u>should be</u> the banks that the Company has business transactions with to avoid the credit risk. Report the status of foreign currency holdings to their decision-making supervisor on a weekly basis for reference of management and decision-making. Monthly transactions <u>shall be</u> summarized and operational performance <u>shall be</u> evaluated.</p> <p>(III) Omitted. (IV) Omitted. (V) Total amount of derivatives contracts that may be traded, and the maximum loss limit on total trading and for individual contracts.</p> <p>1. Total contract amount: The hedging contract amount of the Company is capped at the net foreign currency position of assets and liabilities. <u>Transactions with special needs must be presented to the authority officer.</u></p> <p>2. Maximum loss limit on total trading and for individual contracts: <u>Engagement in derivative transactions are subject to a cap of US\$1 million for total contract loss; individual contract losses are capped at 30% of the individual contract amount.</u></p>	

Article After Amendment	Current Article	Description
<p><u>purposes: The realized or unrealized loss arising from the transaction of non-hedging instruments shall not exceed NT\$10 million. The realized and unrealized losses arising from individual derivatives trading contracts shall not exceed NT\$8 million.</u></p> <p>(VI) Authorization level and operating procedure</p> <p>1. The financial unit shall select financial institutions with better conditions, with approval by the authority officer, sign a transaction limit contract with the financial institution to engage in derivative transactions within the limit. <u>The authorization level is as follows:</u></p> <p><u>(1) For non-trading purposes:</u></p> <p><u>A. Chairman: The amount of a single transaction exceeds the equivalent of US\$50 million.</u></p> <p><u>B. General manager: The amount of a single transaction exceeds the equivalent of US\$30 million to less than US\$50 million.</u></p> <p><u>C. Head of business department of a financial unit: The amount of a single transaction is equivalent to less</u></p>	<p>(VI) Authorization level and operating procedure</p> <p>1. The financial unit shall select financial institutions with better conditions, with approval by the authority officer, sign a transaction limit contract with the financial institution to engage in derivative transactions within the limit.</p>	

Article After Amendment	Current Article	Description
<p style="text-align: center;"><u>than US\$30 million.</u> <u>The above limits are authorized to be adjusted by the Chairman in response to changes and shall be subsequently reported to the board of directors for approval.</u> <u>(2) For trading purposes: All trading values must be submitted to the Chairman for approval.</u> 2~3 Omitted. II~III Omitted. IV. Announcement and declaration (I) Omitted. (II) For any unrealized loss that accounts for more than 3% of the <u>net value</u> of derivative instruments, a public announcement shall be made before the trading hours on the next business day from the date of occurrence or reported by the media. (Omitted hereinafter).</p>	<p style="text-align: center;">2~3 Omitted. II~III Omitted. IV. Announcement and declaration (I) Omitted. (II) For any unrealized loss that accounts for more than 3% of the <u>shareholders' equity</u> of derivative instruments, a public announcement shall be made before the trading hours on the next business day from the date of occurrence or media report. (Omitted hereinafter).</p>	
<p>Article 14: The Company acquiring real property or right-of-use assets thereof from a related party shall <u>evaluate the reasonableness of the transaction costs by the following means:</u> I. <u>Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer.</u> <u>"Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property;</u></p>	<p>Article 14: For the acquisition of real property or the right-of-use assets by the Company from a related party , the Company <u>shall assess the reasonableness of the transaction cost in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies ."</u></p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
<p><u>provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</u></p> <p><u>II. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</u></p> <p><u>Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</u></p> <p><u>The Company acquiring real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.</u></p> <p><u>The Company acquiring real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 13, and the preceding three paragraphs do not apply:</u></p>	<p>The Company acquiring real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 13, and the <u>preceding paragraph</u> does not apply:</p>	

Article After Amendment	Current Article	Description
(Omitted hereinafter).	(Omitted hereinafter).	
<p>Article 15: Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>I~III Omitted.</p> <p>The Company has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction. <u>However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</u></p>	<p>Article 15: Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted are uniformly lower than the transaction price in accordance with the <u>“Regulations Governing the Acquisition and Disposal of Assets by Public Companies”</u>, the following steps shall be taken:</p> <p>I~III Omitted.</p> <p>The Company has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
<p>I. <u>Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</u></p> <p>(I) <u>Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</u></p> <p>(II) <u>Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</u></p>		

Article After Amendment	Current Article	Description
<p><u>II. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</u></p> <p><u>Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.</u></p>		
<p>Article 17: (Scope and amount of investment)</p> <p>In addition to the assets acquired for business use, the Company and its subsidiaries may invest in the purchase of non-operating real property and right-of-use assets or securities subject to the following limits:</p> <p>I. <u>The total amount of non-operating real property and right-of-use assets acquired by the Company for non-operating use shall not exceed 30% of the</u></p>	<p>Article 17: (Scope and amount of investment)</p> <p>In addition to the assets acquired for business use, the Company may invest in the purchase of non-operating real property and right-of-use assets or securities subject to the following limits:</p> <p>I. <u>The total amount of the non-operating real property and the right-of-use assets shall not exceed 40% of the total equity attributable to the owners of the Company.</u></p>	<p>Amendment was made in response to the requirements of the competent authorities.</p>

Article After Amendment	Current Article	Description
<p><u>Campany's net worth; the total amount of real estate and its right-to-use assets acquired by each subsidiary of the Campany for non-operating use shall not exceed 20% of the Campany's net worth.</u></p> <p>II. <u>The total marketable securities of the Campany shall not exceed 300% of the Campany's net worth. The total of each subsidiary's marketable securities shall not exceed 100% of the Campany's net worth.</u></p> <p>III. <u>The Campany's investment limit in individual securities shall not exceed 300% of the Campany's net worth. The investment limit of each subsidiary of the Campany in individual securities shall not exceed 100% of the Campany's net worth.</u></p> <p>The aforementioned securities were calculated based on the original investment cost.</p>	<p>II. <u>The total amount of the securities shall not exceed 200% of the total equity attributable to the owners of the Campany.</u></p> <p>III. <u>The investment limit in individual securities shall not exceed 200% of the total equity attributable to the owners of the Campany.</u></p> <p>The aforementioned securities were calculated based on the original investment cost.</p>	
<p>Article 19 : (Entry into force and amendments) The formulated Procedures shall <u>first be approved by the Audit Committee before being approved by the board of directors and submit it to the shareholders' meeting for approval. If a director expresses an objection with a record or written statement on file, the information of the director's objection shall be sent to the shareholders meeting for discussion, so are the amendments.</u></p> <p>When reported to the board of</p>	<p>Article 19 : (Entry into force and amendments) The Procedures have been approved by the Audit Committee <u>and Board of Directors and submitted to the shareholders' meeting for ratification.</u> After the shareholders' meeting agrees, <u>these Procedures and the shareholders' meeting minutes shall be uploaded to the FSC's designated website for reference. The same applies to amendments.</u> The Company is to submit the information of the <u>director's objection to the Audit Committee, if there is a record or in writing to express the objection.</u> When <u>these Procedures are</u></p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Article After Amendment	Current Article	Description
<p>directors for discussion in <u>accordance with the preceding paragraph</u>, the opinions of each independent director shall be fully considered. If the independent director has had any objection or reservation, it shall be stated in the board meeting minutes.</p> <p><u>Any proposal presented to the Audit Committee for discussion pursuant to Paragraph 1</u> shall be subject to the consent of more than half of the Audit Committee members. If the approval of one-half or more of all Audit Committee members is not obtained, these Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting and submitted to the shareholders meeting for resolutions. The term “all audit committee members” and “all directors” as used in these <u>Procedures</u> shall mean the actual number of persons currently holding those positions.</p> <p><u>The matters that are not addressed in these Procedures are handled in accordance with the relevant laws and regulations and the Company 's rules.</u></p>	<p>reported to the board of directors for discussion, the opinions of each independent director shall be fully considered. If the independent director has had any objection or reservation, it shall be stated in the board meeting minutes.</p> <p>These <u>Procedures</u> must be approved by a majority of the Audit Committee members and resolved by the <u>board of directors</u>.</p> <p>If the approval of one-half or more of all Audit Committee members as required in the <u>preceding paragraph</u> is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</p> <p>The term “all audit committee members” and “all directors” as used in these Procedures shall mean the actual number of persons currently holding those positions.</p>	
<p>Article 20: These <u>Procedures</u> are amended on May 20, 2003.</p> <p>The 1st amendment was made on June 14, 2006.</p> <p>The 2nd amendment was made on June 13, 2007.</p>	<p>Article 20: These Procedures were amended at the <u>meeting of the Board of Directors on January 17, 2003</u> and <u>approved by the shareholders' meeting</u> on May 20, 2003.</p> <p>The 1st amendment was made at the <u>meeting of the Board of Directors on February 23, 2006</u> and <u>approved by the shareholders' meeting</u> on June 14, 2006.</p> <p>The 2nd amendment was made at the <u>meeting of the Board of Directors on May 21, 2007</u> and</p>	<p>The wording was slightly amended, with the time of the amendment time added.</p>

Article After Amendment	Current Article	Description
The 3rd amendment was made on June 13, 2008.	<u>approved by the shareholders' meeting on June 13, 2007.</u> The 3rd amendment was made at the <u>meeting of the Board of Directors on March 17, 2008</u> and <u>approved by the shareholders' meeting on June 13, 2008.</u>	
The 4th amendment was made on June 18, 2010.	The 4th amendment was made at the <u>meeting of the Board of Directors on March 25, 2010</u> and <u>approved by the shareholders' meeting on June 18, 2010.</u>	
The 5th amendment was made on June 21, 2012.	The 5th amendment was made at the <u>meeting of the Board of Directors on March 19, 2012</u> and <u>approved by the shareholders' meeting on June 21, 2012.</u>	
The 6th amendment was made on June 19, 2014.	The 6th amendment was made at the <u>meeting of the Board of Directors on March 21, 2013</u> and <u>approved by the shareholders' meeting on June 19, 2013.</u>	
The 7th amendment was made on June 23, 2014.	The 7th amendment was made at the <u>meeting of the Board of Directors on March 25, 2014</u> and <u>approved by the shareholders' meeting on June 23, 2014.</u>	
The 8th amendment was made on June 11, 2015.	The 8th amendment was made at the <u>meeting of the Board of Directors on March 20, 2015</u> and <u>approved by the shareholders' meeting on June 11, 2015.</u>	
The 9th amendment was made on June 17, 2016.	The 9th amendment was made at the <u>meeting of the Board of Directors on March 22, 2016</u> and <u>approved by the shareholders' meeting on June 17, 2016.</u>	
The 10th amendment was made on June 14, 2017.	The 10th amendment was made at the <u>meeting of the Board of Directors on March 23, 2017</u> and <u>approved by the shareholders' meeting on June 14, 2017.</u>	
The 11th amendment was made on June 20, 2018.	The 11th amendment was made at the <u>meeting of the Board of Directors on March 21, 2018</u>	

Article After Amendment	Current Article	Description
<p>The 12th amendment was made on June 20, 2019.</p> <p>The 13th amendment was made on July 22, 2021.</p> <p>The 14th amendment was made on June 15, 2022.</p> <p><u>The 15th amendment was made on June 15, 2023.</u></p>	<p>and <u>approved by the shareholders' meeting</u> on June 20, 2018.</p> <p>The 12th amendment was made at the <u>meeting of the Board of Directors on March 25, 2019</u> and <u>approved by the shareholders' meeting</u> on June 20, 2019.</p> <p>The 13th amendment was made at the <u>meeting of the Board of Directors on March 25, 2021</u> and <u>approved by the shareholders' meeting</u> on July 22, 2021.</p> <p>The 14th amendment was made at the <u>meeting of the Board of Directors on March 23, 2022</u> and <u>approved by the shareholders' meeting</u> on June 15, 2022.</p>	

[Attachment IX]

Comparison Table of the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees”

Nichidenbo Corporation

Comparison Table for Amendments to "Procedures for Loaning of Funds and Making of Endorsements/Guarantees"

Effective upon the approval at the general shareholders’ meeting on June 15, 2023

Provisions after amendment	Provisions before amendment	Remarks
<p>Article 5: Procedures for loaning of funds</p> <p>I. Omitted.</p> <p>II. Omitted.</p> <p>III. Scope of Authorization: Loaning of funds of the Company is processed by the financial unit of the Company and reported to the Board of Directors together with the review results for resolution. Loans of funds between the Company and its subsidiaries, shall be submitted for a resolution by the Board of Directors, and the chairman may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.</p> <p>(Omitted hereinafter).</p>	<p>Article 5: Procedures for loaning of funds</p> <p>I. Omitted.</p> <p>II. Omitted.</p> <p>III. Scope of Authorization: Loaning of funds of the Company is processed by the financial unit of the Company and reported to the Board of Directors together with the review results for resolution. Loans of funds between the Company and its <u>parent Company</u>, or between its subsidiaries, shall be submitted for a resolution by the board of directors, and the chairman may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.</p> <p>(Omitted hereinafter).</p>	<p>Amendment was made to meet the Company’s operational needs.</p>
<p>Article 9: Duration of loans and calculation of interest</p> <p>I. In principle, the term of each loan shall not exceed one year. <u>The loaning of funds between foreign companies with 100% of the voting shares held by the Company directly and indirectly shall be limited to 5 years.</u></p> <p>(Omitted hereinafter).</p>	<p>Article 9: Duration of loans and calculation of interest</p> <p>I. In principle, the term of each loan shall not exceed one year. <u>Under special circumstances, the loan term may be extended subject to the actual needs with the consent of the Board of Directors.</u></p> <p>(Omitted hereinafter).</p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>Article 10: Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights</p> <ol style="list-style-type: none"> I. Omitted. II. Omitted. III. The borrower shall repay in full the principal and interest upon maturity. 	<p>Article 10: Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights</p> <ol style="list-style-type: none"> I. Omitted. II. Omitted. III. The borrower shall repay in full the principal and interest upon maturity. <u>When a loan is due and the borrower requires an extension, a request must be made in advance, and proceeded with the approval of the board of directors. In the event of breach, the Company may duly dispose of, or pursue recovery from, the borrower's collateral or guarantor.</u> 	<p>Amendment was made in response to the requirements of the competent authorities.</p>
<p>Article 11: Internal control</p> <ol style="list-style-type: none"> I. Omitted. II. The internal auditors of the Company shall audit these Procedures for Loaning of Funds and the implementation at least quarterly with a written record documented and inform the <u>Audit Committee</u> in writing for any major violation identified. The Company's internal auditors shall audit these Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. If major violations are found, the manager and the main handling person shall be disciplined according to the circumstances of the violation. III. If, as a result of a change in circumstances, an entity for which a loan is made no longer meets the requirements of these Procedures or the loan balance exceeds the limit, the Company shall adopt 	<p>Article 11: Internal control</p> <ol style="list-style-type: none"> I. Omitted. II. The internal auditors of the Company shall audit these Procedures for Loaning of Funds and the implementation at least quarterly with a written record documented and inform all the <u>supervisors</u> in writing for any major violation identified. The Company's internal auditors shall audit these Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. If major violations are found, the manager and the main handling person shall be disciplined according to the circumstances of the violation. III. If, as a result of a change in circumstances, an entity for which a loan is made no longer meets the requirements of these Procedures or the loan balance exceeds the limit, the Company shall adopt 	<p>Amendment was made in response to the requirements of the competent authorities.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>rectification plans and submit the rectification plans to the <u>Audit Committee</u>, and shall complete the rectification according to the timeframe set out in the plan in order to strengthen the Company's internal control.</p>	<p>rectification plans and submit the rectification plans to <u>all the supervisors</u>, and shall complete the rectification according to the timeframe set out in the plan in order to strengthen the Company's internal control.</p>	
<p>Article 14: Parties of endorsements and guarantees</p> <p>I. Omitted.</p> <p>II. Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company's most recent financial statements. Provided that this restriction shall <u>not apply</u> to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.</p> <p>(Omitted hereinafter).</p>	<p>Article 14: Parties of endorsements and guarantees</p> <p>I. Omitted.</p> <p>II. Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company's most recent financial statements. When companies in which the Company holds, directly or indirectly, 100% or more of the voting shares makes endorsements/guarantees for each other, the amount of endorsements/guarantees <u>may not exceed 40% of the net worth of the Company's most recent financial statements</u>.</p> <p>(Omitted hereinafter).</p>	<p>Amendment was made to meet the Company's operational needs.</p>
<p>Article 21: Internal control</p> <p>I. Omitted.</p> <p>II. The internal auditors of the Company shall audit these Procedures for Loaning of Funds and the implementation at least quarterly with a written record documented and inform the <u>Audit Committee</u> in writing for any major violation identified. The Company's internal auditors shall audit these Procedures for</p>	<p>Article 21: Internal control</p> <p>I. Omitted.</p> <p>II. The internal auditors of the Company shall audit these Procedures for Loaning of Funds and the implementation at least quarterly with a written record documented and inform all the <u>supervisors</u> in writing for any major violation identified. The Company's internal auditors shall audit these Procedures for Endorsements/Guarantees</p>	<p>Amendment was made in response to the requirements of the competent authorities.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>Endorsements/Guarantees to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. If major violations are found, the manager and the main handling person shall be disciplined according to the circumstances of the violation.</p> <p>III. If, as a result of a change in circumstances, an entity for which an endorsements/guarantee is made no longer meets the requirements of these Procedures or the amount exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the <u>Audit Committee</u>, and shall complete the rectification according to the timeframe set out in the plan in order to strengthen the Company's internal control.</p>	<p>to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. If major violations are found, the manager and the main handling person shall be disciplined according to the circumstances of the violation.</p> <p>III. If, as a result of a change in circumstances, an entity for which an endorsements/guarantee is made no longer meets the requirements of these Procedures or the amount exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to <u>each supervisor</u>, and shall complete the rectification according to the timeframe set out in the plan in order to strengthen the Company's internal control.</p>	
<p>Article 23: Other matters</p> <p>I. Where a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall instruct it to formulate its own Procedures for Endorsements/Guarantees in compliance with the regulation, and that the subsidiary shall comply with its Procedures when making endorsements/guarantees. A subsidiary without the intention of making endorsements or guarantees for others may, after passage by the</p>	<p>Article 23: Other matters</p> <p>I. Where a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall instruct it to formulate its own Procedures for Endorsements/Guarantees in compliance with the regulation, and that the subsidiary shall comply with its Procedures when making endorsements/guarantees. A subsidiary without the intention of making endorsements or guarantees for others may, after passage by the</p>	<p>Amendment was made to meet the Company's operational needs.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>board of directors, be relieved from the obligation of formulating these Procedures for Endorsements/Guarantees . If such a subsidiary subsequently intends to make endorsements or guarantees, it shall do so by following <u>Article 24</u>. (Omitted hereinafter).</p>	<p>board of directors, be relieved from the obligation of formulating these Procedures for Endorsements/Guarantees . If such a subsidiary subsequently intends to make endorsements or guarantees, it shall do so by following <u>Article 25</u>. (Omitted hereinafter).</p>	
<p><u>Deleted.</u></p>	<p><u>Article 24: Notification to independent directors</u></p> <p><u>The Company has appointed independent directors, when there is any matter of which it is required to notify the supervisors under Article 11, paragraph 2 or Article 21, paragraph 2, it shall at the same time also give written notice to the independent directors. When it submits a rectification plan to the supervisors under Article 11, paragraph 3 or Article 21, paragraph 3, it shall at the same time also submit the rectification plan to the independent directors.</u></p>	<p>Amended in line with the requirements of the authority and the Company's operations.</p>
<p><u>Article 24: Entry into force and amendments</u></p> <p>The formulated Procedures shall first be <u>approved by the Audit Committee before being approved by the board of directors</u> and submit it to the shareholders' meeting for <u>approval</u>. If a director expresses an objection with a record or written statement on file, the information of the director's objection shall be sent to the shareholders meeting for discussion, so are the amendments.</p> <p>When reported to the board of directors for discussion in accordance with the preceding paragraph, the opinions of each independent director</p>	<p><u>Article 25: Entry into force and amendments</u></p> <p>I. <u>After these Procedures are approved by the board of directors, they shall be submitted to each supervisor and the shareholders meeting for approval</u>. If a director expresses an objection with a record or written statement on file, the information of the director's objection shall be <u>sent to each supervisor and the shareholders meeting for discussion</u>, so are the amendments.</p> <p>II. <u>When these Procedures are reported to the board of directors for discussion in accordance with the preceding paragraph, the</u></p>	<p>Amendment was made in response to the requirements of the competent authorities.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>shall be fully considered. If the independent director has had any objection or reservation, it shall be stated in the board meeting minutes.</p> <p><u>Any proposal presented to the Audit Committee for discussion pursuant to Paragraph 1 shall be subject to the consent of more than half of the Audit Committee members. If the approval of one-half or more of all Audit Committee members is not obtained, these Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting and submitted to the shareholders meeting for resolutions. The term “all audit committee members” and “all directors” as used in these Procedures shall mean the actual number of persons currently holding those positions.</u></p> <p>The matters that are not addressed in these Procedures are handled in accordance with the relevant laws and regulations and the Company's rules.</p>	<p>opinions of each independent director shall be fully considered. If the independent director has had any objection or reservation, it shall be stated in the board meeting minutes.</p> <p><u>III. The matters that are not addressed in these Procedures are handled in accordance with the relevant laws and regulations and the Company's rules.</u></p> <p><u>IV. If the Company has established an Audit Committee, the requirements for supervisors specified in this Procedure shall apply mutatis mutandis to the Audit Committee.</u></p>	

Provisions after amendment	Provisions before amendment	Remarks
<p data-bbox="175 159 732 233"><u>Article 25:</u> These <u>Procedures</u> are amended on <u>June 3, 2005</u>.</p> <p data-bbox="175 369 732 443">The <u>1st</u> amendment was made on <u>June 14, 2006</u>.</p> <p data-bbox="175 579 732 653">The <u>2nd</u> amendment was made on <u>June 13, 2007</u>.</p> <p data-bbox="175 789 732 863">The <u>3rd</u> amendment was made on <u>June 13, 2008</u>.</p> <p data-bbox="175 999 732 1073">The <u>4th</u> amendment was made on <u>June 10, 2009</u>.</p> <p data-bbox="175 1209 732 1283">The <u>5th</u> amendment was made on <u>June 18, 2010</u>.</p> <p data-bbox="175 1419 732 1493">The <u>6th</u> amendment was made on <u>June 13, 2011</u>.</p> <p data-bbox="175 1629 732 1703">The <u>7th</u> amendment was made on <u>June 19, 2013</u>.</p> <p data-bbox="175 1797 732 1871">The <u>8th</u> amendment was made on <u>June 23, 2014</u>.</p>	<p data-bbox="732 159 1292 369"><u>Article 26:</u> These <u>Procedures</u> were added at the meeting of the <u>Board of Directors on November 17, 2004, and approved by the Shareholders' Meeting on June 3, 2005</u>.</p> <p data-bbox="732 369 1292 579">The <u>1st</u> amendment was made at the meeting of the <u>Board of Directors on February 23, 2006, and approved by the Shareholders' Meeting on June 14, 2006</u>.</p> <p data-bbox="732 579 1292 789">The <u>2nd</u> amendment was made at the meeting of the <u>Board of Directors on March 21, 2007, and approved by the Shareholders' Meeting on June 13, 2007</u>.</p> <p data-bbox="732 789 1292 999">The <u>3rd</u> amendment was made at the meeting of the <u>Board of Directors on March 17, 2008, and approved by the Shareholders' Meeting on June 13, 2008</u>.</p> <p data-bbox="732 999 1292 1209">The <u>4th</u> amendment was made at the meeting of the <u>Board of Directors on April 22, 2009, and approved by the Shareholders' Meeting on June 10, 2009</u>.</p> <p data-bbox="732 1209 1292 1419">The <u>5th</u> amendment was made at the meeting of the <u>Board of Directors on March 25, 2010, and approved by the Shareholders' Meeting on June 18, 2010</u>.</p> <p data-bbox="732 1419 1292 1629">The <u>6th</u> amendment was made at the meeting of the <u>Board of Directors on March 24, 2011, and approved by the Shareholders' Meeting on June 13, 2011</u>.</p> <p data-bbox="732 1629 1292 1797">The <u>7th</u> amendment was made at the meeting of the <u>Board of Directors on May 9, 2013, and approved by the Shareholders' Meeting on June 19, 2013</u>.</p> <p data-bbox="732 1797 1292 1976">The <u>8th</u> amendment was made at the meeting of the <u>Board of Directors on March 25, 2014, and approved by the Shareholders' Meeting on June 23, 2014</u>.</p>	<p data-bbox="1292 159 1442 443">The wording was slightly amended, with the time of the amendment time added.</p>

Provisions after amendment	Provisions before amendment	Remarks
<p>The <u>9th</u> amendment was made on <u>June 11, 2015</u>.</p> <p>The <u>10th</u> amendment was made on <u>June 17, 2016</u>.</p> <p>The <u>11th</u> amendment was made on <u>June 20, 2018</u>.</p> <p>The <u>12th</u> amendment was made on <u>June 20, 2019</u>.</p> <p>The <u>13th</u> amendment was made on <u>July 22, 2021</u>.</p> <p><u>The 14th amendment was made on June 15, 2023.</u></p>	<p>The <u>9th</u> amendment was made at the meeting of the <u>Board of Directors on March 20, 2015, and approved by the Shareholders' Meeting on June 11, 2015</u>.</p> <p>The <u>10th</u> amendment was made at the meeting of the <u>Board of Directors on March 22, 2016, and approved by the Shareholders' Meeting on June 17, 2016</u>.</p> <p>The <u>11th</u> amendment was made at the meeting of the <u>Board of Directors on March 21, 2018, and approved by the Shareholders' Meeting on June 20, 2018</u>.</p> <p>The <u>12th</u> amendment was made at the meeting of the <u>Board of Directors on March 25, 2019, and approved by the Shareholders' Meeting on June 20, 2019</u>.</p> <p>The <u>13th</u> amendment was made at the meeting of the <u>Board of Directors on March 25, 2021, and approved by the Shareholders' Meeting on July 22, 2021</u>.</p>	

[X. Attachment] Matters Related to the Issuance Measures for 2023 1st Restricted Stock Awards

Nichidenbo Corporation

Matters Related to the Issuance Measures for 2023 1st Restricted Stock Awards

Effective upon the approval at the general shareholders' meeting on June 15, 2023

1. Purpose of the Issuance

To attract and retain professional talented people required by the Company while motivating and enhancing the sense of coherence and belonging of the employees in order to create higher profits for the Company, the issuance of Restricted Stock Awards (hereinafter referred to as "these Measures") was conducted in accordance with Article 267 of the Company Act and the relevant requirements of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the "Regulations Governing the Offering and Issuance of Securities") by the Financial Supervisory Commission (hereinafter referred to as the "FSC").

2. Issuance period

Within one year from the date of the resolution adopted at the shareholder's meeting, the issuance shall be reported to the FSC. The shares may be issued in one or several batches depending on the actual needs within two years from the date of the notification of the effective date of the FSC's report. The actual issue date shall be set by the Chairman authorized by the Board of Directors.

3. Class of issued shares

Other rights of the restricted stock awards after issuance are the same as the common shares issued by the Company, except for the shares that are delivered to a trustee for custody or the rights that are restricted due to not meeting the vesting conditions in accordance with these Measures.

4. Total issue amount: The total issue amount was NT\$40,000,000, with a par value of NT\$10 per share, totaling 4,000,000 shares.

5. Issue price: 50% of the closing price of the common stock on the issue date as approved by the Board of Directors authorizes the Chairman.

6. Employee qualified for subscription and number of shares subscribed

(I) Employees in specific positions of the Company and its domestic and foreign affiliates who are employed on the date that the restricted employee shares are granted and meet certain performance requirements shall be eligible to be granted the restricted employee shares. Affiliates are determined in accordance with the standards set forth in Article 369-2 of the Company Act.

(II) The restricted employee shares will only be available to employees who are:

1. highly related to the future strategy and development of the Company.
2. critical to the Company's business operation.
3. newly hired key employees.

(III) The number of shares granted shall be determined by seniority, position, performance, overall contribution, special contribution and other management factors. The number of shares granted shall be reviewed by the Chairman and approved by the Board. However, for employees who are managerial officers or the Board members, the grant of such shares is

subject to approval from the Compensation Committee. The proposal for non-company officers shall be reported to the Audit Committee for approval.

- (IV) Individuals with 10% and above of the Company's common shares are not eligible.
- (V) The sum of the cumulative number of shares granted to each employee by restricted employee shares and by employee stock warrant in accordance with Article 56-1-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall not exceed 0.3% of the total outstanding shares of the Company. The aforesaid total amount of shares plus the employee stock warrant in accordance with Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers the Company grants to each employee shall not exceed 1% of the total outstanding shares of the Company. However, with approval of the central competent authority of the industry, the total number of employee stock options and restricted employee shares obtained by a single employee may be exempted from the abovementioned limit.

7. Vesting conditions:

- (I) After employees subscribe new restricted employee shares, employees can subscribe partial new shares in different period when they hold a post as below conditions.
 - (1) On-the-job 2 year, 40% of the total number of shares subscribed.
 - (2) On-the-job 3 year, 30% of the total number of shares subscribed.
 - (3) On-the-job 4 year, 30% of the total number of shares subscribed.
- (II) After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement, employee handbook or policies/regulations of the Company.

8. The expensable amount, the dilution of the company 's earnings per share, and any other impact on shareholders equity.

(I) The expensable amount:

The company shall measure the fair value of share on the date of Issuance, and accrued related expenses will be recognized in each year during the vested period. The maximum number of Restricted Stock Awards is proposed in 2023 Annual General Shareholders' Meeting is 4,000,000 shares. The issue price is 50% of the closing price of the common stock on the issue date as approved by the Board of Directors authorizes the Chairman.

The total estimated expense amount is approximately NT \$112,640 thousands. (Based on company's closing price of ordinary share NT\$ 56.30 in April 25 2023), estimating to recognize expenses from 2023 to 2027 will be NT\$21,120 thousands, NT\$42,240 thousands, NT\$30,976 thousands, NT\$14,080 thousands and NT\$4,224 thousands.

(II) The dilution of the company 's earnings per share, and any other impact on shareholders equity.

Based on calculation of total current issued shares of 212,657,150, the total Restricted Stock Awards number for restricted employee is 4,000,000 shares, accounting for approximately 1.88% of total issued shares.

The estimated expense for the year of 2023 to 2027 impact on dilution of earning per share is approximately NT\$0.10, NT\$0.20, NT\$0.15, NT\$0.07 and NT\$0.02. The dilution effect is limited and no significant impact on shareholders' equity.

9. Restricted share rights after the subscription of new shares before the vesting conditions are met:

- (I) Depositing subscribed restricted stock awards in custody of a trustee, an employee shall not

sell, pledge, transfer, donate, encumber or use other manners to dispose the shares, except for inheritance, before the vesting condition is met.

(II) Voting rights and election rights at shareholders' meetings: The trust institution is appointed to carry out the tasks pursuant to applicable laws and regulations.

(III) Holders of restricted stock awards that do not meet the vesting condition are still entitled to receive stock dividends and cash dividends as holders of the Company's issued common shares. However, they shall not have the right to subscribe share by follow-on offering.

10. Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance:

(I) In the event of voluntary termination of employment, redundancy due to incompetence at work, dismissal, retirement, death as a result of a non-occupational accident, the Company will buy back the shares of the employee at the original issue price and cancel the shares if such employee fails to meet the vesting conditions on the date of departure, retirement or death.

(II) Unpaid leave:

Where unpaid leave of an employee has been approved by the Company and the vesting conditions under Article 7 of these Measures are met on the date unpaid leave becomes effective, such employee's restricted stock awards not yet vested shall be deferred based on the actual number of unpaid days in accordance with the length of service as set forth in Article 7 of these Measures.

(III) Those disabled or deceased due to occupational disaster:

Where an employee is unable to continue work due to a disability or death as a result of an occupational disaster, such employee will be deemed to fail to meet the vesting conditions on the date of his/her termination of employment, the Company will buy back the shares of the employee at the original issue price and cancel the shares. However, under special circumstances such as if the employee has made significant contributions to the Company or has been dedicated to his/her work, and that the Board of Directors has approved that such employee is not subject to the rules of the preceding paragraph, the restricted stock awards not yet vested are authorized to the Board of Directors for resolution.

(IV) Transfer of position:

Where an employee subscribed with restricted stock awards under these Measures voluntarily changes his/her position or has been transferred to an affiliate or subsidiary by the Company, whether or not they lose their qualifications to meet the vesting conditions of the restricted stock awards is subject to approval by Chairman. The employee's percentage and time limit of vesting conditions will be approved in accordance with Article 7. For those shares that are deemed disqualified from meeting the vested conditions, the Company will buy back their shares at the original issue price and cancel the shares.

(V) For the restricted stock awards not yet vested due to the matters listed above, the Company will buy back the shares at the original issue price and cancel the shares. However, employees are not required to return or pay back the subscribed shares and dividends derived from the restricted stock awards.

11. Procedures for subscription of new shares

(I) After an employee agrees to subscribe for restricted stock awards, the Company will record the number of shares subscribed by the employee in the Company's register of shareholders on the

base date of the capital increase and deliver the subscribed shares to a trustee under these Measures before such employee meets the vesting conditions.

- (II) Restricted stock awards issued by the Company under these Measures are registered in accordance with laws.

12. Agreement and confidentiality

- (I) Upon completion of the statutory issuance procedures, the undertaking department will notify the employees to sign the “Consent to Receive Restricted Stock Awards”. After a consent is signed, such employee is deemed to have acquired the right to be allocated with restricted stock awards. Where an employee fails to sign the consent, he/she is deemed to have waived the right to be allocated with restricted stock awards.
- (II) After signing the consent, the employee must abide by the confidentiality regulations and not consult others or disclose the details regarding the contents and quantity of the allocation. In the event of a violation and the Company seems the violation to be material, the Company has the right to buy back and cancel the restricted stock awards not yet vested.

13. Other important stipulations:

- (I) Before the restricted stock awards reach the vesting conditions, the attendance, proposal, speech, voting rights and other matters related to the shareholders’ equity at the Company’s shareholders’ meeting are exercised by the trustee institution at the Company’s shareholders’ meeting, if the shares are held in trust.
- (II) During the trust period, the Company and the trust institution are fully authorized to act as agents for handling the relevant matters on behalf of the employees. If an employee terminates or revokes the authorization of agent between the Company and the trust institution before the vesting conditions are met, the Company has the right to buy back the restricted stock awards that did not meet the vesting conditions from the employee at the original issue price and cancel the shares.

14. Implementation and amendments

- (I) These Measures shall take effect after approval by the meeting of the Board of Directors attended by at least two-thirds of the directors and a majority of the directors present, as well as approval by the shareholders’ meeting and the competent authorities. The same shall apply to amendment to restricted stock awards before issuance. Where these Measures are submitted for review and an amendment is required by the competent authority, the Chairman is authorized to make an amendment which shall be submitted to the Board of Directors for ratification prior to stock issuing.
- (II) Any matters not covered by these Measures shall be handled in accordance with the relevant laws and regulations.
- (III) These Measures were established by the Board of Directors on May 4, 2023 and approved by the shareholders’ meeting on June 15, 2023.

[VIII. Annex]

[Annex I] Articles of Incorporation

Nichidenbo Company Articles of Incorporation

Approved by the shareholders' meeting on June 15th, 2022

Chapter 1 General Provisions

- Article 1 The Company shall be incorporated under the Company Act, and its name shall be NICHIDENBO CORPORATION.
- Article 2 The scope of business of the Company shall be as follows:
- I. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 - II. CC01040 Lighting Equipment Manufacturing
 - III. CC01070 Wireless Communication Mechanical Equipment Manufacturing
 - IV. CC01080 Electronics Components Manufacturing
 - V. CC01110 Computer and Peripheral Equipment Manufacturing
 - VI. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
 - VII. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
 - VIII. F106010 Wholesale of Hardware
 - IX. F113020 Wholesale of Electrical Appliances
 - X. F113070 Wholesale of Telecommunication Apparatus
 - XI. F119010 Wholesale of Electronic Materials
 - XII. F213060 Retail Sale of Telecommunication Apparatus
 - XIII. F219010 Retail Sale of Electronic Materials
 - XIV. F401010 International Trade
 - XV. I301010 Information Software Services
 - XVI. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Company may handle endorsement and guaranty affairs if there is any business needs.
- Article 2-2 In the event that the Company invests in another business as a limited-liability shareholder, the total amount of the investment is not subject to the limit of 40% of the paid-in capital under Article 13 of the Company Act.
- Article 3 The Company headquarters in New Taipei City. With the resolution made by the board of directors, the Company may establish branches inside and outside of the territory of the Republic of China.
- Article 4 Public announcements of the Company shall be made in accordance with the provisions of Article 28 of the Companies Act.

Chapter 2 Shares

- Article 5 The total registered capital stock of the Company shall be NT\$ 2.5 billion, divided into

250 million shares with a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in installments. \$100million of capital of the preceding paragraph representing 10 million shares with a par value of NT\$10 per share, shall be retained for the issuance of corporate bonds with warrants, preferred shares with warrants and share options that may be converted to shares.

Article 5-1 The Company may issue employee stock options with a exercise price below the closing price of the Company's common stock as of the issuing date, but only if a majority of the total issued shares are represented, and two-thirds or more of shareholders present vote in favor of the issuance. The stock options may be issued in installments within one year from the date of the shareholders' meeting.

Article 5-2 The Company may buy back its shares as treasury shares to transfer them to employees at less than the average actual share repurchase price, but only if relevant laws and regulations are met, and the stockholders meeting agrees to do so.

Article 6 The Company's treasury stock acquired under the Company Act may be transferred to employees of subsidiaries or affiliates who meet certain criteria.

The recipients of the employee stock options may be employees of subsidiaries or affiliates who meet certain criteria.

When the Company issues new shares, the employees who subscribe for shares may be employees of the subsidiaries or affiliates who meet certain criteria.

When the Company issues new employee restricted shares, the share subscribers include employees of the subsidiaries or affiliates who meet certain criteria.

Article 7 The share certificates of the Company shall all be name-bearing share certificates and signed by or affixed with the personal seals of the directors. Besides, the shares shall be duly authenticated by banks competent to serve as attestors for the issuance of share certificates under the laws before issuance. After public listing of the Company's shares, the Company is exempted from issuing any physical share certificates for the shares issued, but only if the share certificates are placed for registration with a centralized depository.

Article 7-1 The shareholders of the Company shall conduct their share affairs and exercise all their rights in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authorities, unless otherwise provided by laws and securities regulations.

Article 8 Assignment/transfer of shares shall not be made within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meeting

Article 9 Shareholders' meetings of the Company are of two kinds: regular shareholders' meetings and special shareholders' meetings. Regular shareholders' meeting is called once per year within six months of the close of the fiscal year by the board of directors, and special shareholders' meetings may be called whenever necessary in accordance with applicable laws and regulations. The notice to convene a shareholders' meeting may be given by means of electronic transmission if the counter parties agree. For shareholders

holding less than 1,000 registered shares, the notice of the preceding paragraph may be given by means of a public notice. The Company's shareholders' meeting may be held in the form of virtual meeting or other means as announced by the Ministry of Economic Affairs.

Article 9-1 If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the board chairman. When the board chairman is on leave, the board vice chairman shall act as a proxy. If there is no vice chairman, or if the vice chairman is also absent, the board chairman shall appoint one director to act as a proxy. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman. When a meeting is called by a convener not on the board of directors, the chairman shall be that convener, and if there are more than two conveners, one shall be elected from among themselves.

Article 10 If a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. In addition to the provisions of Article 177 of the Company Act, the procedure for shareholders' proxy attendance shall be in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authorities.

Article 11 Except in the circumstances otherwise provided for in Article 179 of the Company Act, a shareholder of the Company shall have one voting power in respect of each share in his/her/its possession.

Article 12 Resolutions at a shareholders' meeting shall, unless otherwise provided for in applicable laws, be adopted by a majority vote of the shareholders present who represent a majority of the total number of voting shares.

Article 12-1 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting. The minutes shall be kept persistently throughout the life of the company.

The preparation and distribution of the minutes of shareholders' meeting may be effected by public notices.

Chapter 4 Directors and Audit Committee

Article 13 The Company shall have nine to thirteen directors, of whom at least three shall be independent directors, and their term of office shall be three years. The Company's directors shall be elected by a candidate nomination system from a list of director candidates at a shareholders' meeting. Besides, elected directors are eligible for re-election. Upon public issuance of the Company's shares, the aggregate shareholding proportions of all its directors shall be in accordance with the regulations of the securities regulatory authorities. A Company shall obtain directors liability insurance for all its directors with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 13-1 The Company may establish a functional committee under the board of directors, and the establishment and authority related to the committee shall be in accordance with the

regulations provided by the competent authority.

In compliance with Articles 14-4 of the Securities and Exchange Act, the Company shall establish an audit committee, which shall consist of all independent directors. The audit committee or the members of audit committee shall be responsible for those responsibilities of supervisors specified under the Company Act, the Securities and Exchange Law and other applicable regulations.

Article 14 The board of directors shall be composed of directors. The directors shall elect from among themselves a Chairman of the board of directors, and may elect a vice chairman of the board of directors based on the business needs, by a majority in a meeting attended by over two-thirds of the directors. The chairman of the board of directors shall have the authority to represent the Company externally. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 14-1 Unless otherwise provided in the Company Act, the meeting of board of directors shall be convened by the board Chairman. Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 14-2 In calling a meeting of the board of directors, a notice shall be given to each director no later than before the time limit set by the competent securities authorities. In case of emergency, the Company may convene a meeting of the board of directors at any time. In calling a meeting of the board of directors, a notice may be given by correspondence, electronic means (E-mail or Line) or fax.

Article 15 In case the chairman of the board of directors is on leave or absent or can not exercise his/her power and authority for any cause, his/her proxy is subject to the provisions of Article 208 of the Company Act.

Article 15-1 When a director is unable to attend a meeting of the board of directors for any reason, he/she may appoint another director to attend the meeting as his/her proxy, and the proxy shall be subject to the provisions of Article 205 of the Company Act.

Article 16 The travel allowance of all directors shall be determined by the board of directors. If a director of the Company concurrently holds other positions in the Company, the board of directors shall authorize the board chairman to handle the remuneration for the positions in accordance with the internal regulations of the Company. The remuneration committee shall propose the remuneration of the board chairman and directors, based on their participation in the operations of the Company, the value of their contributions and the typical pay levels adopted by peer companies, to the board of directors for ratification.

Article 16-1 Deleted.

Chapter 5 Managers

Article 17 The Company may have one general manager and several managers. Appointment, discharge, and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

- Article 18 The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, financial reports shall be prepared.
- Article 19 After the close of each fiscal year, the following reports shall be prepared by the board of directors and submitted to the regular shareholders' meeting for ratification.
- I. Business Report.
- II. Financial Statements.
- III. Proposal Concerning the Distribution of Earnings or Covering of Losses.
- Article 20 If the Company makes a profit in a year, it shall set aside not less than 5% as remuneration to employees and not more than 3% as remuneration to directors. However, the company's accumulated losses, if any, shall have been covered. The recipients of the preceding employee remuneration, in the form of stock or cash, may include employees of the affiliates who meet certain criteria.
- Article 21 If the Company's annual financial statements indicate a surplus, the Company shall set aside 10% as legal reserve after its taxes have been paid, and losses have been covered. However, when the legal reserve reaches the Company's paid-in capital, this shall not apply, and the rest may be appropriated to special reserve based on the business needs or the laws and regulations. The total annual dividends shall not be less than 50% of the current year's earnings, and the board of directors shall prepare a earnings distribution proposal and submit it to the shareholders' meeting for resolution of the distribution.
- Article 21-1 Considering the environment and the growth stage of the Company, the Company shall distribute dividends according to Article 21 of the Company's Articles of Incorporation in view of the future capital requirements and long-term financial planning. Besides, annual cash dividends shall not be less than 30% of the total dividends to shareholders.

Chapter 7 Supplementary Provisions

- Article 22 Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.
- Article 23 These Articles of Incorporation were formulated on December 21, 1992.
- The 1st amendment was made on May 5, 1993.
- The 2nd amendment was made on November 21, 1995.
- The 3rd amendment was made on August 9, 1996.
- The 4th amendment was made on August 31, 1996.
- The 5th amendment was made on July 19, 1997.
- The 6th amendment was made on July 20, 1998.
- The 7th amendment was made on March 1, 1999.
- The 8th amendment was made on March 23, 1999.
- The 9th amendment was made on August 3, 2000.
- The 10th amendment was made on September 5, 2000.
- The 11th amendment was made on April 2, 2001.
- The 12th amendment was made on November 23, 2001.
- The 13th amendment was made on March 25, 2002.
- The 14th amendment was made on May 20, 2003.
- The 15th amendment was made on June 8, 2004.
- The 16th amendment was made on June 8, 2004.
- The 17th amendment was made on June 3, 2005.

The 18th amendment was made on June 14, 2006.
The 19th amendment was made on June 14, 2006.
The 20th amendment was made on June 13, 2007.
The 21st amendment was made on June 13, 2008.
The 22nd amendment was made on September 15, 2008.
The 23rd amendment was made on June 10, 2009.
The 24th amendment was made on June 18, 2010.
The 25th amendment was made on June 13, 2011.
The 26th amendment was made on June 21, 2012.
The 27th amendment was made on June 23, 2014.
The 28th amendment was made on June 11, 2015.
The 29th amendment was made on June 17, 2016.
The 30th amendment was made on June 14, 2017.
The 31st amendment was made on June 20, 2018.
The 32nd amendment was made on June 20, 2019.
The 33rd amendment was made on July 22, 2021.
The 34th amendment was made on June 15, 2022.

[Annex II] Rules of Procedure for Shareholders' Meeting

Nichidenbo Corporation Rules of Procedure for Shareholders' Meetings

Approved by the shareholders' meeting on June 15th, 2022

Article 1 The rules of procedures for the Company's Shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.

Changes to how the Company convenes its shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the MOPS before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting.

The Company shall prepare electronic versions of the shareholders' meeting handbook and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting.

The Corporate shall make the meeting handbook and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- I. For physical shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

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

Article 2 The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders 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, shall be at least 30 minutes prior to the time the meeting

commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Article 2-1

When the Company convene a virtual shareholders' meeting, it shall specify the following matters in the shareholders' meeting notice:

- I. The means for shareholders to take part in the virtual meeting and exercise their rights.
- II. Measures to be taken if, due to circumstances of a natural disaster, unforeseen event, or other force majeure event, any disruption occurs in the virtual meeting platform or in participation by means of virtual meeting, including at least the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above disruption continues and cannot be eliminated, and the date to which the meeting is postponed or on which the meeting will resume.
 - (II) Shareholders that have not registered to take part by virtual meeting in the originally scheduled shareholders' meeting may not take part in the postponed or reconvened meeting.
 - (III) When the Company convenes a hybrid shareholders' meeting, if the virtual meeting cannot be continued, then if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' meeting by virtual conferencing, meets the legal quorum for holding a shareholders' meeting, the shareholders' meeting shall continue in session. The number of shares represented by the shareholders who were attending the shareholders' meeting by virtual conferencing shall be counted toward the total number of shares represented by the shareholders attending the meeting, but they shall be deemed to have waived their voting rights on all proposals at that shareholders' meeting.
 - (IV) Measures to be taken if the outcome of all proposals have been announced but extraordinary motions have not yet been proceeded with.
- III. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.

Article 3

The term "shareholders" as used in these Rules refers to shareholder, solicitors, or proxies. Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or

attending shareholders may hand in a sign-in card in lieu of signing in the checking counter, and shall furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting handbook, 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.

Article 3-1 A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue. In the absence of a timely rescission, the voting power exercised by the authorized proxy at the meeting shall prevail.

After the service of the power of attorney of the proxy to the company, if the shareholder issuing the proxy intends to take part in the shareholders' meeting by video conference, the shareholder shall issue a proxy rescission notice to the Company by 2 days prior to the scheduled date of the shareholders' meeting. In the absence of a timely rescission, the voting power exercised by the authorized proxy agent at the meeting shall prevail.

Article 4 The chairman shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of

no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairman shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 3.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 5 The presence of shareholders in a shareholders' meeting and their voting thereof shall be calculated in accordance with the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

Article 6 The place for convening a shareholders' meeting shall be inside the premises of the Company, or any other place convenient for presence of shareholders, and suitable for holding of the said meeting. The time for commencing the meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon.
The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

Article 7 If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the board chairman. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the chairman shall appoint the board vice director or one of the directors to act as chairman. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman.

When the vice board chairman or a director serves as chairman, as referred to in the preceding paragraph, the vice board chairman 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 chairman.

Article 8 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 set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

After close of the meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place. However, if the Chairman declares the adjournment of the meeting in a manner in violation of such rules governing the proceedings of meetings, a new chairman of the meeting may be elected by a resolution to be adopted by a majority of the voting rights represented by the shareholders attending the meeting to continue the proceedings of the meeting.

Article 9 The Company may designate its lawyer, certified public accountant or other relevant persons to attend the shareholders' meeting. Those handling the business of a shareholders' meeting shall wear an identification card or a badge.

Article 10 Upon accepting the shareholders sign-in, the Company shall continuously and uninterruptedly record, with audio and video, the entire process of the registration and proceedings of the meeting.

Said video or audio data shall be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the data shall be kept by the Company until the conclusion of the litigation.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to

the subject given on the speaker's slip, the spoken content shall prevail.

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

Article 12 No shareholder may deliver his/her statement for more than five minutes. Subject to the consent of the chairman, a three-minute extension may be given..

Article 13 Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

Article 14 When discussing a proposal, the chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 15 Except as otherwise provided in regulations, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a poll, if the chairman has consulted the participants, and there are no objections, the vote shall be deemed passed and shall have the same effect as a vote.

Article 16 When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 17 After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

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 chairman declaring the meeting open until the chairman 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 Article 11 to 12 and 16 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.

Article 18 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes,

shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chairman declares the meeting to order, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairman announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairman announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 3 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.

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.

Article 19 When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Article 20 If there shall be an amendment or alternative to one motion, the chairman may combine the amendment or alternative into the original motion, and determine their orders for resolution. Any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

Article 21 The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Article 22 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected by means of electronic transmission.

The Company may distribute the meeting minutes of the preceding paragraph by means of

a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

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 chairman's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

Article 23 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 24 In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes

after the chairman has announced the meeting adjourned.

Article 25 When the Company convenes a virtual-only shareholders' meeting, both the chairman and secretary shall be in the same location, and the chairman shall declare the address of their location when the meeting is called to order.

Article 26 In the event of a virtual shareholders' meeting, the Company 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.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairman 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 chairman 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.

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, 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.

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.

When inability to continue video conferencing as set out in paragraph 2 occurs at a hybrid shareholders' meeting convened by the Company, if the total number of shares represented at the shareholders' meeting after deduction of the number of shares represented through attendance by virtual conferencing still reaches the legal quorum for convening of the shareholders' meeting, the shareholders' meeting shall continue in session, without need to postpone or reconvene the meeting as set out in paragraph 2.

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.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 27 When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Article 28 The Rules were added by the board of directors on February 20, 2002 and approved at the shareholders' meeting on March 25, 2002.

The 1st amendment was made by the board of directors on February 23, 2005 and approved at the shareholders' meeting on June 3, 2005.

The 2nd amendment was made by the board of directors on December 23, 2010 and approved at the shareholders' meeting on June 13, 2011.

The 3rd amendment was made by the board of directors on March 21, 2013 and approved at the shareholders' meeting on June 19, 2013.

The 4th amendment was made by the board of directors on March 25, 2021 and approved at the shareholders' meeting on July 22, 2021.

The 5th amendment was made by the board of directors on March 23, 2022 and approved at the Shareholders' meeting on June 15, 2022.

[Annex III] Procedures for Election of Directors

Nichidenbo Corporation Procedures for Election of Directors

Approved by the shareholders' meeting on July 22, 2021

- Article 1 Except as otherwise provided by the Company Act or the Company's Articles of Incorporation, the Company's election of directors shall be governed by these Regulations.
- Article 2 The cumulative voting method shall be used for election of the directors at the Company. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The qualifications and selection of the independent directors of the Company shall meet the requirements set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and the Corporate Governance Best Practice Principles for "TWSE/TPEX Listed Companies".
- Article 3 The directors of the Company shall be elected by the shareholders' meeting from among the persons with disposing capacity. Independent directors or non-independent directors shall be elected by those who have cast more voting rights according to the number of seats specified in the Company's Articles of Incorporation and the results of the tally of the ballots. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.
- Article 4 Ballots shall be prepared by the Company, and the ballots shall be distributed to each shareholder in accordance with the number of persons to be elected (subject to one person per vote).
- Article 5 At the beginning of the election, the chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- Article 6 The ballot boxes shall be prepared by the Company and publicly checked by the vote monitoring personnel before voting commences.
- Article 7 The ballots for directors shall be counted according to the votes casted by the independent directors and the non-independent directors in the ballots together and elected separately.
- Article 8 A ballot is invalid under any of the following circumstances:
- (1) A ballot not prepared by a person with the right to convene.
 - (2) Blank ballots are cast into the ballot box.
 - (3) The handwriting is illegible or altered.
 - (4) The candidate entered does not conform to the director candidate list.

(5) Other words or marks are entered in addition to the number of allocated voting rights.

Article 9 The voting rights shall be calculated on the spot after the end of the poll. The results of the list of elected directors and the number of votes shall be announced by the chairman or the emcee immediately on site, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

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

Article 10 The Company shall issue notifications to the persons elected as directors.

Article 11 These Regulations, and any amendments hereto, shall be handled in accordance with the Company Act, the Company's Articles of Incorporation, and applicable laws and regulations.

Article 12 These Procedures shall take effect after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Article 13 These Regulations were amended and approved at the Board Meeting on March 25, 2021, and approved at the Shareholders' Meeting on July 22, 2021.

[Annex IV] Shareholdings of Directors

Title	Name	Appointment date	Number of shares held on the date of suspension of transfer registration (Note 1)
Chairman	CHOU WEI LIN	2021.7.22	3,220,000 (Note 2)
Deputy Chairman	LEE KUN CHAN	2021.7.22	1,730,532
Director	Zong Xin Investment Co., Ltd.	2021.7.22	5,630,000
	Representative: HUANG JEN HU		0
Director	YU YAO KUO	2021.7.22	319,548
Director	HOU CHIN HWA	2021.7.22	428,215
Director	HUNG CHIN HAN	2021.7.22	505,674
Director	Civic Textile Co., Ltd.	2021.7.22	197,000
	Representative: TSAI YU CHIN		0
Independent Director	YEN KUO LUNG	2021.7.22	0
Independent Director	SU MING YANG	2021.7.22	0
Independent Director	HSU HSOU CHUN	2021.7.22	0
Total number of all directors (excluding independent directors)		-	12,030,969
Total number of all independent directors		-	0
Percentage of all directors and independent directors in the total number of shares issued		-	5.66%

Note 1: The last transfer date for the general shareholders' meeting was April 16, 2023. The cessation of transfer period was from April 17 to June 15, 2023. As of April 17, 2023, the total number of shares issued was 212,657,150.

Note 2: The Chairman, Chou Wei-Lin has retained the power to decide on the use of 1,500,000 entrusted to a trust account with a financial institution, and those shares have been added up.

Note 3: Pursuant to Article 26 of the "Securities and Exchange Act" and the "Rules and Review Procedures for Directors and Supervisors of Public Companies", all directors other than independent directors of the Company shall hold a minimum of 12,000,000 shares.