

Stock Code: 8466



M. J. International Co., Ltd.

美喆國際股份有限公司

2021 Annual General Shareholders' Meeting

Meeting Agenda

(Translation)

Date : 9:00AM on June 3, 2021 (Thursday)

Place: 3F, No. 4, Sanmin Rd., Pili Vil., Tucheng Dist., New Taipei City

(Tucheng Industrial Park Service Center)

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M. J. International Co., Ltd.

2021 Annual General Shareholders' Meeting

Procedure

I. Announcement of Meeting

II. Speech by Chairman

III. Report Items

IV. Approval Items

V. Other Motion

VI. Discussion Items

VII. Election Item

VIII. Extraordinary Motions

VIII. Adjournment of Meeting

M. J. International Co., Ltd.

Agenda of 2020 Annual General Shareholders' Meeting

I. Announcement of Meeting

II. Speech by Chairman

III. Report Items

1. 2020 Business Report
2. 2020 Audit Committee's Review Report
3. Endorsement/Guarantee and Financing
4. 2020 Distribution of Compensation to the Company's Directors and Employees
5. Distribution of 2020 earnings by cash dividends
6. Amendments to "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and "Procedures for Ethical Management and Guidelines for Conduct"

IV. Approval Items

1. The Company's 2020 business report and consolidated financial statements °
2. Motion for distribution of 2020 earnings °

V. Discussion Items

1. Amendment to the Procedures for Financial Derivatives Transactions.

VI. Election Item

Election of the Company's directors for the Sixth Term.

VII. Other Motion

Releasing the Prohibition on Directors from Participation in Competitive Business.

VIII. Extraordinary Motions

VIII. Adjournment of Meeting

Report Items

Proposed by the Board of Directors

1. 2020 Business Report

Description: For the Company's 2020 Business Report, Please refer to Attachment 1 (Pages 13~15).

2. 2020 Audit Committee's Review Report

Description: For the Company's 2020 Audit Committee's Review Report, Please refer to Attachment 2 (Page 16).

3. Endorsement/Guarantee and Financing

Description: For the Company's Endorsement/Guarantee and Financing, Please refer to Attachment 3 (Pages 17~19).

4. Distribution of Compensation for Company's Directors and Employees in 2020

Description: For the distribution of compensation to the Company's directors and employees in 2020, please refer to Attachment 4 (Page 21).

5. Distribution of 2020 earnings by cash dividends.

Description:

1. In accordance with Article No. 100 of the Articles of Incorporation, the Company granted the authority to the Board of Directors to decide on the distribution of all or a part of the dividends and bonus according to shareholding ratios by cash and report to shareholders' meeting.
 2. We proposed to distribute cash dividend NT\$ 198,177,000 with NT\$ 3 per share. The cash dividends are calculated up to NT\$ 1 (decimal points are rounded down). The total uncounted shares in fractions of NT\$1 shall be listed as other income of the Company.
 3. The proposal has been passed by resolution during board meeting. The chairman was granted authority to establish ex-dividend date, payment date and other matters.
- ### 6. Amendments to "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and "Procedures for Ethical Management and Guidelines for Conduct"

Description:

1. Amendments to“Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies”, Please refer to Attachment 6(Page 33~36).
2. Amendments to “Procedures for Ethical Management and Guidelines for Conduct ,Please refer to Attachment 7(Page 37~39).

Proposal Items

Proposed by the Board of Directors

[**Proposal 1**]

Cause: 2020 business report and consolidated financial statements.

Description:

- I. The Company's 2020 business report and consolidated financial statements have been approved by the Audit Committee and Board of Directors on March 11, 2021.
- II. For the business report, consolidated financial statements, and the audit report containing unqualified opinions issued by Chen Chiang-Shiun, CPA and Chen Chao-Mei, CPA of Deloitte Taiwan, please refer to Attachment 1 (Pages 13~15) and Attachment 5 (Pages 22~32).
- III. Presented for approval.

Resolution:

[**Proposal 2**]

Cause: The distribution of 2020 earnings.

Description: I. The distribution of earnings is stated as following:

M.J. International Co., Ltd.

Distribution of 2020 Earnings

Unit: NTD\$

Unappropriated earnings, beginning	276,739,004
Add: Current net income	278,985,754
Less: Appropriated as 10% legal reserve	-27,898,575
Add: Appropriated as special reserve pursuant to laws	8,887,132
Earning available for distribution, ending	536,713,315
Items for distribution	
Cash dividends to shareholders (NT\$3 per share)	198,177,000
End of term Unappropriated earnings	338,536,315

II. Presented for approval.

Resolution:

Discussion Items

Proposed by the Board of Directors

[Proposal 1]

Cause: Amendment to the Procedures for Financial Derivatives Transactions.

Description: I. Amendment to the Procedures for Financial Derivatives Transactions. ,
please refer to Attachment 8(page 40~45).

II. Please proceed to discuss.

Resolution:

Election Items

Proposed by the Board of Directors

Cause: Election of the Company's directors for the Sixth Term.

Description: I. The tenure of the Company's directors would terminate on September 4, 2020 originally. The Company Plan to re-elect directors in advance. The tenure of original directors and will immediately terminate upon the newly-elected directors assuming their positions.

II. This election proposal was passed by the company's board of directors on March 11, 2021 , The Company plans to elect all 9 directors (including 3 independent directors). The tenure of the newly-directors for a term of three years, starting on June 3, 2021 to June 2, 2024.

III. The election system of director adopts candidate nomination system and the candidates list has been passed in the resolution upon reviewed by the Board of Directors on March 11, 2021, Shareholders should choose from the list of candidates for directors and independent directors. Please refer to Attachment 9 hereof for the educational background, experience and other related materials (page 46~47).

IV. This by-election is subject to our "Measures for Election of Directors ", and the details are available in Appendix 3 hereof (Pages 104~107).

V. Kindly find and present it for election process. °

Result:

Other Motion

Proposed by the Board of Directors

[**Proposal 1**]

Cause: Proposal of Release the Prohibition on Directors from Participation in Competitive Business.

- Description:
- I. According to Article 46 of the Articles of Association of the Company, Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution: grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company.
 - II. While some new directors may engage in or operate a business similar to or within the scope of the Company's business, subject to no harm to the interests of the Company, it is proposed to allow such acts in accordance. please refer to Attachment 10(page 48).
 - III. Please proceed to discuss.

Resolution:

Extraordinary Motions

Adjournment of Meeting

M.J. International Co., Ltd.

Business Report

I. Overview

The Company's annual consolidated revenue was NT\$2.882 billion in 2020, a decline of 16.89% from 2019. The decline is caused by the delayed assumption of work in China plants and decreased in client orders due to COVID-19. Although the order quantity increased back in second half, lack of containers and cargo space affected clients' shipments. In addition, the depreciation of US dollars against NT dollars lead to decrease in revenue compared to 2019.

II. The business plan implementation results compared with that in 2019:

The revenue referred in the 2020 consolidated financial statements was NT\$2,882,490 thousand, cost of goods sold NT\$2,096,872 thousand, gross profit NT\$785,618 thousand, gross profit margin 27.3%, net income after tax NT\$278,986 thousand, and net income margin 9.7%, comparison with 2019 as follows:

Unit: NTD Thousand

Item	2020	2019	Amount of increase (decrease)	Increase (decrease)
Revenue	2,882,490	3,468,163	(585,673)	-16.89%
Cost of goods sold	2,096,872	2,576,616	(479,744)	-18.62%
Gross profit	785,618	891,547	(105,929)	-11.88%
Net income after tax	278,986	402,334	(123,348)	-30.66%

Substantial decline in 2020 turnover due to the impact of the COVID-19 epidemic, with a decrease of 585,673 thousand compared to 2019. From the perspective of sales area performance, MJ still accounts for 58.73% of sales in Europe, approximately 15.64% in North American market, approximately 6.68% in Taiwan market, and approximately 9.72% in other regions. Chinese market was affected by the epidemic and the situation of resumption of work in various regions was different, leads to slightly decline to 9.22% in 2020 sales.

In fact of first three quarters benefited from the decrease in the price of raw materials, the annual gross margin in 2020 has increased by 25.7% to 27.3%, compared to 2019.

IV. Analysis on profitability

Compared to 2019, the revenue in 2020 decreased NT\$ 585,673 thousand. While the gross margin increased from 25.7% to 27.3% in 2020, gross profit of sales still decreased by 105,929 thousand, compared to 2019. For non-operating part, the depreciation of US dollars raised the foreign exchange loss, caused overall net income after tax decreased to NT\$ 278,986 thousand with profit margin of 9.68%.

V. Status of Research & Development

In order to build a better environment and management system for R&D, MJ brings in more professionals to enhance R&D capabilities and develop core technologies. Currently, the Company is expanding its existing scale of R&D center through the guidance of the Plastic Industry Development Center (PIDC) to develop new products in multiple directions. Apart from material development, the Company will also develops in production technology, product design, digital image, and integrate broader external resources for innovative development. In addition, the goal of 2021 is to combine the concepts of corporate social responsibility and circular economy to transform and reuse specific waste materials in innovative product that are more eco-friendly and safe. It is worth waiting and looking forward to.

VI. Outlook

Looking forward to 2021, the Company keeps its optimistic outlook. Beside strengthening the sales in commercial markets and actively branching up residential markets as its core business, the Company also devoted in the R&D of LVT and SPC products. It seems that SPC flooring is a promising technology with excellent properties, such as high wear resistance, fire and moisture prevention and eco-friendly material, which can drive the enhancement on the acceptance in residential markets of Europe, US and China. MJ adjusted the strategies with dual business orders, LVT and SPC to gain visibility in commercial markets and expand the sales in residential markets. It is expected to have a good overall business performance from the benefits of overall strategies. On the other hand, the Company continues to promote ODM business transformation to the export market. Currently, the Company maintained a good standard on the orders from the main client in Europe. As the learning curve of the new SPC production line improved, the shipment performance may be driven; on the other hand, the two self-owned brands under the Company, MeiJer and Prolong, laid out a more comprehensive sales channel and cross-industry cooperation opportunities and actively created a sprint to increase market shares in China and Taiwan. The Company hopes to build a good growth engine for future business of the corporation.

In view of decentralized production capacity and markets will be helpful in reducing global protectionism and the uncertain impact resulted from the epidemic of infectious disease, MJ passed the investment plan for new factory in Tainan in 2019 to expand the production line of SPC floor. Groundbreaking was held in March, 2020 and

aiming to complete and gradually devote it to production in Q3 of 2021, which will contribute to the growth of the Company's future revenue.

The Company will continue to optimize its teams and organizations, deepen the development of MJ brand value, and continue to research and develop prospective technologies and innovative applications thereof to keep improving the Company's leading core competitiveness. With the efforts spent by all of the Company's workers, the Company's sales performance and earnings are expected to grow stably in 2021.

Attachment 2

M. J. International Co., Ltd.

Review Report from the Audit Committee

This report is to certify that the Company's 2020 business report, financial statement and the motion for allocation of earnings were prepared and submitted by the Company's Board of Directors, and the financial statement contained therein were already audited by Deloitte Taiwan, which also issued an audit report containing unqualified opinions. The Audit Committee, after completing the review on said reports and statements prepared and submitted by the Board of Directors, believes that they are free of material misstatements and thus has submit this report according to Article 14-4 of the Securities and Exchange Act and 219 of the Company Act.

Please review accordingly.

To:

2021 Annual General Shareholders' Meeting of M. J. International Co., Ltd.

M. J. International Co., Ltd.

Chairman of Audit Committee:

Lin Chiang-Liang

March 26, 2021

Attachment 3

I. Loaning Funds

1. The information of subsidiary, Dongguan Prolong Plastic Products Co., Ltd. landing funds to second-tier subsidiary, Shanghai M.J. Architectural Decorative Material Co., Ltd. until March 31, 2021

Date approved by the board of meeting	Amount of loans approved	Date of the loans	Amount	Purpose of the loans	Date of repayment	Repayment amount
2020.03.05	RMB38,000 thousand	2020.03.06	RMB27,000 thousand	Short-term financing for business turnover	2021.03.15	RMB1,000thousand
		2020.03.10	RMB9,500 thousand	Short-term financing for business turnover		
		Subtotal of loan balance	RMB 35,500 thousand			

2. The information of subsidiary, Dongguan Prolong Plastic Products Co., Ltd., loaning funds to subsidiary, Dongguan MeiJier Plastic Products Co., Ltd. until March 31, 2021

Date approved by the board of meeting	Amount of loans approved	Date of the loans	Amount	Purpose of the loans	Date of repayment	Repayment amount
2020.03.05	RMB30,000 thousand			Short-term financing for business turnover		
		Subtotal of loan balance	RMB 0 thousand			

3. The information of subsidiary Opulent International Group Limited. (Taiwan) loaning funds to subsidiary, M.J. International Flooring and Interior Products Inc , until March 31, 2021

Date approved by the board of meeting	Amount of loans approved	Date of the loans	Amount	Purpose of the loans	Date of repayment	Repayment amount
2020.03.05	TWD 200,000 thousand			Short-term financing for business turnover		

		Subtotal of loan balance	TWD 0 thousand			
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4. The information of M.J. International Co., Ltd. loaning funds to subsidiary M.J. International Flooring and Interior Products Inc , until March 31, 2021

Date approved by the board of meeting	Amount of loans approved	Date of the loans	Amount	Purpose of the loans	Date of repayment	Repayment amount
2020.08.06	TWD 153,000 thousand	2020.08.12	TWD100,000 thousand	Short-term financing for business turnover	2021.01.26	TWD153,000 thousand
		2020.09.10	TWD53,000			
2021.03.11	TWD200,000 thousand			Short-term financing for business turnover		
		Subtotal of loan balance	TWD 0 thousand			

5. The information of M.J. International Co., Ltd. loaning funds to subsidiary Opulent International Group Limited. (Taiwan), until March 31, 2021

Date approved by the board of meeting	Amount of loans approved	Date of the loans	Amount	Purpose of the loans	Date of repayment	Repayment amount
2020.08.06	TWD 453,000 thousand	2020.08.12	TWD453,000 thousand	Short-term financing for business turnover	2021.01.26	TWD97,649 thousand
		Subtotal of loan balance	TWD 355,351 thousand			

II. Making Endorsements/Guarantees until March 31, 2021

Name of the Bank	Promissory note collateral and Joint Guarantors		
	Amount	Joint invoice to	Entity for which the endorsement/guarantee is made
CTBC Bank (Taipei)	TWD180,000 thousand	M.J. International Co., Ltd. Opulent International Group Limited. (Taiwan Branch)	Opulent International Group Limited. (Taiwan Branch)

Standard Chartered	USD11,000 thousand	M.J. International Co., Ltd. Opulent International Group Limited. Opulent International Group Limited. (Taiwan Branch)	Opulent International Group Limited. Opulent International Group Limited. (Taiwan Branch)
Citibank Taiwan	USD29,500 thousand	M.J. International Co., Ltd. Opulent International Group Limited. Opulent International Group Limited. (Taiwan Branch)	Opulent International Group Limited. Opulent International Group Limited. (Taiwan Branch)
Taipei Fubon Bank (Taipei)	TWD200,000 thousand	Opulent International Group Limited. (Taiwan Branch) M.J. International Co., Ltd. M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC	Opulent International Group Limited. (Taiwan Branch) M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC
Mega Bank	TWD1,800,000 thousand	M.J. International Co., Ltd. M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC	M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC
The Shanghai Commercial & Savings Bank, Ltd.	TWD100,000 thousand	M.J. International Co., Ltd. M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC	M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC
Taishin International Bank	TWD150,000 thousand	M.J. International Co., Ltd. Opulent International Group Limited. (Taiwan Branch)	Opulent International Group Limited. (Taiwan Branch)
Taishin International Bank	TWD100,000 thousand	M.J. International Co., Ltd. M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC	M.J.INTERNATIONAL FLOORING AND INTERIOR PRODUCTS INC

III. Transactions of Derivatives

Forward exchange transactions until March 31, 2021 were detailed as follows

Transaction date	Bank	Rate (USD/CNH)	Type	Settlement date	Notional Amount (USD)
2021/01/12	Citibank	6.4600	Forward	2021/01/26	US\$4,000,000
2021/01/14	Citibank	6.4660	Forward	2021/01/26	US\$ 700,000
2021/01/28	SCB	6.5105	Forward	2021/02/03	US\$1,000,000
2021/02/26	SCB	6.5096	Forward	2021/03/25	US\$1,000,000
2021/03/05	SCB	6.5157	Forward	2021/03/25	US\$ 800,000
2021/03/09	SCB	6.5800	Forward	2021/06/11	US\$ 2,000,000
2021/03/19	SCB	6.5200	Spot	2021/03/23	US\$3,600,000
2021/03/23	Mega	6.5065	Spot	2021/03/24	US\$ 800,000
2020/12/09	Mega	6.5900	Dual currency deposit	2021/01/07	US\$ 1,000,000
2020/12/31	Mega	6.5900	Dual currency deposit	2021/02/03	US\$ 1,000,000
2021/01/12	Mega	6.5300	Dual currency deposit	2021/02/05	US\$ 1,000,000
2021/02/04	Mega	6.5100	Dual currency deposit	2021/03/04	US\$ 1,000,000
2020/12/17	SCB	6.6300	European Option	2021/01/19	US\$1,000,000
2020/12/17	SCB	6.6300	European Option	2021/02/18	US\$1,000,000
2020/12/29	SCB	6.6000	European Option	2021/01/27	US\$1,000,000
2021/01/11	SCB	6.5500	European Option	2021/02/09	US\$2,000,000
2021/01/13	SCB	6.5200	European Option	2021/02/18	US\$1,000,000
2021/01/26	SCB	6.5400	European Option	2021/03/22	US\$2,000,000
2021/02/02	SCB	6.5100	European Option	2021/02/19	US\$2,000,000
2021/02/18	SCB	6.5100	European Option	2021/03/18	US\$2,000,000

Attachment 4

The remuneration paid to employees and directors pursuant to Article 100(2) of the amended Articles of Incorporation is stated as follows:

(I) Bonus to employees: NT\$15,394,434 in cash.

(II) Remuneration to directors: NT\$13,862,057 in cash. Please refer to the following details:

Job Rank	Name	Remuneration
Chairman of Board	Black Dragon Assets Limited (Representative: Chen Pen-Yuan)	NT\$3,960,587
Director	Crown Harvest Company Limited (Representative: Chen Chien-Yuen)	NT\$1,980,294
Director	Chairman Management Corp. (Representative: Kao Chen-Sheng)	NT\$1,980,294
Director	Lin An-Hsiu	NT\$1,980,294
Director	Hsieh Ming-Feng	NT\$1,980,294
Director	Yuanta Bank as Trustee of Luckmore Investments Limited Investment Account (Representative: Ho Ping-Hsien)	NT\$1,980,294

M. J. International Co., Ltd. and
Subsidiaries

Consolidated Financial Statements for the Years
Ended December 31, 2020 and 2019 and Independent
Auditors' Report

For the convenience of readers and for information purpose only, the 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. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

The Board of Directors and Shareholders
M. J. International Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of M. J. International Co., Ltd. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, 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 audit of the consolidated financial statements for the year ended December 31, 2020 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. We conducted our audit of the consolidated financial statements for the year ended December 31, 2019 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission of the Republic of China on February 25, 2020, and auditing standards

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. 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 in the audit of the Group's consolidated financial statements for the year ended December 31, 2020 are stated below:

The operating revenue was \$2,882,490 thousand for the year of 2020, while the sales amount of customer A accounted for approximately 41% of the consolidated operating revenue, and the sales amount of customer B accounted for approximately 17% of the consolidated operating revenue. We deemed the occurrence of sales to above-mentioned customers particularly as a key audit matter. Please refer to Note 4(16) and Note 25 to the consolidated financial statements for the revenue recognition accounting policy.

Our audit procedures performed included the following :

1. Through understanding the design and implementation of the internal control over sales and collection cycle, we accordingly designed audit procedures on the internal control over sales and collection cycle, in order to confirm and evaluate the effectiveness of the Group's internal control over sales and collection cycle.
2. We selected appropriate samples from the sales transactions with the above-mentioned customer; reviewed shipment orders, invoices, bill of lading,

and other customs documents; and verified remittance counterparties and cash receipts process, in order to confirm the occurrence of sales. We also reviewed sales returns and allowances occurred with the above-mentioned customer after the date of December 31, 2020.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from

fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatements 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, 2020 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 audit resulting in this independent auditors' report are Chiang-Shiun Chen and Chao-Mei Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 26, 2021

M. J. International Co., Ltd. and subsidiaries
CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars)

Assets	December 31, 2020		December 31, 2019	
	Amount	%	Amount	%
Current assets				
Cash and cash equivalents (Notes 4 and 6)	\$ 535,530	12	\$ 280,800	6
Financial assets at fair value through profit or loss (Notes 4 and 7)	81,052	2	336,684	8
Financial assets at fair value through other comprehensive income -current (Notes 4, 5, 8, 9 and 35)	284,691	6	350,515	8
Notes receivable (Notes 4, 5, 10 and 25)	1,795	-	2,440	-
Notes receivable - related parties (Notes 4, 5, 25 and 34)	-	-	765	-
Trade receivables (Notes 4, 5, 10 and 25)	930,658	21	1,001,911	23
Trade receivables - related parties (Notes 4, 5, 25 and 34)	38,793	1	48,340	1
Other receivables (Notes 4, 5 and 10)	25,158	-	32,510	1
Current tax assets (Notes 4 and 27)	1,558	-	639	-
Inventories (Notes 4 and 11)	430,793	9	422,122	10
Other current assets - others (Notes 19)	124,366	3	101,656	2
Total current assets	<u>2,454,394</u>	<u>54</u>	<u>2,578,382</u>	<u>59</u>
Non-current assets				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 5, 8 and 9)	28,400	1	28,903	1
Property, plant and equipment (Notes 4, 14 and 35)	1,822,494	40	1,522,937	35
Right-of-use assets (Notes 4 and 15)	65,211	2	70,712	1
Investment properties (Notes 4 and 16)	43,398	1	45,762	1
Goodwill (Notes 4,17 and 30)	8,355	-	8,795	-
Other intangible assets (Notes 4, 18 and 30)	28,699	1	39,064	1
Deferred tax assets (Notes 4 and 27)	2,967	-	5,406	-
Other non-current assets (Notes 4 and 19)	59,595	1	86,840	2
Total non-current assets	<u>2,059,119</u>	<u>46</u>	<u>1,808,419</u>	<u>41</u>
Total assets	<u>\$ 4,513,513</u>	<u>100</u>	<u>\$ 4,386,801</u>	<u>100</u>
	Liabilities and equity			
Current liabilities				
Short-term borrowings (Notes 4, 20 and 35)	\$ 894	-	\$ 944,000	22
Financial liabilities at fair value through profit or loss (Notes 4 and 7)	447	-	-	-
Contract liabilities - current (Notes 4 and 25)	29,967	1	42,952	1
Trade payables	273,233	6	351,956	8
Other payables (Notes 22 and 31)	257,648	6	318,587	7
Current tax liabilities (Notes 4 and 27)	65,129	1	63,340	2
Provisions - current (Notes 4 and 23)	8,192	-	14,788	-
Lease liabilities - current (Notes 4 and 15)	6,241	-	6,207	-
Other current liabilities	1,000	-	709	-
Total current liabilities	<u>642,751</u>	<u>14</u>	<u>1,742,539</u>	<u>40</u>
Non-current liabilities				
Bonds payable (Notes 4 and 21)	580,062	13	-	-
Long-term borrowings (Notes 4, 20, 29 and 35)	597,008	13	-	-
Deferred tax liabilities (Note 4 and 27)	8,476	-	8,965	-
Lease liabilities - non-current (Notes 4 and 15)	7,732	-	13,133	-
Deferred revenue - non-current (Notes 4 and 29)	17,215	1	-	-
Guarantee deposits	391	-	358	-
Total non-current liabilities	<u>1,210,884</u>	<u>27</u>	<u>22,456</u>	<u>-</u>
Total liabilities	<u>1,853,635</u>	<u>41</u>	<u>1,764,995</u>	<u>40</u>
Equity attributable to owners of the company (Notes 4 and 24)				
Share capital				
Ordinary shares	660,590	15	660,590	15
Capital surplus	1,229,455	27	1,205,967	28
Retained earnings				
Legal reserve	177,742	4	137,496	3
Special reserve	127,888	3	80,046	2
Unappropriated earnings	555,724	12	635,669	14
Total retained earnings	<u>861,354</u>	<u>19</u>	<u>853,211</u>	<u>19</u>
Other equity	(119,001)	(3)	(127,888)	(3)
Total equity attributable to owners of the company	<u>2,632,398</u>	<u>58</u>	<u>2,591,880</u>	<u>59</u>
Non-controlling interests (Notes 4, 24 and 30)	27,480	1	29,926	1
Total equity	<u>2,659,878</u>	<u>59</u>	<u>2,621,806</u>	<u>60</u>
Total liabilities and equity	<u>\$ 4,513,513</u>	<u>100</u>	<u>\$ 4,386,801</u>	<u>100</u>

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

M. J. International Co., Ltd. and subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 34)				
Sales	\$ 2,882,490	100	\$ 3,468,163	100
OPERATING COSTS (Notes 11 and 26)				
Cost of goods sold	(2,096,842)	(73)	(2,576,616)	(74)
GROSS PROFIT	<u>785,648</u>	<u>27</u>	<u>891,547</u>	<u>26</u>
OPERATING EXPENSES (Note 26)				
Selling and marketing expenses	(211,764)	(8)	(266,596)	(8)
General and administrative expenses	(163,800)	(5)	(181,772)	(5)
Research and development expenses	(4,314)	-	(4,147)	-
Expected credit loss (Notes 4 and 10)	(646)	-	(250)	-
Total operating expenses	(380,524)	(13)	(452,765)	(13)
PROFIT FROM OPERATIONS	<u>405,124</u>	<u>14</u>	<u>438,782</u>	<u>13</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 26)	22,712	1	31,109	1
Other income (Notes 4 and 26)	11,228	-	1,632	-
Other gains and losses (Notes 4, 13 and 26)	(67,924)	(2)	(8,704)	(1)
Financial costs (Notes 4, 21 and 26)	(9,333)	-	(5,480)	-
Share of profit or loss of associates and joint ventures (Notes 4 and 13)	-	-	345	-
Total non-operating income and expenses	(43,317)	(1)	18,902	-
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	361,807	13	457,684	13
INCOME TAX EXPENSE (Notes 4 and 27)	(84,236)	(3)	(55,350)	(1)
NET PROFIT FOR THE YEAR	<u>277,571</u>	<u>10</u>	<u>402,334</u>	<u>12</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 4, 13 and 24)				
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	(6,690)	-	(86,714)	(3)
Unrealized gain/(loss) on investments in debt instruments at fair value through other comprehensive income	14,545	-	38,033	1
Other comprehensive income/(loss) for the year, net of income tax	7,855	-	(48,681)	(2)
TOTAL COMPREHENSIVE INCOME/ FOR THE YEAR	<u>\$ 285,426</u>	<u>10</u>	<u>\$ 353,653</u>	<u>10</u>
NET PROFIT/(LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 278,985	10	\$ 402,465	12
Non-controlling interests	(1,414)	-	(131)	-
	<u>\$ 277,571</u>	<u>10</u>	<u>\$ 402,334</u>	<u>12</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 287,872	10	\$ 354,623	10
Non-controlling interests	(2,446)	-	(970)	-
	<u>\$ 285,426</u>	<u>10</u>	<u>\$ 353,653</u>	<u>10</u>
EARNINGS PER SHARE (Note 28)				
From continuing operations				
Basic	<u>\$ 4.22</u>		<u>\$ 6.09</u>	
Diluted	<u>\$ 4.18</u>		<u>\$ 6.06</u>	

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

M. J. International Co., Ltd. and subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

	Equity attributable to owners of the company									
	Retained Earnings					Other Equity		Total	Non-controlling Interests	Total equity
	Share capital	Capital surplus	Legal Reserve	Special Reserve	Unappropriated earnings	Exchange differences translating the financial statements of foreign operations	Unrealized gains (loss) on financial assets at fair value through other comprehensive income			
BALANCE AT JANUARY 1, 2019	\$ 660,590	\$ 1,205,967	\$ 106,452	\$ 52,462	\$ 490,009	(\$ 52,670)	(\$ 27,376)	\$ 2,435,434	\$ -	\$ 2,435,434
Appropriation of 2018 earnings (Note 24)										
Legal reserve	-	-	31,044	-	(31,044)	-	-	-	-	-
Special reserve	-	-	-	27,584	(27,584)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(198,177)	-	-	(198,177)	-	(198,177)
Net profit for the year ended December 31, 2019	-	-	-	-	402,465	-	-	402,465	(131)	402,334
Other comprehensive income (loss) for the year ended December 31, 2019 (Note 24)	-	-	-	-	-	(85,875)	38,033	(47,842)	(839)	(48,681)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	402,465	(85,875)	38,033	354,623	(970)	353,653
Changes in non-controlling interests (Notes 24 and 30)	-	-	-	-	-	-	-	-	30,896	30,896
BALANCE AT DECEMBER 31, 2019	660,590	1,205,967	137,496	80,046	635,669	(138,545)	10,657	2,591,880	29,926	2,621,806
Appropriation of 2019 earnings (Note 24)										
Legal reserve	-	-	40,246	-	(40,246)	-	-	-	-	-
Special reserve	-	-	-	47,842	(47,842)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	(270,842)	-	-	(270,842)	-	(270,842)
Equity component of convertible bonds issued by the Company – share option (Notes 4 and 21)	-	23,488	-	-	-	-	-	23,488	-	23,488
Net profit for the year ended December 31, 2020	-	-	-	-	278,985	-	-	278,985	(1,414)	277,571
Other comprehensive income (loss) for the year ended December 31, 2020 (Note 24)	-	-	-	-	-	(5,658)	14,545	8,887	(1,032)	7,855
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	278,985	(5,658)	14,545	287,872	(2,446)	285,426
BALANCE AT DECEMBER 31, 2020	\$ 660,590	\$ 1,229,455	\$ 177,742	\$ 127,888	\$ 555,724	(\$ 144,203)	\$ 25,202	\$ 2,632,398	\$ 27,480	\$ 2,659,878

The accompanying notes are an integral part of the consolidated financial statement

M. J. International Co., Ltd. and subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018
(In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 361,807	\$ 457,684
Adjustments for:		
Depreciation expenses	155,836	133,370
Amortization expenses	8,740	3,886
Expected credit loss recognized on trade receivables	646	250
Finance costs	9,333	5,480
Interest income	(22,712)	(31,109)
Share of loss of associates and joint ventures	-	(345)
Write-downs of inventories	6,743	35,713
(Gain)/loss on disposal of property, plant and equipment	1,703	95
Net (gain)/loss on fair value changes of financial assets at fair value through profit or loss	(563)	(729)
Net (gain)/loss on disposal of financial assets	12,962	(1,908)
(Gain)/loss on disposal of investments accounted for using equity method	-	(1,526)
Net (gain)/loss on foreign currency exchange	27,955	85
Recognition of provisions	9,547	9,824
Proceeds from guarantee deposits received	(282)	-
Changes in operating assets and liabilities		
Decrease (increase) in financial assets at fair value through profit or loss, mandatorily measured at fair value	(28,110)	2,527
Decrease (increase) in notes receivable	645	6,563
Decrease (increase) in accounts receivable due from related parties	765	(340)
Decrease (increase) in trade receivable	22,696	(80,089)
Decrease (increase) in trade receivable due from related parties	5,096	(11,204)
Decrease (increase) in other receivable	6,447	437
Decrease (increase) in inventories	(11,700)	(81,082)
Decrease (increase) in other current assets	(21,213)	(14,999)
Increase (decrease) in financial liabilities held for trading	282	(4)
Increase (decrease) in contract liabilities	(13,165)	13,060
Increase (decrease) in accounts payable	(79,925)	(137,371)
Increase (decrease) in other payable	(71,359)	20,824
Increase (decrease) in provisions	(15,623)	(10,899)
Increase (decrease) in other current liabilities	332	(1,399)

	2020	2019
Net cash flows from (used in) operating activities	366,883	316,794
Interest received	6,398	9,879
Interest paid	(9,031)	(5,480)
Income tax paid	(78,455)	(55,625)
Net cash generated from operating activities	<u>285,795</u>	<u>265,568</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(503)	-
Proceeds from sale of financial assets at fair value through other comprehensive income	50,412	106,511
Purchase of financial assets at fair value through profit or loss	(64,313)	(834,478)
Proceeds from sale of financial assets at fair value through profit or loss	347,669	540,094
Acquisition of investments accounted for using equity method	(10,690)	(32,089)
Payments for property, plant and equipment	(371,283)	(682,005)
Proceeds from disposal of property, plant and equipment	1,527	-
Payments for intangible assets	-	(438)
Net cash outflow on acquisition of subsidiary	-	1,078
Increase in refundable deposits	-	(42,012)
Increase in other non-current assets	(11,675)	(2,721)
Interest received	17,461	22,158
Net cash used in investing activities	<u>(41,395)</u>	<u>(923,902)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	282,732	481,976
Repayments of short-term borrowings	(1,219,180)	-
Proceeds from issuance of convertible bonds	600,540	-
Proceeds from long-term borrowings	613,800	-
Proceeds from guarantee deposits received	384	341
Refund of guarantee deposits received	(43)	-
Repayment of the principal portion of lease liabilities	(6,761)	(4,184)
Cash dividends paid	(270,842)	(198,177)
Net cash flows from (used in) financing activities	<u>630</u>	<u>279,956</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>9,700</u>	<u>(6,901)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	254,730	(385,279)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>280,800</u>	<u>666,079</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 535,530</u>	<u>\$ 280,800</u>

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

Comparison table before and after revision

Before revision		After Revision
Document No	CMIA-A-117	CMIA-A-117
Document Name	Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies	Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies
Version	1.2	1.3
Article		
5.4	The companies shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.	The companies shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith <u>and obtain approval from the board of directors</u> , and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.
5.6	While establishing the prevention mechanism against unethical conduct, the Company shall analyze business activities within the business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs. The company's preventive programs shall cover the following preventive measures:	While establishing the prevention mechanism against unethical conduct, the Company shall <u>establish a risk assessment mechanism for dishonest behavior</u> , analyze and <u>assess</u> its business activities within the business scope which are at a higher risk of being involved in unethical conduct, <u>and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis</u> . The company's preventive programs shall <u>be in references to prevailing domestic and foreign standards or guidelines</u> and cover the following preventive measures:
5.7	The Companies and their respective business group shall clearly specify in their rules and external documents of the ethical corporate management policies and the commitment by the board of directors and management on rigorous and thorough implementation of such	<u>The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.</u>

	<p>policies, and shall carry out the policies in internal management and in commercial activities.</p>	<p>The Companies and their respective business group shall clearly specify in their rules and external documents <u>and Company website</u> of the ethical corporate management policies and the commitment by the board of directors and <u>senior</u> management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.</p> <p><u>The Companies shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retains said information properly.</u></p>
<p>5.16</p>	<p>The directors, managers, employees, mandatories, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Companies shall establish a dedicated unit that is under the board of directors responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis:</p> <p>5.16.1 Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</p> <p>5.16.2 Adopting programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.</p>	<p>The directors, managers, employees, mandatories, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Companies shall establish a dedicated unit that is under the board of directors <u>and avail itself of adequate resources and staff itself with competent personnel</u>, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis <u>(at least once a year)</u>:</p> <p>5.16.1 Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.</p> <p>5.16.2 <u>Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting programs accordingly</u> to prevent unethical conduct,</p>

		and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
5.19	<p>The Companies shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the Company shall examine the compliance with the prevention programs and prepare an audit report and submit it to the board of directors on a regular basis. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p>	<p>The Companies shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>The internal audit unit of the Company shall prepare an audit report and submit it to the board of directors <u>based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs.</u> The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.</p> <p><u>The results of the previous assessment shall be reported to the senior management and the unit responsible for integrity management. An audit report shall be prepared and submitted to the board of directors.</u></p>
5.22	<p>The Companies shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <p>5.22.1 An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</p> <p>5.22.2 Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or high level management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for</p>	<p>The Companies shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <p>5.22.1 An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.</p> <p>5.22.2 Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or <u>senior management</u> shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the</p>

	<p>the investigation of each shall be adopted.</p> <p>5.22.3 Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5.22.4 Confidentiality of the identity of whistle-blowers and the content of reported cases.</p> <p>5.22.5 Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>5.22.6 Whistle-blowing incentive measures.</p>	<p>investigation of each shall be adopted.</p> <p><u>5.22.3 Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</u></p> <p>5.22.4 Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5.22.5 Confidentiality of the identity of whistle-blowers and the content of reported cases, <u>and anonymous reporting is allowed.</u></p> <p>5.22.6 Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>5.22.7 Whistle-blowing incentive measures.</p>
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Comparison table before and after revision

Document No	CMIA-A-109	CMIA-A-109
Document Name	Procedures for Ethical Management and Guidelines for Conduct	Procedures for Ethical Management and Guidelines for Conduct
Version	1.3	1.4
Article		
4.1	<p>The Company designate the General Manager’s Office as the solely responsible unit (hereinafter, "responsible unit") in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and submit regular reports to the board of directors:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the Company’s business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. 3. Planning the internal organization, structure, and responsibilities and set up check-and-balance mechanisms for mutual supervision for the business activities within the business scope which are possibly at a higher risk for unethical conduct on regular base. 4. Promoting and coordinating awareness and educational activities with respect to ethics policy. 	<p>The Company designate the General Manager’s Office, <u>which should be allocated of sufficient resources and qualified personnel</u>, as the solely responsible unit (hereinafter, “responsible unit”) in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and submit regular reports <u>(at least once a year)</u> to the board of directors:</p> <ol style="list-style-type: none"> 1. Assisting in incorporating ethics and moral values into the Company’s business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations. 2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business. 3. Planning the internal organization, structure, and responsibilities <u>to establish a risk assessment mechanism for unethical behavior. Analyze and evaluate</u> the business activities within the business scope which are possibly at a higher risk for unethical conduct on regular base and set up check-and-balance mechanisms for mutual supervision <u>and</u>

	<p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p>	<p><u>establish prevention programs accordingly. Review their adequacy and effectiveness on a regular basis.</u></p> <p>4. Promoting and coordinating awareness and educational activities with respect to ethics policy.</p> <p>5. Developing a whistle-blowing system and ensuring its operating effectiveness.</p> <p>6. Assisting the board of directors and <u>top</u> management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.</p> <p>7. <u>Information on the ethical management policy, statement and commitment made by the directors and top management and implementation report shall be documented and retained properly.</u></p>
4.2	Newly added	<p><u>The internal audit responsible unit of the company shall develop relevant audit plans based on the assessment results of the risk of unethical conduct and check compliance of the prevention plan accordingly. The plan contents shall include audit objects, scope, items, frequency, etc. The responsible unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist, if necessary.</u></p> <p><u>The implementation results of the previous auditing plan shall be reported to the senior management and the responsible unit. An audit report shall be prepared and submitted to the board of directors.</u></p>
5.14	<p>(Announcement of policy of ethical management to outside parties)</p> <p>This Company shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and</p>	<p>(Announcement of policy of ethical management to outside parties)</p> <p><u>The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.</u></p> <p>This Company shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in</p>

	<p>personnel fully aware of its principles and rules with respect to ethical management.</p>	<p>other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.</p>
<p>5.19</p>	<p>Company’s personnel handling whistle-blowing matters shall represent in writing that they will keep the whistleblowers’ identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment. The responsible unit of the Company shall follow the procedure as below:</p> <ol style="list-style-type: none"> 1. Information shall be reported to the department head if involving the regular staff. If involving the directors and top management, information shall be reported to independent directors or auditing committee members. 2. The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department. 3. If a person being reported is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall require the violator to cease the conduct immediately and shall make an appropriate disposition. When necessary, the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests. 	<p>Company’s personnel handling whistle-blowing matters shall represent in writing that they will keep the whistleblowers’ identity and contents of information confidential, <u>and anonymous reporting is allowed.</u></p> <p>The Company also undertakes to protect the whistleblowers from improper treatment. The responsible unit of the Company shall follow the procedure as below:</p> <ol style="list-style-type: none"> 1. Information shall be reported to the department head if involving the regular staff. If involving the directors and <u>top management level</u>, information shall be reported to independent directors or auditing committee members. 2. The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department. 3. <u>After the investigation is completed for the reported cases, follow-up measures should be taken accordingly based on the severity of the cases. If necessary, they should be reported to the competent authority or transferred to the judicial authority for further investigation.</u> If a person being reported is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall require the violator to cease the conduct immediately and shall make an appropriate disposition. When necessary, the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.

Comparison table before and after revision

Before Revision		After Revision	Description
Document No	CMFA-A-101	CMFA-A-101	
Document Name	Regulations for the Administration of Engaging in Derivatives Trading	Regulations for the Administration of Engaging in Derivatives Trading	
Version	1.1	1.2	
Article			
3.0	<p>Definition: Derivatives: refer to forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from assets, interest rates, exchange rates, index, or other variable, or hybrid contracts combining the above contracts. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p>	<p>Definition: Derivatives: refer to forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from assets, interest rates, exchange rates, index, <u>financial instrument prices</u>, or other variable; or combination of contracts combining the above contracts, <u>or a combination contract embedded in derivative products, etc.</u> The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p>	<p>Added "Financial instrument prices". Also changed "Hybrid Contract" to "Combination of Contracts" and "Combined Contract Embedded in Derivative Products" to include the hedging strategy constructed by the option contracts.</p>
5.1	<p>Transaction type and scope 1) The scope of derivative financial products that the company engages in is limited to forward contract transactions, option contract transactions, futures</p>	<p>Transaction type and scope The scope of derivative financial products that the company is allowed to engages in is limited to <u>exchange rate, interest rate, and raw material</u></p>	<p>Modify the allowed scope to the derivative commodities defined above. The purpose of modification on the</p>

	<p>contract transactions, and exchange contract transactions.</p> <p>2) After the amendment of this regulation, the derivative products that the Company allows to deal with, their currencies only limited to the operation currencies of the Company that generate the exchange rate risk. For the futures commodities, it is limited to the raw material required by the company's operations.</p>	<p><u>commodities required by the company's operation as the target which defined in Article 3 of this Regulation.</u></p>	<p>commodity type is to include the US dollar index.</p>																					
5.2	<p>Operating or hedging strategies</p> <p>After the amendment of this regulation, the Company is allowed to use various derivative transactions in order to avoid exchange rate risk and price risks that may arise from normal operations.</p> <p>In order to avoid exchange rate risk and price risks that may arise from operations, the company may engage in derivative transactions.</p>	<p>Operating or hedging strategies</p> <p><u>Based on the principle of avoiding risk, the company engages in derivative transactions in order to hedges the risk of changes in foreign exchange, interest rates, and raw material commodities price expected to be generated from the operation.</u></p>	<p>Regulate the derivative transaction must be under the principle of avoiding risks. Also adding “expected” risk so that the Company can adopt proactive hedging strategy.</p>																					
5.3	<p>Authorization level and limitation on transaction amounts</p> <p>(1) Authorization on forward contract transaction</p> <table border="1"> <thead> <tr> <th>Authorization level</th> <th>Authorization limit for each transaction</th> <th>Authorization limit for each day</th> </tr> </thead> <tbody> <tr> <td>Financial and accounting dept. manager</td> <td>Less than USD250,000 (inclusive)</td> <td>Less than USD500,000 (inclusive)</td> </tr> <tr> <td>Financial and accounting dept. VP</td> <td>USD250,000 (exclusive) to USD500,000 (inclusive)</td> <td>USD1,000,000 (exclusive) to USD2,000,000 (inclusive)</td> </tr> <tr> <td>Chairman</td> <td>Above</td> <td>Above</td> </tr> </tbody> </table>	Authorization level	Authorization limit for each transaction	Authorization limit for each day	Financial and accounting dept. manager	Less than USD250,000 (inclusive)	Less than USD500,000 (inclusive)	Financial and accounting dept. VP	USD250,000 (exclusive) to USD500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)	Chairman	Above	Above	<p>Authorization level and limitation on transaction amounts</p> <p>(1) Authorization on forward contract transaction</p> <table border="1"> <thead> <tr> <th>Authorization level</th> <th>Authorization limit for each transaction</th> <th>Authorization limit for each day</th> </tr> </thead> <tbody> <tr> <td>Financial and accounting dept. manager</td> <td>Less than <u>USD500,000</u> (inclusive)</td> <td>Less than <u>USD1,000,000</u> (inclusive)</td> </tr> <tr> <td>Financial and accounting dept. VP</td> <td><u>USD1,000,000</u> (exclusive) to <u>USD1,500,000</u> (inclusive)</td> <td><u>USD1,000,000</u> (exclusive) to <u>USD2,000,000</u> (inclusive)</td> </tr> </tbody> </table>	Authorization level	Authorization limit for each transaction	Authorization limit for each day	Financial and accounting dept. manager	Less than <u>USD500,000</u> (inclusive)	Less than <u>USD1,000,000</u> (inclusive)	Financial and accounting dept. VP	<u>USD1,000,000</u> (exclusive) to <u>USD1,500,000</u> (inclusive)	<u>USD1,000,000</u> (exclusive) to <u>USD2,000,000</u> (inclusive)	<p>Increase the authorization limit for each transaction and each day in order to meet the actual operation requirement and the future operation expansion. Also adding the authorization level and transaction limit for "other derivative transactions”</p>
Authorization level	Authorization limit for each transaction	Authorization limit for each day																						
Financial and accounting dept. manager	Less than USD250,000 (inclusive)	Less than USD500,000 (inclusive)																						
Financial and accounting dept. VP	USD250,000 (exclusive) to USD500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)																						
Chairman	Above	Above																						
Authorization level	Authorization limit for each transaction	Authorization limit for each day																						
Financial and accounting dept. manager	Less than <u>USD500,000</u> (inclusive)	Less than <u>USD1,000,000</u> (inclusive)																						
Financial and accounting dept. VP	<u>USD1,000,000</u> (exclusive) to <u>USD1,500,000</u> (inclusive)	<u>USD1,000,000</u> (exclusive) to <u>USD2,000,000</u> (inclusive)																						

	USD500,000 (exclusive)	USD1,000,000 (exclusive)
(2) Authorization on option contract transaction		
Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD250,000 (inclusive)	Less than USD500,000 (inclusive)
Financial and accounting dept. VP	USD250,000 (exclusive) to USD500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)
Chairman	Above USD500,000 (exclusive)	Above USD1,000,000 (exclusive)
(3) Authorization on future contract transaction		
Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD250,000 (inclusive)	Less than USD500,000 (inclusive)
Financial and accounting dept. VP	USD250,000 (exclusive) to USD500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)
Chairman	Above	Above

Chairman	Above USD1,500,000 (exclusive)	Above USD2,000,000 (exclusive)
(2) Authorization on option contract transaction		
Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD500,000 (inclusive)	Less than USD1,000,000 (inclusive)
Financial and accounting dept. VP	USD1,000,000 (exclusive) to USD1,500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)
Chairman	Above USD1,500,000 (exclusive)	Above USD2,000,000 (exclusive)
(3) Authorization on future contract transaction		
Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD500,000 (inclusive)	Less than USD1,000,000 (inclusive)
Financial and accounting dept. VP	USD1,000,000 (exclusive) to USD1,500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)

	USD500,000 (exclusive)	USD1,000,000 (exclusive)
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(4) Authorization on exchange contract transaction

Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD250,000 (inclusive)	Less than USD500,000 (inclusive)
Financial and accounting dept. VP	USD250,000 (exclusive) to USD500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)
Chairman	Above USD500,000 (exclusive)	Above USD1,000,000 (exclusive)

	(inclusive)	(inclusive)
Chairman	Above USD1,500,000 (exclusive)	Above USD2,000,000 (exclusive)

(4) Authorization on exchange contract transaction

Authorization level	Authorization limit for each transaction	Authorization limit for each day
Financial and accounting dept. manager	Less than USD500,000 (inclusive)	Less than USD1,000,000 (inclusive)
Financial and accounting dept. VP	USD1,000,000 (exclusive) to USD1,500,000 (inclusive)	USD1,000,000 (exclusive) to USD2,000,000 (inclusive)
Chairman	Above USD1,500,000 (exclusive)	Above USD2,000,000 (exclusive)

(5) Authorization on other derivative transactions

<u>Authorization level</u>	<u>Authorization limit for each transaction</u>	<u>Authorization limit for each day</u>
<u>Financial and accounting dept. manager</u>	<u>Less than USD500,000 (inclusive)</u>	<u>Less than USD1,000,000 (inclusive)</u>
<u>Financial and accounting</u>	<u>USD1,000,000 (exclusive) to</u>	<u>USD1,000,000 (exclusive) to</u>

		<u>dept. VP</u>	<u>USD1,500,000</u> <u>(inclusive)</u>	<u>USD2,000,000</u> <u>(inclusive)</u>	
		<u>Chairman</u>	<u>Above</u> <u>USD1,500,000</u> <u>(exclusive)</u>	<u>Above</u> <u>USD2,000,000</u> <u>(exclusive)</u>	
5.5	<p>Performance review</p> <p>The position held by derivative transactions shall be evaluated at least once a week. The hedging transactions for operation needs shall be evaluated at least twice a month. The evaluation report shall be submitted to the senior executives authorized by the board of directors of "M.J. International Co., Ltd.". In case of any abnormal situations in the evaluation report, the authorized senior executives shall report to the board of directors and take necessary countermeasures. The board of directors of "M.J. International Co., Ltd." already has set up independent directors. As a result, the independent directors shall attend the board of directors' meeting and express their opinions.</p>	<p>Performance review</p> <p>The position held by derivative transactions shall be evaluated at least once a week. The hedging transactions for operation needs shall be evaluated at least twice a month. The evaluation report shall be submitted to <u>the senior executives authorized by the chairman.</u> In case of any abnormal situations in the evaluation report, the <u>senior executives authorized by chairman</u> shall report to the board of directors of "M.J. International Co., Ltd." and take necessary countermeasures. <u>The independent directors</u> shall attend the board of directors' meeting and express their opinions.</p>	<p>Change "the senior executives authorized by the board of directors" to "senior executives authorized by the chairman" for the purpose to meet the actual operation requirements. There are independent directors within the board of directors of "M.J. International Co., Ltd.". As a result, the redundant description is deleted.</p>		
5.7.1	<p>The internal auditors of the Company shall review the adequacy of the internal control of derivative transactions on regular basis, check the compliance of the management regulation of related departments on monthly basis and prepare an audit report. In case of a major violation been found, a written notice should be issued to the supervisors of "M.J. International Co., Ltd." (or the audit committee of "M.J. International Co., Ltd.").</p>	<p>The internal auditors of the Company shall review the adequacy of the internal control of derivative transactions on regular basis, check the compliance of the management regulation of related departments on monthly basis and prepare an audit report. In case of a major violation been found, <u>a written notice should be issued to the Audit Committee of "M.J. International Co., Ltd."</u>.</p>	<p>Delete the description of "supervisors" because the Company has set up an "audit committee".</p>		
5.7.3	<p>If a subsidiary of the Company intends to engage in derivative transactions, the Company shall urge the subsidiary to establish a processing procedures and regulations for the derivative transaction trading and submit to the supervisors (or the audit committee), and/or the board of directors and/or the shareholder's meeting of "M.J. International Co., Ltd." for</p>	<p>If a subsidiary of the Company intends to engage in derivative transactions, the Company shall urge the subsidiary to establish a processing procedures and regulations for the derivative transaction trading and <u>submit to the audit committee</u>, the board of directors and the shareholder's meeting of "M.J. International Co., Ltd." for resolutions prior to</p>	<p>Delete the description of "supervisors" because the Company has set up an "audit committee".</p>		

	resolutions prior to implementation. If the Company's subsidiary is engaged in derivative transactions, it shall submit relevant information to the Company for review on regular basis.	implementation. If the Company's subsidiary is engaged in derivative transactions, it shall submit relevant information to the Company for review on regular basis.	
5.11	<p>Amendments and announcements</p> <p>This regulation is approved by the board of directors and submitted to the shareholders' meeting of "M.J. International Co., Ltd." for approval. Same procedures apply to the amendments. If directors express objections and has been recoded or make written statement, the Company shall submit the information of the directors' objections to the audit committee of the Company (if applicable). In addition, if there are independent directors in the board of directors, the opinions of independent directors should be fully considered when submitting the regulations to the board of directors for discussion. Their opinions and reasons for agreeing or disagreeing should be recorded in the meeting minutes.</p> <p>When establishing or amending this regulation, it shall be agreed by more than half of the members of the audit committee, if there is audit committee, than submit to the board of directors' meeting for approval. If it is not agreed by more than half of the members of audit committee, it can be approved by more than two-third of the members of board of directors for implementation. The audit committee's resolution shall be fully recorded on the board of directors' meeting minute.</p>	<p>Amendments and announcements</p> <p>This regulation is approved by the board of directors and submitted to the shareholders' meeting of "M.J. International Co., Ltd." for approval. Same procedures apply to the amendments. If directors express objections and has been recoded or make written statement, the Company shall submit the information of the directors' objections to the <u>audit committee of the Company</u>. In addition, the opinions of independent directors should be fully considered when submitting the regulations to the board of directors for discussion. Their opinions and reasons for agreeing or disagreeing should be recorded in the meeting minutes.</p> <p>When establishing or amending this regulation, it shall be agreed by more than half of the members of the <u>audit committee</u> than submit to the board of directors' meeting for approval. If it is not agreed by more than half of the members <u>of audit committee</u>, it can be approved by more than two-third of the members of board of directors for implementation. The audit committee's resolution shall be fully recorded on the board of directors' meeting minute.</p>	Delete the redundant description because the Company has set up an "audit committee".

Attachment 9

Data of candidates of directors (including independent directors)

SN	Account No.	Name	ID/VAT No.	Quantity of shares	Education/ Experience	Remarks
1	2	Black Dragon Assets Limited (Representative: Chen Pen-Yuan)	A8*****01	4,478,400	Graduated from junior high school President of M.J.	Director candidate
2	17	CROWN HARVEST COMPANY LIMITED (Representative: Chen Chien-Yuen)	A8*****04	12,204,000	Graduated from Taipei Municipal Nangang Vocational High School Chairman of Board of Guan Chen International Co., Ltd	Director candidate
3	5	Chairman Management Corp. (Representative: Kao Chen-Sheng)	42*****2	3,999,000	Master, Long Island University Chairman of Board of WELLMEET International Co., Ltd.	Director candidate
4	9	Lin An-Hsiu	A10*****0	1,370,500	Graduated from elementary school Chairman of Board of Sin-Cheng Lin Co., Ltd	Director candidate
5	56	Hsieh Ming-Feng	A12*****3	760,000	Department of Chemical Engineering, Lee-Ming Institute of Technology Chairman of Board of Xin Wei Cun Ltd.	Director candidate
6	4365	Yuanta Bank as Trustee of Luckmore Investments Limited Investment Account (Representative : Ho Ping-Hsien)	42*****9	7,779,000	Graduated from National Taiwan University CFO of Formosa Plastics Corporation, FPC USA Overseas CFO of Charoen Pokphand Group	Director candidate
7	-	Chiou, Yyh-Shen	Q12*****1	0	Ph.D. in Marketing, Michigan State University Chairperson and	Independent director candidate

					Professor of Dept. of International Business, National Chengchi University	
8	-	Lin Chiang-Liang	P12*****5	0	Doctor, Department of Accounting, National Chengchi University Chair of Department of Accounting, Chung Yuan Christian University	Independent director candidate
9	-	Wen-Ren Jong	E12*****5	0	Ph.D. in Mechanical Engineering, Cornell University, USA Director, Office of Information Technology, CYCU	Independent director candidate

Attachment 10

Description of new directors and their representatives
concurrently holding positions in other companies

Name	Serving other company positions
Black Dragon Assets Limited Representative: Chen Pen-Yuan	Opulent International Group Limited- Director Prolong International Co., Limited- Director
CROWN HARVEST COMPANY LIMITED Representative: Chen Chien-Yuen	Guan Chen International Co., Ltd. - Chairman of the board Dongguan Prolong PlasticProducts Co., Ltd. - Director Dongguan MeiJer PlasticProducts Co., Ltd - Director
Chairman Management Corp. Representative: Kao Chen-Sheng	WELLMEET International Co., Ltd. - Chairman of the Board Dongguan Prolong PlasticProducts Co., Ltd. - Director Dongguan MeiJer PlasticProducts Co., Ltd - Director Prolong International Co., Limited- Director
Lin An-Hsiu	Prolong International Co., Limited- Director G.T Floor Co., LTD.- Supervisor
Hsieh Ming-Feng	Xin Wei Cun Ltd. - Chairman of the board Dongguan Prolong Plastic Products Co., Ltd.- Supervisor Dongguan MeiJer Plastic Products Co., Ltd.- Supervisor Wei Chung Development Co., Limited -Director

Company Number: 246306

THE CAYMAN ISLANDS
THE COMPANIES LAW (2020 REVISION)
NINTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION

OF

M.J. International Co., Ltd.
美喆國際股份有限公司

Incorporated on the 8th day of October, 2010

(as adopted by a Special Resolution passed on 9th June 2020)

THE CAYMAN ISLANDS
THE COMPANIES LAW (2020 REVISION)
COMPANY LIMITED BY SHARES

NINTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF
M.J. International Co., Ltd.
美喆國際股份有限公司

(as adopted by a Special Resolution passed on 9th June 2020)

1. The name of the Company is M.J. International Co., Ltd. 美喆國際股份有限公司.
2. The Registered Office of the Company shall be situated at the offices of Portcullis (Cayman) Ltd., the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O Box 32052, Grand Cayman KY1-1208, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.
3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2020 Revision).
4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (2020 Revision).
5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (As Revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (As Revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (As Revised).
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman

Islands.

7. When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.
8. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
9. The share capital of the Company is NT\$ 1,500,000,000 divided into 150,000,000 ordinary shares of a nominal or par value of NT\$ 10 each with power for the Company, subject to the provisions of the Companies Law (2020 Revision) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.
10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

THE CAYMAN ISLANDS
THE COMPANIES LAW (2020 REVISION)
COMPANY LIMITED BY SHARES

NINTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF
M.J. International Co., Ltd.
美喆國際股份有限公司

(as adopted by a Special Resolution passed on 9th June 2020)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law (2020 Revision) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.
2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Business Mergers And Acquisitions Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX and the TWSE (where applicable);

Articles these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;

Auditors the certified public accountant (if any) retained by the Company to audit the accounts of the Company,

	to audit and/or certify the financial statements of the Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	M.J. International Co., Ltd. 美喆國際股份有限公司;
Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and “Directors” means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Paragraph (4) of Article 23;
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof

	for the time being in force including every other law incorporated therewith or substituted therefore;
Emerging Market	the emerging market board of the TPEX in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and “Employee” shall mean any one of them;
Financial Statements	has the meaning set out in Article 104;
Independent Directors	those Directors designated as "Independent Directors" who are elected by the Members at a general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and “Independent Director” means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and “Members” or “Shareholders” means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving

	company within the meaning of the Law and the Applicable Listing Rules;
Month	a calendar month;
NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- <ul style="list-style-type: none"> (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;
Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;

Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEX, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;
Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as

	revised), to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 95;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: <ul style="list-style-type: none"> (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed. <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;</p>
Spin-off	an act wherein a transferor company transfers all of

its independently operated business or any part of it to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;

Statutory Reserve a reserve set aside in an amount equal to ten percent (10%) of the total amount of after-tax net profit for the period and other items adjusted to the then-current year's undistributed earnings other than after-tax net profit for the period as calculated by the Company under the Applicable Listing Rules;

Subordinate Company any company (a) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (b) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (c) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (d) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;

TDCC the Taiwan Depository & Clearing Corporation;

TPEX the Taipei Exchange, originally named as GreTai Securities Market (GTSM), in Taiwan;

Treasury Shares Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and

TWSE the Taiwan Stock Exchange Corporation.

- (2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (3) In these Articles unless the context otherwise requires:
 - (a) words importing the singular number shall include the plural number and vice-versa;

- (b) words importing the masculine gender shall include the feminine gender and neuter genders;
 - (c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and
 - (d) "may" shall be construed as permissive and "shall" shall be construed as imperative.
- (4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:
- (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.
4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:
- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

- (b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;
 - (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;
 - (d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;
 - (e) other matters concerning rights and obligations incidental to the Preferred Shares; and
 - (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.
- (2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.
6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall, in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber, deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date the Board resolves to issue Shares. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.
- (2) When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time with the payment for Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such

circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.

- (3) The Company shall not issue bearer Shares.
 - (4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.
 - (5) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.
8. During the Relevant Period:
- (a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and
 - (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to Subparagraph (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the Emerging Market, the TPEX and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.
9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:
- (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;
 - (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

- (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.
10. (1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:
- (a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company save as otherwise provided by these Articles;
 - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;
 - (c) in connection with distribution of the Employees' compensation;
 - (d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
 - (e) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or
 - (f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.
- (2) Article 8 and Article 9 shall not apply to any of the following circumstances:
- (a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;
 - (b) all new Shares are issued as consideration for being acquired by the other company with the intention of takeover;
 - (c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;
 - (d) new Shares are issued for the share exchange entered into by the Company,
 - (e) new Shares are issued for a Spin-off effected by the transferor company;
 - (f) new Shares are issued in connection with any Private Placement conducted pursuant to Article 13; or
 - (g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

- (3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.
11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.
12. During the Relevant Period, the Company may, subject to approval of Shareholders by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.
13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:
- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;
 - (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or
 - (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.
- (2) Subject to the preceding paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.
14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.
15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing

Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C.(as revised).

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.
17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.
19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20.
 - (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.
 - (2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.
- (2) During the Relevant Period:
 - (a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained earnings, premium on capital stock, and realized Capital Reserve.
 - (b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.
22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.
- (2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.
23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register as the holder of the Treasury Shares, provided that:
 - (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;
 - (c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law; and
 - (d) no dividend/bonus may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.
- (2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person (including the Employees; the

qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article) upon such terms and manner and subject to such conditions as the Board thinks fit. The Board may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.

- (3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.
 - (4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the “**Discount Transfer**”), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:
 - (a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;
 - (b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;
 - (c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;
 - (d) matters that the Board is of the opinion that may affect Shareholders' equity, including:
 - (i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and
 - (ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.
 - (5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.
24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to

the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

- (2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.
26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rules, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rules otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of

electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

- (2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers (the “**Book Closure Period**”) at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the Book Closure Period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Emerging Market, the TPEX or the TWSE (where applicable). The annual general meeting shall be convened by the Board.
30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.
31. During the Relevant Period, all general meetings shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.
32.
 - (1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the total issued Shares of the Company as at the date of deposit of the requisition notice for a period of at least one (1) year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.
 - (2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three (3) months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.
 - (3) In addition to the circumstance where the Board should have convened a general

meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.

33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, and subject to the Law and the Applicable Listing Rules, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.
- (2) At any time other than the Relevant Period, at least five (5) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.
35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
- (2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.
36. The following matters shall not be considered, discussed or proposed for approval at a

general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:

- (a) any election or removal of Director(s);
 - (b) any alteration of the Memorandum and/or these Articles;
 - (c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24;
 - (d) applying for the approval of ceasing the status as a public company;
 - (e) any dissolution, voluntary winding-up, Merger, share exchange, Consolidation or Spin-off of the Company;
 - (f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;
 - (g) the transfer of the whole or any material part of the Company's business or assets;
 - (h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (i) carrying out a Private Placement of any equity-type securities issued by the Company;
 - (j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;
 - (k) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares; and
 - (l) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.
37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission and the Emerging Market, the TPEX or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.
38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.
40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.
- (2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.
- (3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
- (4) The Board shall include a proposal submitted by Member(s) unless:
- (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;
 - (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the Book Closure Period before the relevant annual general meeting of the Company;
 - (c) the proposal contains more than one matter;
 - (d) the proposal contains more than three hundred (300) words; or
 - (e) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.
- (5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.

- (6) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.
41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.
42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.
43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.
44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.
45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.
46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:
- (a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (d) distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;
 - (e) effect any Spin-off of the Company;

- (f) enter into any share exchange;
 - (g) authorise a plan of Merger or Consolidation involving the Company;
 - (h) resolve that the Company be wound up voluntarily;
 - (i) carry out a Private Placement;
 - (j) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;
 - (k) change its name;
 - (l) change the currency denomination of its share capital;
 - (m) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (n) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (o) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;
 - (p) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;
 - (q) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;
 - (r) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;
 - (s) appoint an inspector to examine the affairs of the Company under the Law;
 - (t) issue new Shares to Employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 12; and
 - (u) apply for the approval of ceasing the status as a public company.
- (2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share exchange or any Spin-off entered into or carried out by the Company while the

surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEX listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

47. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.
48.
 - (1) Subject to the compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Subparagraph (b) of Paragraph (1) Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.
 - (2) Subject to the compliance with the Law, in the event that the Company resolves to carry out any Spin-Off, Consolidation, Merger, acquisition or share exchange (collectively, the "**Merger and Acquisition**"), a Member expressing his dissent in accordance with the Applicable Listing Rules may request the Company to purchase all of his Shares at the then prevailing fair price.
 - (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "**Dissenting Members**") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance.
 - (4) Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase price, the Company shall pay for the Shares to be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such

Dissenting Members.

- (5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.
49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.
50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular the Rules Governing the Conduct of Shareholders Meetings of R.O.C. Public Companies).

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.
53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.
54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.
55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its

representative at any general meeting or at any meeting of a Class of Members of the Company.

56. (1) Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:
- (a) the Company itself (if such holding is permitted by the Law);
 - (b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or
 - (c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.
- (2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.
- (3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.
57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member. Any Member who intends to exercise his voting power by

way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his Shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document, impromptu proposal and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporaneous matters or amendment to resolution(s) proposed at the general meeting.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his prior voting instructions by a written instrument or by way of electronic transmission, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 58.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.
- (2) Subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.
60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the

subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.

61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his proxy appointment, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 61.
62. A Member who has served the Company with his voting decision in accordance with Article 57 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.
63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.
64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than five (5) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

- (2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.
 - (3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.
 - (4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (a) the number of votes conferred by such Member's Shares and (b) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in this Paragraph (4) of this Article, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.
 - (5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Methods of Election of Directors and Supervisors of R.O.C. Public Companies).
66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.
67. Subject to these Articles, each Director shall be appointed to a term of office not exceeding three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.

68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.
- (2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.
69. A chairman of the Board (the “**Chairman**”) shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.
70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard and (d) such other relevant factors.
71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.
72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, exercise due care and skill and act in the best interest of the Company in conducting the business operation of the Company, including matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.
- (2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.
- (3) The preceding two paragraphs of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.
74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).
76. During the Relevant Period, the qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an

election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.

78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

79. (1) Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.
- (2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.
- (3) Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors, or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.
80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

81. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.
- 82.1 (1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the formation of audit committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.
- (2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.
- (3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:
- (a) Adoption or amendment of an internal control system.
 - (b) Assessment of the effectiveness of the internal control system.
 - (c) Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.

- (d) A matter bearing on the personal interest of a Director.
 - (e) A material asset or derivatives transaction.
 - (f) A material monetary loan, endorsement, or provision of guarantee.
 - (g) The offering, issuance, or Private Placement of any equity-type securities.
 - (h) The hiring or dismissal of an Auditor, or the compensation given thereto.
 - (i) The appointment or discharge of a financial, accounting, or internal auditing officer.
 - (j) Annual and semi-annual financial reports.
 - (k) Any other material matter so required by the Company or the competent authority.
- (4) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.
- 82.2 (1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the formation of remuneration committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.
- (2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, one of whom shall be the convener.
 - (3) The remuneration committee of the Company shall exercise the care of a good administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:
 - (a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.
 - (b) Periodically evaluate and prescribe the remuneration of Directors and officers.

(c) Any other material matter so required by the Company or the competent authority.

- 82.3 (1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.
- (2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.
- (3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.
- (4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:
- (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;
- (b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

- (c) has been imposed a final sentence due to violation of the Anti-corruption Act, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;
 - (d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;
 - (e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
 - (f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;
 - (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;
 - (h) ceases to be a Director by virtue of Article 84;
 - (i) resigns his office by notice in writing to the Company;
 - (j) is removed from office pursuant to these Articles; or
 - (k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.
- (2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.
- (3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the Book Closure Period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the

Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Emerging Market, the TPEX, the TWSE or the Commission (where applicable), the following relationships shall not exist among half or the majority of the Directors: (a) a spousal relationship; or (b) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.
85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.
86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six (6) months or a longer time may request in writing any Independent Director of the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.

88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time if this has been agreed to by a majority of the Directors at such meeting. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.
89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.
90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.
91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.
92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.
94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend or bonuses, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "**Special Reserve**").
96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve set aside during the Relevant Period shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless any Statutory Reserve or Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.
97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.
- (2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend/bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment

and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

98. Where any difficulty arises in regard to any declaration of dividends or bonuses or other distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses to be paid to the Members according to their rights and interests, including such interim dividends/bonuses as appear to the Board to be justified by the position of the Company.

100. (1) As the Company is in the growing stage, the dividend/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wishes to distribute.

- (2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than one percent (1%) and not more than six percent (6%) of the profits for such year to the Employees (unless otherwise provided by the Law and the Applicable Listing Rules, the qualifications of such Employees shall be determined by the Board) as the Employees' compensation in the form of shares or in cash and may distribute not more than five percent (5%) hereof to the Directors as the Directors' compensation, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.

- (3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and

these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has earnings, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Board may, by a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years (including adjusted undistributed profits) in part or in whole to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; and in addition thereto a report of such distribution shall be submitted to the general meeting, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.

- (4) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.
- (5) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.
- (6) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to unappropriated profit of the Company.

101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.

102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. (1) The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and

explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.

- (2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Law and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.
104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (a) the business report; (b) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (c) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.
105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.
106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.
107. During the Relevant Period, the Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.
108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the copy of the public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:
- (a) the types, number and amount of shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;
 - (b) the recommendations made by the Board to the Members on such tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer, and the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;
 - (c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and the contents of such change, if any;
 - (d) the types, number and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and
 - (e) other relevant significant information.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the Emerging Market, the TPEX or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.
114. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.
115. Any notice or other document, if served by:
- (a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.
116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

- 120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.
- (2) The preceding agent shall have residence or domicile in the R.O.C.
- (3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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Appendix 2

1 Purpose

To establish a good governance system for the Shareholders' meeting of the Company, strengthen the oversight and enhance to functions of management, the rules of procedure are prepared based on the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" for compliance. Unless otherwise specified in the laws and regulations or the Charter, these rules shall be adhered to.

2 Scope

Applicable to M. J. International Co., Ltd.

3 Definition

The term "listing period," refers to period from the initial public offering, or the period included before the listing date on the emerging stocks, OTC Center of Taipei Exchange, Taiwan Stock Exchange, or any stock exchange market in Taiwan of the negotiable securities of the Company. (When such negotiable securities are suspended, the period of suspension is still included.)

4 Responsibilities

The Audit Unit is responsible of assisting the amendments of the rules.

5 Job Contents

5.1 Convening shareholders' meetings and shareholders' meeting notices

5.1.1 The shareholders' meeting of the Company shall, unless otherwise provided for in the laws or the Articles of Incorporation, be convened by the Board of Directors.

5.1.2 During the period of listing, 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 Market Observation Post System (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 agenda 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. In addition, before 15 days before the date of the shareholders' meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

5.1.3 During the periods other than the listing period, the shareholders shall be informed 5 days in advance in writing notice for the convening of the shareholders' meeting. However, up on the prior or simultaneous unanimous consent of the whole shareholders, such notice may be waived. Such notice and consents may be delivered electronically. During the periods other than the listing period, with the consents of more than a half of the shareholders with rights to attend the meetings and voting rights, who represent 95% of the issued shares, the notice of shareholders' meeting may be given in a shorter time, or be waived at all.

5.1.4 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.

5.1.5 Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital or enforced buyback of corporate stocks and the cancellation of the shares so

purchased under Article 24, Paragraph 1 of Articles of Incorporation, application for the approval of ceasing its status as a public company, release of non-compete obligations or approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 43-6 of the Securities and Exchange Act shall be itemized and the essential contents thereof shall be explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

5.1.6 Shareholder(s) holding one percent (1%) or more of the total number of the Company's outstanding shares may propose to the Company a motion for discussion at a general shareholders' meeting, provided that only one matter shall be allowed in each single motion, and in case a motion contains more than one matter, such motion shall not be included in the agenda. Where the motion proposed by the shareholders meets any of the circumstances referred to in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors may not include the motion in the agenda.

5.1.7 Prior to the book closure date before a regular shareholders' meeting is held, The Company shall publicly announce that it will receive shareholder proposals, by correspondence or electronic means and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

5.1.8 Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

5.1.9 Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

5.1.10 If re-election of the Board (including independent directors) and the date of appointment thereof are both stated clearly on the reasons for convening a shareholders' meeting, then the date of appointment shall not be changed by extempore motion or other means during the same meeting after the re-election of the Board is completed.

5.2 Proxy Form of the Shareholders' Meeting

5.2.1 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

5.2.2 A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

- 5.2.3 After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- 5.3 Place of the Shareholders' Meeting
The venue for a shareholders' meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
- 5.4 Notice, Register of Attendance, Proxy, and Signing-in
- 5.4.1 The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
- 5.4.2 The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.
- 5.4.3 Shareholders and their proxies (collectively, "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- 5.4.4 This Corporation 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. This Corporation shall furnish attending shareholders with the meeting agenda book, annual report (applicable during the listing period), 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.
- 5.4.5 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.
- 5.5 The Shareholders' Meetings Are Convened by the Board of Directors
- 5.5.1 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.
- 5.5.2 When a managing director or a director serves as chair, as referred to in Article 5.5.1, the managing director or director shall be one who has held that position for six months or more

and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

5.5.3 It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

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

5.6 Documentation of a shareholders' meeting by audio or video

5.6.1 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. However, during the listing period, the recording shall be uninterrupted for whole times.

5.6.2 The recorded materials of Article 5.6.1 shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

5.7 Calculation of the Attending Shares of the Shareholders Meetings

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

5.7.2 The chairperson shall call the meeting to order at the appointed meeting time, provided that where the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement for no more than twice and for a combined total of no more than 1 hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one-thirds of the total number of issued shares, the chairperson shall declare the meeting adjourned.

5.7.3 If the quorum is not met after two postponements as referred to in Article 5.7.2 herein, but the attending shareholders represent one-thirds or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of Article 175 of the Company Act, and all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

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

5.8 Agenda of the Shareholders' Meeting

5.8.1 If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Relevant proposals (including extempore motion and the amendment to original agenda) shall be passed on a one agenda by one agenda basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a

resolution of the shareholders' meeting.

5.8.2 The provisions of the Article 5.8.1 apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

5.8.3 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the Article 5.8.1 and 5.8.2 (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

5.8.4 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote where appropriate voting time shall be arranged.

5.9 Shareholder Speech

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

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

5.9.3 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. Unless the prior consent for the chair is obtained, the shareholders' speeches regarding the reports specified in the agenda, only start after all the reports are read by the chair or the designated persons by the chair. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. Shall such violation be not stopped, or with other actions interrupting the meeting, the chair may take necessary treatment or judgement.

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

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

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

5.10 Voting of the Shareholders' Meeting

5.10.1 Voting at a shareholders' meeting shall be calculated based the number of shares.

5.10.2 With respect to resolutions of shareholders' meetings, the number of shares held by a

shareholder with no voting rights shall not be calculated as part of the total number of issued shares. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

5.10.3 The number of shares for which voting rights may not be exercised under Article 5.10.2 shall not be calculated as part of the voting rights represented by attending shareholders.

5.10.4 With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

5.11 Voting of the Shareholders' Meeting

5.11.1 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

5.11.2 When The Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence; when voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived the rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that The Company avoid the submission of extempore motions and amendments to original proposals.

5.11.3 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results of voting (including the statistical tallies of the numbers of votes), tallies of the numbers of votes for each candidate of director (independent director) if an election is held and shall be retained for the duration of the existence of The Company.

5.11.4 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

5.11.5 Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, shall there be no objection to any proposal after the chair consult all the attending shareholders, it is deemed passed, with the same effect as the voting; if there is any objection, voting shall be conducted. However, the election of director shall abide by the Procedure of Directors' Election of the Company

and relevant laws and regulations. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. During the listing period, after the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

5.11.6 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

5.11.7 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

5.11.8 Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. The ballots are not announced for voting (election included). 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.

5.12 Election of Directors in Shareholders' Meetings

5.12.1 The election of directors at a shareholders' meeting shall be held in accordance with the Procedure of Directors' Election of the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

5.12.2 During the listing period, the ballots for the election referred to in Article 5.12.1 shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

5.13 Minutes of Shareholders' Meetings

5.13.1 Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

5.13.2 During the listing period, the Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

5.13.3 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

5.14 Public Disclosure of the Number of the Solicited Shares/Proxied Shares, and the Resolutions of Shareholders' Meetings

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

5.14.2 If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

5.15 Affairs of Shareholders' Meetings

5.15.1 Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

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

5.15.3 At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

5.15.4 When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

5.16 Recess and resumption of a shareholders' meeting

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

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

5.16.3 A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

5.17 Application during the Listing Period

The rules specified in Article 5.1.6 to 5.1.9, and Article 5.14 are applicable during the listing period of the Company.

5.18 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

6 Related forms

None

7 Related documents

None

8 Attachments

None

Measures for Election of Directors

1. Purpose

This measure is developed to elect directors under fairness, justification and publication, which is subject to Article 21 and 41 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies". The election of our directors shall be subject to this measure, unless otherwise specified in the law, orders or the Article of Association.

2. Scope

This measure applies to M. J. International Co., Ltd..

3. Definition

The so-called "listing period" refers to the period spanning from the time before the Company's securities are issued at the first time or listed in OTC market, Foundation security over-the-counter trade center, TWSE or any other trading markets for Taiwan securities (the period that securities are suspended in trades for any reason shall be also included).

4. Duty and Responsibility

The audit unit is responsible for assistance of development and maintenance of this measure.

5. Content of work

5.1 Setting of director election

5.1.1 The Company's election of directors shall consider overall setting of the Board of Directors.

5.1.2 The composition of the members of the Board of Directors shall consider diversification and appropriate guideline shall be developed in respect of operation, operational pattern and developmental demand, which includes but not limited to the standards meeting the following two dimensions:

1. Basic condition and value: Gender, age, nationality and culture etc.
2. Know-how and capability: Professional background (such as legal, accounting, industry, finance, marketing or technology), professional capability and experiences of industry and so on.

5.1.3 The members of the Board of Directors shall have knowledge, capability and literacy required for the duties, which include:

1. Capability of operational judgment.
2. Capability of accounting and financial analysis.
3. Capability of operational management.
4. Capability of risk handling.
5. Knowledge for industry.
6. International view for markets
6. Leadership
7. Decision-making capability.

5.1.4 There shall be a majority of seats among directors not in a kidney relationship such as spouse or within second-degree relative.

5.1.5 The composition of the members of the Board of Directors shall be considered to adjust pursuant to the result in performance assessment on the Board of Directors Meeting.

5.2 Qualification of independent director

5.2.1 The qualification of the Company's independent director shall meet the provisions set forth in Article 2, 3 and 4 of the "Listed Company's Measures of Setting Independent Director and Subject Matters to Follow".

5.2.2 The election of the Company's independent director shall meet the provisions set forth in Article 5, 6, 7, 8 and 9 of the "Listed Company's Measures of Setting Independent Director and Subject Matters to Follow", and Article 24 of the "Listed and OTC Company Governance Practices Rules".

5.3 Election of directors

5.3.1 The election of the Company's directors shall be accomplished pursuant to the candidate nomination system and procedures set forth in Article 192-1 of the Company Act. Unless otherwise specified in the law and regulation, none of certificates demonstrating the competency shall be requested to attach at free will and the Director Candidates List and respective educational background, job experiences shall be made in public for selection of competent director. However, the election of all directors during the listing period shall be accomplished by candidate nomination system.

5.3.2 In case where a director's dismissal causes the number of directors to be less than 5, the Company shall launch a by-election procedure in the latest Shareholders' Meeting; however, in event that the number of vacancy has reached one-third portion of the seat setting in the Articles of Association, the Company shall summon Shareholders' Interim Meeting for by-election within 60 days of the occurrence.

5.3.3 In case that the number of independent director is less than the proviso to Paragraph 1, Article 14-2 of the Security Trade Act, the regulation related with Taiwan Security Exchange Listing Review Rule or Paragraph 8 of the R.O.C. Security Over-the-Counter Trade Center's "Approval Standard Specifying Not Appropriate for OTC Set Forth in Every Subparagraph, Paragraph 1, Article 10 of the Guidelines for Review of Trading Security in Securities Firm's Business Site", by-election shall be launched in the latest Shareholders' Meeting; in case of all independent directors resign, by-election shall be launched by summoning the Shareholders' Interim Meeting in 60 days of the occurrence.

5.4 Procedures for Election of Directors

The director election of the Company shall be accomplished by aggregated voting system, wherein every share has the election right of selecting the same number of director, either one or allocated to multiple ones.

5.5 Electoral ballot papers for director

Same number of electoral ballot paper as that elected as director shall be made by the Board of Directors filled with the number of ballot paper, names of shareholder distributed to attend the Shareholders' Meeting and elector, so as to replace the Attendance Number printed on the

ballot paper.

5.6 Number of Directors

The number of suffrage for independent director and dependent director is calculated separately by the Company's directors pursuant to the number prescribed in the Articles of Association and candidates with larger number of ballot paper representing suffrage shall be elected by sequence; in the case that more than 2 candidates with the equivalent number of suffrage, candidates with the same number of suffrage shall be determined by drawing lots, and the chairperson will draw lots on behalf of unattended candidates.

5.7 Appoint ballot paper inspector and teller

Prior to the commencement of the election, the chairperson shall appoint some ballot paper inspectors and tellers with identity of shareholder to perform a range of related duties. The voting box is prepared by the Board of Directors and inspector inspects it in front of all before voting.

5.8 The Elected Person with identity of shareholder

If the elected person is the shareholder, elector shall fill out the account name and shareholder account No. in the elected person column on the ballot paper; in case of not a shareholder, elector shall fill out the name and identification card No. of the elected person. However, in case that the government or legal entity shareholder is the elected person, the column, Account name, of the elected person on the ballot paper shall be filled with the name of the government or legal entity, along with the name of the government or legal entity and its representative; in case of multiple representatives, the name of each shall be filled separately.

5.9 Ballot paper recognized as null

Ballot paper which meets one of the following conditions shall be deemed as null:

1. Voter did not use the ballot paper prepared by the Board of Directors.
2. Voter who put empty one into the voting box.
3. Voter's writing is illegible failed to identify or was altered.
4. If the filled elected person is a shareholder, the Account name, shareholder Account No. did not match with those on the shareholder list; otherwise, the name, Identification Card No. happened with mismatch after checks.
5. In addition to the account name (name) or shareholder account No. (Identification Card No.) of the elected person and the number of suffrage allocated to, other texts were also attached.
6. The name of the filled elected person without shareholder account No. or Identification Card No. to identify is identical to that of other shareholders.

5.10 List of Elected Directors

Upon completion, vote counting process initiates and the result shall be announced by the chairman, including the Elected Directors List and the number of elected suffrage.

The ballot paper of the preceding election shall be maintained well upon the observer seals with signature given onto and shall be maintained for at least one year. However, in case of any suit raised by shareholder pursuant to Article 189 of the Company Act, all ballot papers shall be

maintained until end of the litigation.

5.11 Development and amendment to the Measure

This Measure will be enacted upon it passes in the Company's Shareholders Meeting, so will be the amendment.

6 Related forms

Not applicable

7 Related documents

Not applicable

8 Annex

Not applicable

Appendix 4

Shareholdings of Directors

Shareholdings of all of the Company's directors

The shares held by the Company's directors referred to in the roster of shareholders by the date of transfer suspension (April 5, 2021) at this general shareholders' meeting are stated as follows:

Job title	Name	Current quantity of shares held	
		Quantity of shares	Shareholding
Director	Black Dragon Assets Limited (Representative: Chen Pen-Yuan)	4,478,400	6.779%
Director	Crown Harvest Company Limited (Representative: Chen Chien-Yuen)	12,204,000	18.474%
Director	Chairman Management Corp. (Representative: Kao Chen-Sheng)	3,999,000	6.054%
Director	Yuanta Bank as Trustee of Luckmore Investments Limited Investment Account (Representative: Ho Ping-Hsien)	7,779,000	11.776%
Director	Lin An-Hsiu	1,370,500	2.075%
Director	Hsieh Ming-Feng	760,000	1.150%
Independent director	Lin Chiang-Liang	0	0.000%
Independent director	Liao Wen-Chi	0	0.000%
Independent director	Chiou Yyh-Shen	0	0.000%

Note 1: The shares issued by the Company's until the date of transfer suspension (April 5, 2021) at this general shareholders' meeting totaled 66,059,000 shares.

Note 2: The statutory quantity of shares to be held by all of the Company's directors should be 5,284,720 shares 30,590,900 shares held until the date of transfer suspension (April 5, 2021) at this general shareholders' meeting.

Note 3: The shares held by the independent directors were excluded from said quantity of shares held by all of the Company's directors.

Note 4: The Company established the Audit Committee. Therefore, no requirements about statutory quantity of shares to be held by supervisors should apply.