

Stock Code: 6021

Good Finance Securities Co., Ltd.

2023 Annual General Meeting

Meeting Handbook

Time: 10:00 a.m., May 24, 2023 (Wednesday)
Location: Room E, 4th Floor, No. 2, Section 3, Minsheng East Road,
Zhongshan District, Taipei City
Type of Meeting: A physical shareholder's meeting is held with assistance of video conferencing using the platform provided by Taiwan Depository & Clearing Corporation.
Company website: www.tcstock.com.tw
TDCC e-voting platform: <https://www.stockvote.com.tw/evote/index.html>

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One. Meeting Agenda

Meeting Agenda of Good Finance Securities Co., Ltd. 2023 Annual General Meeting

Time: 10:00 a.m., May 24, 2023 (Wednesday)
Location: Room E, 4th Floor, No. 2, Section 3, Minsheng East Road, Zhongshan District, Taipei City
Type of Meeting: A physical shareholder's meeting is held with assistance of video conferencing using the platform provided by Taiwan Depository & Clearing Corporation.
Chairman: Hank Huang, Chairman of the Board of Directors

I. Report Votes Represented by Present Shareholders; Call the Meeting to Order

II. Chairperson Remarks

III. Report Items

- (I) 2022 Business Report
- (II) 2022 Audit Committee Review Report on the Financial Statements
- (III) Report on 2022 Distribution of Employees' Compensation and Remuneration to Directors

IV. Proposed Resolutions

- (I) 2022 Business Report and Financial Statements
- (II) 2022 Earnings Distribution Table

V. Discussion

- (I) Amendments to the Company's Articles of Incorporation.
- (II) Amendments to the "Operating Procedure for Acquisition or Disposal of Assets"

VI. Election

Election of directors of the 18th term of Board of Directors (including independent directors).

VII. Other Matters

Release of non-competition restrictions for Directors.

VIII. Extraordinary Motion

IX. Adjournment

Report Items

Report No. 1 (Proposed by the board of directors)

Subject: The Company's 2022 Business Report is submitted for review.

Description: Please refer to Attachment 1 on page 8 to 9 of the Handbook for the 2022 Business Report.

Report No. 2 (Proposed by the Board of Directors)

Subject: The Audit Committee's review report is submitted for review.

Description: Please refer to Attachment 2 on Page 10 of the Handbook for the Audit Committee's Review Report.

Report No. 3 (Proposed by the Board of Directors)

Subject: The report on distribution of employees' compensation and remuneration to directors is submitted for review.

Description:

1. The Company's 2022 employees' compensation and remuneration to directors have been approved by the 17th term of board of directors at the 19th meeting on March 7, 2023. The amount of NT\$318,388 shall be appropriated for employees' compensation and NT\$318,388 for directors' remuneration, both to be paid in the form of cash.
2. There is no difference between the actual amount paid to employees' compensation and remuneration to directors with that estimated for 2022.

Proposed Resolutions

Report No. 1 (Proposed by the board of directors)

Subject: The 2022 Business Report and Financial Statements are submitted for acknowledgement.

Description:

1. The Company's board of directors has prepared the 2022 Business Report, Earnings Distribution Table, Parent Company Only Financial Statements and Consolidated Financial Statements. The same were submitted to 19th meeting of the 4th term of the Audit Committee for review on March 7, 2023, and the Audit Committee issued its audit report thereon accordingly.
2. Please refer to the Attachment 1 on page 8 to page 9 and Attachment 3 and 4 on page 11 to page 36 of the Handbook for the 2022 Business Report, the Independent Auditors' Report, the aforesaid financial statements and the Earnings Distribution Table, respectively.

Resolution:

Report No. 2 (Proposed by the Board of Directors)

Subject: The proposed distribution of earnings 2022 is submitted for acknowledgement.

Description: The proposal for distribution of the Company's 2022 earnings were submitted to 19th meeting of the 4th term of the Audit Committee for review on March 7, 2023, and approved upon resolution of 19th meeting of the 17th term of the board of directors on March 7, 2023. Please refer to Attachment 4 on Page 36 of the Handbook for the earnings distribution table.

Resolution:

Discussion

Report No. 1(Proposed by the board of directors)

Subject: The amendments to “Articles of Incorporation” are submitted for discussion.

Description:

1. The highlights of this amendment to the Articles of Incorporation are as follows:
 - (1) For the purpose of meeting the Company’s operational needs and motivating employees, the Company’s shareholders’ meeting shall specify the procedures for agreeing on the price of employee stock options and the price of treasury shares to be transferred to employees. Therefore, Article 5, Paragraph 3 of the Company’s Articles of Incorporation is hereby amended.
 - (2) For the purpose of enhancing corporate governance, it is proposed to add that the Board of Directors may establish various functional committees and to specify that the Board of Directors shall decide on the organization for each functional committee. Therefore, Article 25, Paragraph 2 of the Company’s Articles of Incorporation is hereby amended.
 - (3) In considering the possibility to change the title of the managerial officers and to adjust the nomination system in the future, the Company amended Article 27 of the Company’s Articles of Incorporation to allow the flexibility to do so.
 - (4) To specify that the recipients of employee compensation may include the employees of parents or subsidiaries of the company meeting certain specific requirements, therefore, Article 30 of the Company’s Articles of Incorporation shall be amended.
 - (5) For the purpose of enhancing the effectiveness of shareholders’ investment and increasing the operating flexibility of the Company, it is proposed to specify that the distribution of the Company’s earnings or the appropriation of losses shall be made after the end of each semi-annual period. In addition, if the distributable dividends and bonuses or reserves in whole or in part are paid in cash, the Board of Directors is authorized to approve the distribution and report the same to the shareholders’ meeting. Therefore, Article 30-1 of the Company’s Articles of Incorporation is hereby amended.
2. The comparison table for the Company’s Articles of Incorporation Before and After Revision is attached as Attachment 5 on pages 37 to 40 of the Handbook.

Resolution:

Report No. 2 (Proposed by the Board of Directors)

Subject: The amendments to the “Operating Procedure for Acquisition or Disposal of Assets” are submitted for discussion.

Description: The amendments to these Operating Procedures include Article 8, 9 and 11 for the acquisition or disposal of securities, real property and equipment, intangible assets or their right-to-use assets, or the authorization amount and level of transactions of memberships. The Board of Directors is authorized to set the authority level to approve the transaction. The comparison table before and after the revision is shown in Attachment 6 on pages 41 to 42 of the Handbook.

Resolution:

Election

Subject: Election of directors of the 18th term of Board of Directors (including independent directors).

Description:

1. Article 17 of the Articles of Incorporation provides that the Company shall have 7 to 11 directors and shall adopt the nomination system. Directors shall be elected by shareholders from the list of candidates. Among these, the directors shall include no less than three independent directors who shall be no less than one-fifths of all the directors. ”
2. As resolved at the 19th meeting of the 17th term of the Board of Directors held on March 7, 2023, eleven directors (including three independent directors) were elected at the shareholders’ meeting for a term of three years commencing on May 24, 2023 and ending on May 23, 2026.
3. The Company adopts the candidate nomination system for the election of directors, and the shareholders shall elect the directors and independent directors from among the nominees listed in the roster of director candidates. Independent and non-independent directors elected at the same time, but in separately calculated numbers.
4. The candidate list for this election of directors (including independent directors) has been reviewed and approved at the 20th meeting of the 17th term of the Board of Directors held on April 11, 2023. Please refer to Attachment 7 on pages 43 to 45 of this Handbook for their education, experience and other relevant information.

Election Result:

Other Matters

Subject: Release of non-competition restrictions for Directors.

Description: As the Company’s newly elected directors and their representatives may invest in or operate a business which is identical or similar to the business scope of the Company and serve as directors or managers, in order to meet actual business needs and without prejudice to any interests of the Company, the Company proposes to explain the significant contents of their activities and obtain the permission from the shareholders in accordance with Article 209 of the Company Act. It is proposed to approve the release of non-competition restrictions for these Directors as follows:

Position	Name	Serves in positions of other companies
Director	Caterpillar Capital Co., Ltd. Representative: Hank Huang	Chairman, Asia Value Asset Management Co., Ltd. Chairman, Asia Value Cornerstone Capital Co., Ltd. Chairman, Xin Yi Ling Co., Ltd. Chairman, Asia Value Capital Co., Ltd. Chairman, Caterpillar Capital Co., Ltd. Chairman, Shanghai Kuhan Investment Management Ltd. Chairman, Asia Value Capital Chairman, Asia Value Capital (Shanghai) Ltd. Chairman, Asia Value Capital (Hangzhou) Ltd. Chairman, Aman Co., Ltd. Chairman, Good Innovation Co., Ltd. Director, Cheng Yu Sheng Investment Co., Ltd. Chairman, Software Innovation Co., Ltd.
Director	Ming-Li Chuang	Chairman, Hsin I Tai Investment Co., Ltd.
Director	Caterpillar Capital Co., Ltd.	Chairman, Da Han Capital Co., Ltd.

	Representative: Yang, Tun-Hsi	
Director	Caterpillar Capital Co., Ltd. Representative: Peng, Hsuan-Ching	Director, Bar Koo Investment Corporation
Independent Director	Lin, Keng-Chou	Chairman, Hsing Chou Investment Co., Ltd.

Extraordinary Motion

Adjournment

[Attachment 1] Business Report

Good Finance Securities Co., Ltd.

2022 Business Report

Changes in the financial market environment

As we look back at the global financial markets in 2020 to 2021, global stock markets hit new record highs in a long and optimistic atmosphere. However, because of the Russia-Ukraine war in 2022, the raw material supply worldwide has been disrupted, energy and material prices have risen sharply, causing the inflation to worsen, forcing the US Federal Reserve to take rapid action to raise the interest rate. Subsequently, the central banks in various countries began to initiate austerity and China adopted an aggressive Zero-COVID policy, and the U.S. and China competed in the chip war, etc. As the result, the investors dumped risky assets and the stock and bond markets around the world dropped sharply, such as the Philadelphia half index fell 48% and the S&P 500 fell 29%, and Taiwan stocks fell 22% and closed at 14,137 points for the year.

In 2022, the stock market fluctuated violently, the trading volume also shrank significantly. The average daily volume of the Centralized Ordered Market was NT\$242.1 billion, a 38% decrease from the previous year; and the average daily volume of the OTC market was NT\$60.4 billion, also a 27% decrease from the previous year. The operating profit of the entire securities industry in the market is facing a sharp decline, and the average profit has decreased by 63% compared with last year. The financial industry's 2022 profit before tax was \$479.8 billion, a decrease of \$455.7 billion as compared to 2021, the lowest figure in the past decade.

Operating results

As a result of the sharp decline in the global financial markets, the Company's operations in 2022 were considered to be difficult. The Company reported consolidated revenue of NT\$869,915 thousand, consolidated net income of NT\$52,496 thousand, and earnings per share after tax of NT\$0.17 for 2022.

Total equity at the end of 2022 was NT\$4,559,950 thousand, with a net value of NT\$14.87 per share. As for financial ratios, the current ratio is 165.75% and the debt ratio is 61.95%, which means that the overall financial structure of the Company is sound.

According to Fitch Ratings, the Company's long-term domestic credit rating for 2022 is BBB+ and its short-term domestic credit rating is F2, both of which remain stable.

Focus on transformation and development

On January 26, 2022, the Company officially changed its name to "GOOD FINANCE SECURITIES". The new brand name will be more closely related to the core values and future prospects of the Company.

In order to accomplish our mission to create more happiness and goodness in the world through our financial services, we aim to provide more stable and competitive financial products to our customers in order to support their dreams in life. At the same time, we continue to enhance the quality of our services and improve our financial service process to satisfy our customers.

The Company is moving into a phase where it will grow more structurally. In the coming years, we will continue to invest substantially in hardware, bring in technology talent and develop IT management solutions to support the Company's transformation from a securities brokerage firm to a financial technology company. Transformation is not easy, change requires determination and long-term commitment. As the Company continues to invest in its future core competencies, there is a discrepancy between short-term investments and long-term returns. There will be a time lag between input and outcome. However, we believe that this transition period will soon be over as the Company continues to grow.

Development strategy

The Company used to operate its business primarily in brokerage and securities financing. After the transformation,

we will strengthen our own investment, financial and technology products. We hope to form a positive cycle through diversification.

The Company started its asset management business in 2020, and since then, the scale of the assets entrusted to us by our clients has exceeded NT\$5 billion and we have more than 2,400 clients.

- I. We continue to invest in financial technology and develop digital platform to help our customers have a better digital experience, and we are actively expanding our business scale and recruiting technology talents. The Company aims to provide customers with a more diversified and quality digital service experience by focusing on the development of financial technology, information security, and information innovation.

Our fund management APP has been launched, customers can open an account, subscribe and renew a contract, and view accounts for the bond plus capital guarantee structured commodity PGN online at one time, which is a very meaningful milestone and a big step in the transformation to a fintech company.

- II. We will continue to expand our asset management business. Apart from producing our own fixed income products, we will further explore the overseas bond sub-brokerage market to actively serve our clients and expand our business scale.

Future prospect

The Company aims to integrate the diversified financial services capabilities of the Group and increase its asset management services by adopting the management philosophy of "prudent, steady and decent management" under a long-term prudent management strategy. By providing competitive asset management products and with our professional and reliable investment advisors, we will continue to implement various mechanisms for risk and internal control management, strengthen our business structure, demonstrate our innovation ability, and enhance the competitiveness in each business to create more and better value for our clients and shareholders, and move towards "creating a better brokerage firm for our clients"!

Chairperson of the board: Hank Huang President: Chuang, Ta-Hsiu Accounting manager: Wu, Tzu-Ying

Good Finance Securities Co., Ltd.
Audit Committee's Review Report

The Company has duly worked out the 2022 parent company only financial statements and consolidated financial statements, which have been audited by Wu, Yi-Chun, CPA and Chen, Pei-de, CPA of Deloitte Taiwan, who also issued an Audit Report with unqualified opinion for reference.

The Audit Committee, have reviewed these financial statements, and found the same to be compliant with laws. With the consent of all members, we hereby issue this declaration in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Good Finance Securities Co., Ltd.

Convener of Audit Committee: Wei-Jen Li

March 7, 2023

[Attachment 3] 2022 Independent Auditor Report and Parent Company Only Financial Statements and Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Good Finance Securities Co., Ltd

Opinion

We have audited the accompanying parent company only balance sheets of Good Finance Securities Co., Ltd. (the "Company") as at December 31, 2022 and 2021, and the parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

Key audit matters for the parent company's financial statements of the current period are stated as follows:

Recognition of brokerage handling fee revenue

For the year ended December 31, 2022, the Company's brokerage fee revenue amounted to \$542,452 thousand. The Company's brokerage fee revenue arises from the trading of domestic and foreign securities, futures contracts and short sales. Because the accuracy and the amounts of brokerage fee revenue were material and have a significant impact on the financial statements, we have thus assessed the recognition of brokerage fee revenue as the key audit matter in our audit.

Our key audit procedures performed in respect of the above-mentioned key audit matter included the following:

1. Obtained an understanding of and evaluated the internal controls over the brokerage business.
2. Sample tested transaction reports and related vouchers in relation to brokerage fee revenue recognition.
3. Performed analytical review procedures and assessed the appropriateness of accounting policies in relation to brokerage fee revenue recognition.

Refer to Notes 4 and 22 for the related accounting policies and amounts of the Company's brokerage fee revenue.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Yi-Chun Wu and Pei-De Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 7, 2023

Notice to Readers

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

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

ASSETS	Notes	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
Current assets	4				
111100 Cash and cash equivalents	6 and 28	\$ 865,429	7	\$ 288,057	2
112000 Financial assets at fair value through profit or loss - current	7	647,059	5	259,562	2
113200 Financial assets at fair value through other comprehensive income - current	8, 27 and 28	3,986,072	33	5,142,984	31
114030 Receivables from margin loans	10	2,464,919	21	3,504,807	21
114040 Refinancing margin		25,077	-	4,357	-
114050 Refinancing deposit receivable		17,912	-	3,630	-
114066 Receivables of money lending – without specific purposes	10	116,283	1	166,923	1
114070 Customer margin accounts		238,161	2	292,829	2
114130 Accounts receivable	10	1,621,666	14	3,214,132	20
114150 Prepayments		17,577	-	13,331	-
114170 Other receivables	10	12,726	-	16,499	-
114200 Other financial assets - current	6	51,556	1	10,000	-
119080 Restricted assets - current	28	366,910	3	488,810	3
119120 Underwriting share proceeds collected on behalf of customers		81,537	1	1,640,555	10
119990 Other current assets		6,860	-	3,089	-
110000 Total current assets		10,519,744	88	15,049,565	92

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

ASSETS		Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Non-current assets		4				
123200	Financial assets at fair value through other comprehensive income - non-current	8	\$ 90,701	1	\$ 75,545	1
123300	Financial assets measured at amortized cost - non-current	9	50,648	-	50,740	-
124100	Investments accounted for using equity method	11	108,224	1	98,607	1
125000	Property and equipment	12, 27 and 28	566,059	5	551,041	3
125800	Right-of-use assets	13	54,410	-	74,839	-
127000	Intangible assets	14 and 27	66,392	1	60,336	-
128000	Deferred income tax assets	23	92,196	1	70	-
129010	Operating guarantee deposits		295,000	2	295,000	2
129020	Settlement and clearing fund		59,162	-	57,265	-
129030	Refundable deposits	15	79,577	1	76,267	1
129130	Prepayment for equipment		2,156	-	30,635	-
120000	Total non-current assets		1,464,525	12	1,370,345	8
906001	Total assets		\$ 11,984,269	100	\$ 16,419,910	100

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Current liabilities		4				
211100	Short-term loans	16	550,000	5	\$ 700,000	4
211200	Commercial paper payable	16	1,298,131	11	1,196,388	7
212000	Financial liabilities at fair value through profit or loss - current	7 and 27	1,762,724	15	1,833,662	11
214010	Liabilities for bonds with repurchase agreements	18	100,000	1	256,000	2
214040	Guarantee deposit received from short sales		285,864	2	130,216	1
214050	Deposits payable for short sales		246,534	2	161,820	1
214080	Futures traders' equity	27	238,161	2	292,829	2
214130	Accounts payable	19	1,580,694	13	3,196,511	20
214150	Advance collection		14,789	-	31,244	-
214160	Collections for third parties	19	87,086	1	1,649,023	10
214170	Other payables	19	124,314	1	180,090	1
214180	Other payables - related parties	27	12,530	-	1,080	-
214600	Current income tax liabilities	23	4,574	-	12,056	-
215220	Long-term liabilities - current portion	16	10,152	-	10,509	-
216000	Lease liabilities - current	13	30,610	-	31,432	-
219000	Other current liabilities		437	-	281	-
210000	Total current liabilities		<u>6,346,600</u>	<u>53</u>	<u>9,683,141</u>	<u>59</u>
Non-current liabilities		4				
221100	Bonds payable	17	800,000	7	800,000	5
221200	Long-term loans	16	207,737	2	217,618	2
225100	Provisions - non- current		9,738	-	9,656	-
226000	Lease liabilities - non-current	13	16,820	-	34,574	-
228000	Deferred income tax liabilities	23	8,075	-	41,862	-
229030	Deposits received	27	90	-	79	-
229070	Net defined benefit liabilities-non-current	20	35,259	-	42,676	-
220000	Total non-current liabilities		<u>1,077,719</u>	<u>9</u>	<u>1,146,465</u>	<u>7</u>
906003	Total liabilities		<u>7,424,319</u>	<u>62</u>	<u>10,829,606</u>	<u>66</u>

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	LIABILITIES AND EQUITY	Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
Equity		21				
	Share capital					
301010	Common stock		\$ 3,112,659	26	\$ 3,098,559	19
301080	Shares capital awaiting retirement		500	-	-	-
301000	Total share capital		3,113,159	26	3,098,559	19
	Capital reserve					
302010	Additional paid-in capital		12,128	-	12,128	-
302030	Share-based payment	25	27,409	-	18,688	-
302040	Gains on disposals of assets		29	-	29	-
302000	Total capital reserve		39,566	-	30,845	-
	Retained earnings					
304010	Legal reserve		257,996	2	236,497	1
304020	Special reserve		1,285,969	11	1,221,772	8
304040	Unappropriated earnings		213,407	2	324,528	2
304000	Total retained earnings		1,757,372	15	1,782,797	11
	Other equity interest					
305140	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income		(301,126)	(3)	718,329	4
305290	Other		(49,021)	-	(40,226)	-
305000	Total other equity interest		(350,147)	(3)	678,103	4
906004	Total equity		4,559,950	38	5,590,304	34
906002	Total liabilities and equity		\$ 11,984,269	100	16,419,910	100

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,					
		2022		2021			
Items	Notes	Amount	%	Amount	%		
Revenue							
	4						
401000	Brokerage fee revenue	\$ 542,452	64	\$ 983,430	76		
404000	Underwriting fee revenue	1,726	-	2,264	-		
410000	Net gain (loss) on sales of securities	9,981	1	(953)	-		
421200	Interest income	171,746	20	195,860	15		
421300	Dividend income	191,254	23	172,013	13		
421500	Net (loss) gain on trading securities at fair value through profit or loss	(21,106)	(2)	9,253	1		
424500	Net loss from derivative instruments – OTC	(61,386)	(2)	(58,157)	(5)		
425300	Reversal of credit impairment loss (expected credit impairment loss)	883	-	(2,842)	-		
428000	Other operating gain (loss)	8,277	1	(714)	-		
400000	Total revenues	843,827	100	1,300,154	100		
Costs and expenses							
501000	Handling charges-brokerage	(39,327)	(5)	(67,441)	(5)		
502000	Handling charge-proprietary trading	(122)	-	(64)	-		
503000	Service charge - refinancing	(293)	-	(304)	-		
504000	Underwriting charge - refinancing	(45)	-	(339)	-		
521200	Financial costs	(24,062)	(3)	(24,616)	(2)		
524300	Service charge - clearing and settlement	(3,470)	-	(3,662)	-		
528000	Other operating expenditure	(20,347)	(2)	(16,728)	(1)		

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,					
		2022		2021			
Items	Notes	Amount	%	Amount	%		
531000	Employee benefit expenses	22 and 27	(\$ 505,201)	(60)	(\$ 570,293)	(44)	
532000	Depreciation and amortization	22	(75,549)	(9)	(62,803)	(5)	
533000	Other operating expense	22 and 27	(199,651)	(24)	(239,068)	(19)	
500000	Total cost and expenses		(868,067)	(103)	(985,318)	(76)	
5XXXXXX	Operating (loss) profit		(24,240)	(3)	314,836	24	
601100	Share of profit or loss of subsidiaries accounted for using equity method	11	11,059	2	(3,141)	-	
602000	Other gains and losses	22 and 27	44,383	5	41,262	3	
600000	Total non-operating income and expenses		55,442	7	38,121	3	
902001	Income before income tax		31,202	4	352,957	27	
701000	Income tax benefit (expense)	4 and 23	21,295	2	(31,970)	(3)	
902005	Net income		52,497	6	320,987	24	
	Other comprehensive income (loss)						
	Items that will not be reclassified to profit or loss						
805510	Remeasurements of defined benefit plan		(11,838)	(1)	(19,394)	(1)	
805540	Loss (gain) on equity instruments classified at fair value through other comprehensive income		(1,187,842)	(141)	292,337	22	
805560	Share of other comprehensive income of associates and joint ventures accounted for under the equity method		(1,442)	-	372	-	

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,			
		2022		2021	
Items	Notes	Amount	%	Amount	%
805599	Income tax related to items that will not be reclassified to profit or loss	\$ 103,745	12	\$ 9,910	1
805500	Items that will not be reclassified to profit or loss, net of tax	(1,097,377)	(130)	283,225	22
805000	Other comprehensive (loss) income for the year, net of tax	(1,097,377)	(130)	283,225	22
902006	Total comprehensive (loss) income for the year	(\$ 1,044,880)	(124)	\$ 604,212	46
	Earnings per share		24		
975000	Basic	\$ 0.17		\$ 1.05	
985000	Diluted	\$ 0.17		\$ 1.04	

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Share capital (Note 21)			Retained earnings (Note 21)			Other equity items (Note 21)		Total equity		
	Number of shares (Thousand shares)	Amount	Awaiting retirement	Capital reserve (Notes 21 and 25)	Legal reserve	Special reserve	Unappropriated earnings	Unrealised gains (losses) on financial assets measured at fair value through other comprehensive income		Unearned compensation cost	
A1	Balance on January 1, 2021	306,756	\$ 3,067,559	\$ -	\$ 12,157	\$ 232,697	\$ 1,200,642	\$ 134,466	\$ 329,109	\$ -	\$ 4,976,630
	Appropriations of 2020 earnings										
B1	Legal capital reserve	-	-	-	-	3,800	- (3,800)	-	-	-	-
B3	Special capital reserve	-	-	-	-	-	21,130 (21,130)	-	-	-	-
D1	Net income	-	-	-	-	-	320,987	-	-	-	320,987
D3	Other comprehensive (loss) income for the year, net of income tax	-	-	-	-	-	- (19,394)	302,619	-	-	283,225
D5	Total comprehensive income for the year	-	-	-	-	-	301,593	302,619	-	-	604,212
N1	Share-based payment	3,100	31,000	-	18,688	-	-	-	(40,226)	-	9,462
	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	- (86,601)	86,601	-	-	-
Z1	Balance on December 31, 2021	309,856	3,098,559	-	30,845	236,497	1,221,772	324,528	718,329	(40,226)	5,590,304
	Appropriations of 2021 earnings										
B1	Legal capital reserve	-	-	-	-	21,499	- (21,499)	-	-	-	-
B3	Special capital reserve	-	-	-	-	-	64,197 (64,197)	-	-	-	-
D1	Net income	-	-	-	-	-	52,497	-	-	-	52,497
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	- (11,838)	(1,085,539)	-	(1,097,377)	-
D5	Total other comprehensive income (loss) for the year	-	-	-	-	-	40,659	(1,085,539)	-	(1,044,880)	-
N1	Share-based payment	1,535	15,350	-	7,971	-	-	-	(8,795)	-	14,526
T1	Restricted stock awards retirement	(75)	(1,250)	500	250	-	-	-	-	-	-
	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	- (66,084)	66,084	-	-	-
Z1	Balance on December 31, 2022	311,316	\$3,112,659	\$ 500	\$ 39,566	\$ 257,996	\$ 1,285,969	\$ 213,407	(\$ 301,126)	(\$ 49,021)	\$ 4,559,950

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
A10000	Profit before tax	\$ 31,202	\$ 352,957
A20010	Adjustments		
A20100	Depreciation	68,832	54,249
A20200	Amortization	6,717	8,554
A20300	(Gain on reversal of credit impairment loss) expected credit impairment loss	(883)	2,842
A20400	Net losses (gains) on financial assets or liabilities at fair value through profit or loss	21,106 (	9,253)
A20900	Financial costs	24,062	24,616
A21200	Interest income and financial income	(178,513)	(197,420)
A21300	Dividend income	(194,296)	(174,766)
A21900	Share-based payment	14,526	9,462
A22400	Share of the profit or loss of associates and joint ventures accounted for under the equity method	(11,059)	3,141
A22500	Loss on disposal of property and equipment	-	309
A23100	Gain on disposal of investment	-	(399)
A23300	Loss of non-operating financial instrument measured at fair value	-	88
A29900	Gain on lease modification	-	(143)
A60000	Changes in operating assets and liabilities		
A61110	(Increase) decrease in financial assets at fair value through profit (or loss	408,603)	607,704
A61150	Decrease (increase) in receivable from margin loans	1,040,732 (	1,062,139)
A61160	(Increase) decrease in refinancing margin	(20,720)	541
A61170	(Increase) decrease in refinancing deposits receivable	(14,282)	452
A61180	Decrease (increase) in receivables of money lending	50,681 (	152,016)
A61190	Decrease (increase) in customer margin accounts	54,668 (	17,661)
A61250	Decrease in accounts receivable	1,594,417	463,506
A61270	(Increase) decrease in prepayments	(4,246)	1,510
A61290	Decrease (increase) in other receivables	3,887 (	972)
A61365	Increase in financial assets at fair value through other comprehensive income	(46,086)	(493,444)
A61366	Decrease in financial assets measured at amortized cost	92	92
A61370	Decrease (increase) in other current assets	1,555,247 (	1,419,583)
A62110	Decrease in liabilities for bonds with repurchase agreement	(156,000)	(16,339)
A62130	(Decrease) increase in financial liabilities at fair value through profit or loss	(70,938)	386,937

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2022	2021
A62160	Increase (decrease) in guarantee deposit received from short sales	\$ 155,648	(\$ 70,664)
A62170	Increase (decrease) in deposits payable for short sales	84,714	(57,467)
A62200	(Decrease) increase in futures traders' equity	(54,668)	17,661
A62230	Decrease in accounts payable	(1,615,698)	(488,543)
A62250	Decrease in advance collection	(16,455)	(69,497)
A62260	(Decrease) increase in collections for third parties	(1,561,937)	1,422,251
A62270	(Decrease) increase in other payables	(55,776)	58,038
A62280	Increase in other payables – related parties	11,450	180
A62290	Decrease in net defined benefit liabilities	(19,255)	(8,421)
A62320	Increase (decrease) in other current liabilities	156	(1,835)
A33000	Cash generated from (used in) operations	288,722	(825,472)
A33100	Interest received	169,793	141,769
A33200	Dividends received	192,561	171,447
A33300	Interest paid	(24,099)	(23,146)
A33500	Income tax (paid) refunded	(8,355)	23,045
AAAA	Net cash flows generated by (used in) operating activities	618,622	(512,357)
CASH FLOWS FROM INVESTING ACTIVITIES			
B01800	Acquisition of investments accounted for using equity method	-	(50,000)
B02700	Acquisition of property and equipment	(14,336)	(10,810)
B03500	Increase in settlement and clearing fund	(1,897)	(4,076)
B03700	Increase in refundable deposits	(3,310)	(18,683)
B04500	Acquisition of intangible assets	(2,615)	(3,103)
B06600	(Increase) decrease in other financial assets	(41,556)	20,000
B07100	Increase in prepayment for equipment	(16,931)	(37,173)
B07500	Interest received	5,346	1,548
B07600	Dividend received	3,042	2,753
B09900	Decrease (increase) in other investing activities	121,900	(213,210)
BBBB	Net cash flows generated by (used in) investing activities	49,643	(312,754)

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Increase in short-term loans	\$ -	\$ 700,000
C00200	Decrease in short-term loans	(150,000)	-
C00700	Increase in commercial paper payable	101,743	-
C00800	Decrease in commercial paper payable		(146,146)
C01200	Proceeds from issuance of bonds		300,000
C01700	Decrease in long-term loans	(10,238)	(873)
C03000	Increase in guarantee deposit received	11	15
C04020	Repayment of principal portion of lease liabilities	(32,409)	(24,433)
CCCC	Net cash flows generated by (used in) financing activities	(90,893)	828,563
EEEE	Net increase in cash and cash equivalents	577,372	3,452
E00100	Cash and cash equivalents at beginning of year	288,057	284,605
E00200	Cash and cash equivalents at end of year	\$ 865,429	\$ 288,057

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Good Finance Securities Co., Ltd

Opinion

We have audited the accompanying consolidated financial statements of Good Finance Securities Co., Ltd. and its subsidiaries (collectively, the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

Key audit matters for the Group’s consolidated financial statements of the current period are stated as follows:

Recognition of brokerage handling fee revenue

For the year ended December 31, 2022, the Group's brokerage fee revenue amounted to \$542,452 thousand. The Group's brokerage fee revenue arises from the trading of domestic and foreign securities, futures contracts and short sales. Since the accuracy of brokerage handling fee revenue was significant to the Group's financial statements, we identified recognition of brokerage handling fee revenue as a key audit matter.

Our key audit procedures performed in respect of the above-mentioned key audit matter included the following:

1. Obtained an understanding of and evaluated the internal controls over the brokerage business.
2. Selected samples on and tested transaction reports and related vouchers in relation to brokerage handling fee revenue recognition.
3. Performed analytical review procedures and assessed the appropriateness of accounting policies in relation to brokerage handling fee revenue recognition.

Refer to Notes 4 and 22 for the related accounting policies and balances of the Group's brokerage handling fee revenue.

Other matter – Scope of the Audit

We have audited and expressed an unqualified opinion on the parent company only financial statements of Good Finance Securities Co., Ltd at and for the years ended December 31, 2022 and 2021.

Responsibilities of Management and Those Charged with Governance for the 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 Firms” and “Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants”, and International Financial Reporting Standards(IFRS), International Accounting Standards(IAS), IFRIC Interpretations(IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Yi-Chun Wu and Pei-De Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 7, 2023

Notice to Readers

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

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2022		December 31, 2021			
			Amount	%	Amount	%		
	Current assets	4						
111100	Cash and cash equivalents	6 and 28	\$	937,981	8	\$	330,288	2
112000	Financial assets at fair value through profit or loss - current	7		647,059	5		279,578	2
113200	Financial assets at fair value through other comprehensive income - current	8, 27 and 28		4,001,610	33		5,163,500	31
114030	Receivables from margin loans	10		2,464,919	21		3,504,807	21
114040	Refinancing margin			25,077	-		4,357	-
114050	Refinancing deposit receivable			17,912	-		3,630	-
114066	Receivables of money lending – without specific purposes	10		116,283	1		166,923	1
114070	Customer margin accounts			238,161	2		292,829	2
114130	Accounts receivable	10		1,623,717	14		3,215,406	20
114150	Prepayments			17,721	-		13,380	-
114170	Other receivables	10		12,726	-		16,499	-
114200	Other financial assets - current	6		63,840	1		10,000	-
114600	Current income tax assets	23		76	-		76	-
119080	Restricted assets - current	28		366,910	3		488,810	3
119120	Underwriting share proceeds collected on behalf of customers			81,537	1		1,640,555	10
119990	Other current assets-others			6,860	-		3,089	-
110000	Total current assets			10,622,389	89		15,133,727	92
	Non-current assets	4						
123200	Financial assets at fair value through other comprehensive income - non-current	8	\$	90,701	1	\$	82,010	1
123300	Financial assets measured at amortized cost - non-current	9		50,648	-		50,740	-
125000	Property and equipment	12, 27 and 28		566,742	5		551,838	3
125800	Right-of-use assets	13		54,410	-		74,839	1
127000	Intangible assets	14 and 27		66,392	1		60,336	-
128000	Deferred income tax assets	23		93,242	1		767	-
129010	Operating guarantee deposits			305,000	2		305,000	2
129020	Settlement and clearing fund			59,162	-		57,265	-
129030	Refundable deposits	15		79,577	1		76,267	1
129130	Prepayment for equipment			2,156	-		30,635	-
120000	Total non-current assets			1,368,030	11		1,289,697	8
906001	Total assets		\$	11,990,419	100	\$	16,423,424	100

(Continued)

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	LIABILITIES AND EQUITY	Notes	December 31, 2022		December 31, 2021	
			Amount	%	Amount	%
	Current liabilities	4				
211100	Short-term loans	16	\$ 550,000	5	\$ 700,000	4
211200	Commercial paper payable	16	1,298,131	11	1,196,388	7
212000	Financial liabilities at fair value through profit or loss - current	7 and 27	1,762,724	15	1,833,662	11
214010	Liabilities for bonds with repurchase agreements	18	100,000	1	256,000	2
214040	Guarantee deposit received from short sales		285,864	2	130,216	1
214050	Deposits payable for short sales		246,534	2	161,820	1
214080	Futures traders' equity	27	238,161	2	292,829	2
214130	Accounts payable	19	1,580,694	13	3,196,511	20
214150	Advance collection		14,789	-	31,244	-
214160	Collections for third parties	19	87,195	1	1,649,132	10
214170	Other payables	19	128,981	1	184,654	1
214180	Other payables-related parties	27	11,130	-	-	-
214600	Current income tax liabilities	23	7,438	-	12,056	-
215220	Long-term liabilities - current portion	16	10,152	-	10,509	-
216000	Lease liabilities - current	13	30,610	-	31,432	-
219000	Other current liabilities		437	-	281	-
210000	Total current liabilities		<u>6,352,840</u>	<u>53</u>	<u>9,686,734</u>	<u>59</u>
	Non-current liabilities	4				
221100	Bonds payable	17	800,000	7	800,000	5
221200	Long-term loans	16	207,737	2	217,618	2
225100	Provisions - non-current		9,738	-	9,656	-
226000	Lease liabilities - non-current	13	16,820	-	34,574	-
228000	Deferred income tax liabilities	23	8,075	-	41,862	-
229070	Net defined benefit liabilities-non-current	20	35,259	-	42,676	-
220000	Total non-current liabilities		<u>1,077,629</u>	<u>9</u>	<u>1,146,386</u>	<u>7</u>
906003	Total liabilities		<u>7,430,469</u>	<u>62</u>	<u>10,833,120</u>	<u>66</u>
	Equity attributable to owners of the parent	4 and 21				
	Share capital					
301010	Ordinary share capital		3,112,659	26	3,098,559	19
301080	Awaiting retirement		500	-	-	-
301000	Total share capital		<u>3,113,159</u>	<u>26</u>	<u>3,098,559</u>	<u>19</u>
	Capital reserve					
302010	Additional paid-in capital		12,128	-	12,128	-
302030	Share-based payment	25	27,409	-	18,688	-
302040	Gains on disposals of assets		29	-	29	-
302000	Total capital reserve		<u>39,566</u>	<u>-</u>	<u>30,845</u>	<u>-</u>
	Retained earnings					
304010	Legal reserve		257,996	2	236,497	2
304020	Special reserve		1,285,969	11	1,221,772	7
304040	Unappropriated earnings		213,407	2	324,528	2
304000	Total retained earnings		<u>1,757,372</u>	<u>15</u>	<u>1,782,797</u>	<u>11</u>
	Other equity interest					
305140	Unrealised gains from financial assets measured at fair value through other comprehensive income		(301,126)	(3)	718,329	4
305290	Other		(49,021)	-	(40,226)	-
305000	Total other equity		<u>(350,147)</u>	<u>(3)</u>	<u>678,103</u>	<u>4</u>
906004	Total equity		<u>4,559,950</u>	<u>38</u>	<u>5,590,304</u>	<u>34</u>
906002	Total liabilities and equity		<u>\$ 11,990,419</u>	<u>100</u>	<u>\$ 16,423,424</u>	<u>100</u>

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

				Years ended December 31,				
				2022		2021		
Items	Notes	Amount	%	Amount	%			
Revenue		4						
401000	Brokerage fee revenue	22 and 27	\$	542,452	62	\$	983,430	75
404000	Underwriting fee revenue	22		1,726	-		2,264	-
410000	Net gains (losses) on sales of securities	22		9,981	1	(953)		-
421200	Interest income	22		171,746	20		195,860	15
421300	Dividend income	8 and 27		191,254	22		172,013	13
421500	Net (losses) gains on trading securities at fair value through profit or loss	22		(21,106)	(2)		9,253	1
424500	Net loss from derivative instruments – OTC	22		(61,386)	(7)	(58,157)	(4)	
424800	Management fee revenue			26,088	3		4,873	-
425300	Reversal of credit impairment losses (expected credit impairment losses)	10		883	-	(2,842)		-
428000	Other operating gains and losses	22		7,711	1	(714)		-
400000	Total revenue			<u>869,349</u>	<u>100</u>	<u>1,305,027</u>		<u>100</u>
Costs and expenses								
501000	Handling charges-brokerage			(39,327)	(4)	(67,441)	(5)	
502000	Handling charge-proprietary trading			(122)	-	(64)		-
503000	Service charge - refinancing			(293)	-	(304)		-
504000	Underwriting charge - refinancing			(45)	-	(339)		-
521200	Financial costs	22 and 27		(24,062)	(3)	(26,675)	(2)	
524300	Service charge - clearing and settlement			(3,470)	-	(3,662)		-
528000	Other operating expenditure			(5,562)	(1)	(5,498)		-
531000	Employee benefit expenses	20, 22 and 27		(525,195)	(60)	(583,555)	(45)	
532000	Depreciation and amortization	22		(75,763)	(9)	(62,895)	(5)	
533000	Other operating expense	22 and 27		(206,481)	(24)	(243,437)	(19)	
500000	Total cost and expenses			<u>(880,320)</u>	<u>(101)</u>	<u>(993,870)</u>	<u>(76)</u>	
5XXXXX	Operating (losses) profits			<u>10,971</u>	<u>(1)</u>	<u>311,157</u>	<u>24</u>	
602000	Other gains and losses	22		44,694	5	41,124	3	
600000	Total non-operating income and expenses			<u>44,694</u>	<u>5</u>	<u>41,124</u>	<u>3</u>	

(Continued)

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

	Items	Notes	Years ended December 31,			
			2022		2021	
			Amount	%	Amount	%
902001	Income before income tax		\$ 33,723	4	\$ 352,281	27
701000	Income tax benefit (expense)	4 and 23	18,774	2	(31,294)	(3)
902005	Net income		52,497	6	320,987	24
	Other comprehensive income (loss)					
	Items that will not be reclassified to profit or loss					
	Remeasurements of defined benefit plan		(11,838)	(1)	(19,394)	(1)
805510	(Loss) gain on equity instruments classified at fair value through other comprehensive income		(1,189,284)	(137)	292,709	22
805540	Income tax related to items that will not be reclassified to profit or loss		103,745	12	9,910	1
805599	Items that will not be reclassified to profit or loss, net of tax		(1,097,377)	(126)	283,225	22
805500	Other comprehensive (loss) income for the year, net of tax		(1,097,377)	(126)	283,225	22
902006	Total comprehensive (loss) income for the year		(\$ 1,044,880)	(120)	\$ 604,212	46
	Profit, attributable to:					
913100	Owners of the parent		\$ 52,497	6	\$ 320,987	25
	Total comprehensive (loss) income attributable to:					
914100	Owners of the parent		(\$ 1,044,880)	(120)	\$ 604,212	46
	Earnings per share	24				
975000	Basic		\$ 0.17		\$ 1.05	
985000	Diluted		\$ 0.17		\$ 1.04	

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Share capital(Note 21)			Retained earnings (Note 21)			Other equity items (Note 21)		Total equity		
	Number of shares (Thousand shares)	Amount	Awaiting retirement	Capital reserve (Notes 21 and 25)	Legal reserve	Special reserve	Unappropriated earnings	Unrealised gains (losses) on financial assets measured at fair value through other comprehensive income		Unearned compensation cost	
A1	Balance on January 1, 2021	306,756	\$ 3,067,559	\$ -	\$ 12,157	\$ 232,697	\$ 1,200,642	\$ 134,466	\$ 329,109	\$ -	\$ 4,976,630
	Appropriations of 2020 earnings										
B1	Legal capital reserve	-	-	-	-	3,800	- (3,800)	-	-	-	-
B3	Special capital reserve	-	-	-	-	-	21,130 (21,130)	-	-	-	-
D1	Net income	-	-	-	-	-	320,987	-	-	-	320,987
D3	Other comprehensive (loss) income for the year, net of income tax	-	-	-	-	-	- (19,394)	302,619	-	-	283,225
D5	Total comprehensive income for the year	-	-	-	-	-	301,593	302,619	-	-	604,212
N1	Share-based payment	3,100	31,000	-	18,688	-	-	-	(40,226)	-	9,462
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	- (86,601)	86,601	-	-	-
Z1	Balance on December 31, 2021	309,856	3,098,559	\$ -	30,845	236,497	1,221,772	324,528	718,329	(40,226)	5,590,304
	Appropriations of 2021 earnings										
B1	Legal capital reserve	-	-	-	-	21,499	- (21,499)	-	-	-	-
B3	Special capital reserve	-	-	-	-	-	64,197 (64,197)	-	-	-	-
D1	Net income	-	-	-	-	-	52,497	-	-	-	52,497
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	- (11,838)	(1,085,539)	-	(1,097,377)	-
D5	Total other comprehensive income (loss) for the year	-	-	-	-	-	40,659	(1,085,539)	-	(1,044,880)	-
N1	Share-based payment	1,535	15,350	-	7,971	-	-	-	(8,795)	-	14,526
T1	Restricted stock awards retirement	(75)	(1,250)	500	250	-	-	-	-	-	-
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	- (66,084)	66,084	-	-	-
Z1	Balance on December 31, 2022	311,316	\$ 3,112,659	\$ 500	\$ 39,566	\$ 257,996	\$ 1,285,969	\$ 213,407	(\$ 301,126)	(\$ 49,021)	\$ 4,559,950

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
A10000	Profit before tax	\$ 33,723	\$ 352,281
A20010	Adjustments		
A20100	Depreciation	69,046	54,341
A20200	Amortization	6,717	8,554
A20300	(Gain on reversal of impairment loss) expected credit impairment loss	(883)	2,842
A20400	Net losses (gains) on financial assets or liabilities at fair value through profit or loss	21,106 (	9,253)
A20900	Financial costs	24,062	26,675
A21200	Interest income and financial income	(178,600 ) (	197,442)
A21300	Dividend income	(195,001 ) (	174,766)
A21900	Share-based payment	14,526	9,462
A22500	Losses on disposal of property and equipment	-	119
A23100	Gain on disposal of investment	-	(403)
A23300	Gain of non-operating financial instrument measured at fair value	(39)	-
A29900	Gain on lease modification	( - ) (	143)
A60000	Changes in operating assets and liabilities		
A61110	(Increase) decrease in financial assets at fair value through profit or loss	(388,548)	607,896
A61150	Decrease (increase) in receivable from margin loans	1,040,732 (	1,062,139)
A61160	(Increase) decrease in refinancing margin	(20,720)	541
A61170	(Increase) decrease in refinancing deposits receivable	(14,282)	452
A61180	Decrease (increase) in receivables of money lending – without specific purposes	50,681 (	152,016)
A61190	Decrease (increase) in customer margin accounts	54,668 (	17,661)
A61250	Decrease in accounts receivable	1,593,640	462,232
A61270	(Increase) decrease in prepayments	(4,341)	1,461
A61290	Decrease (increase) in other receivables	3,887 (	972)
A61365	Increase in financial assets at fair value through other comprehensive income	(36,085 ) (	520,053)
A61366	Decrease in financial assets measured at amortized cost	92	92
A61370	Decrease (increase) in other current assets	1,555,247 (	1,419,583)
A62110	Decrease in liabilities for bonds with repurchase agreement	(156,000 ) (	16,339)
A62130	(Decrease) increase in financial liabilities at fair value through profit or loss	(70,938)	386,937
A62160	Increase (decrease) in guarantee deposit received from short sales	155,648 (	70,664)
A62170	Increase (decrease) in deposits payable for short sales	84,714 (	57,467)
A62200	(Decrease) increase in futures traders' equity	(54,668)	17,661
A62230	Decrease in accounts payable	(1,615,698 ) (	488,543)
A62250	Decrease in advance collection	(16,455 ) (	69,497)
A62260	(Decrease) increase in collections for third parties	(1,561,937)	1,422,259
A62270	(Decrease) increase in other payables	(55,673)	61,059
A62280	Increase in other payables – related parties	11,130	-
A62290	Decrease in net defined benefit liabilities	(19,255 ) (	8,421)
A62320	Increase (decrease) in other current liabilities	156 (	1,835)
A33000	Cash flows generated by (used in) operations	330,652 (	852,333)
A33100	Interest received	169,793	141,769
A33200	Dividends received	192,561	171,447
A33300	Interest paid	(24,099 ) (	25,205)
A33500	Income tax (paid) refunded	(8,361)	22,754
AAAA	Net cash flows generated by (used in) operating activities	<u>660,546 (</u>	<u>541,568)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
B02700	Acquisition of property and equipment	(14,436 ) (	11,699)
B02800	Proceeds from disposal of property and equipment	-	240
B03500	Increase in settlement and clearing fund	(1,897 ) (	4,076)
B03700	Increase in refundable deposits	(3,310 ) (	18,683)
B04500	Acquisition of intangible assets	(2,615 ) (	3,103)
B06500	Increase in other financial assets	(53,840)	-
B06600	Decrease in other financial assets	-	31,600
B07100	Increase in prepayment for equipment	(16,931 ) (	37,173)
B07500	Interest received	5,433	1,570
B07600	Dividend received	3,747	2,753
B09900	Decrease (increase) in other investing activities	121,900 (	213,210)
BBBB	Net cash flows generated by (used in) investing activities	<u>38,051 (</u>	<u>251,781)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Increase in short-term loans	-	700,000
C00200	Decrease in short-term loans	(150,000)	-
C00700	Increase in commercial paper payable	101,743	-
C00800	Decrease in commercial paper payable	-	(146,146)
C01200	Proceeds from issuance of bonds	-	300,000
C01700	Repayment of long-term loan	(10,238 ) (	873)
C04020	Repayment of principal portion of lease liabilities	(32,409 ) (	24,433)
CCCC	Net cash flows (used in) generated by financing activities	(90,904)	828,548
EEEE	Net increase in cash and cash equivalents	607,693	35,199
E00100	Cash and cash equivalents at beginning of year	330,288	295,089
E00200	Cash and cash equivalents at end of year	<u>\$ 937,981</u>	<u>\$ 330,288</u>

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

[Attachment 4] 2022 Earnings Distribution Table

Good Finance Securities Co., Ltd. 2022 Earnings Distribution Table

Unit: NT\$

Item	Amount	
Undistributed retained earnings, beginning		\$238,830,999
Profit after tax 2022	\$ 52,496,867	
Defined benefit plan rereasurement recognized into retained earnings	(11,838,265)	
Disposal of investments in equity instruments at fair value through other comprehensive income, and accumulated income transferred to retained earnings	(66,083,220)	
Current profit after tax plus items other than the current profit after tax included into the undistributed earnings for the current year		(25,424,618)
Provision of legal reserve (10%)		
Provision of special reserve (20%)		
Provision of special reserve - OCI Deductions ^{Note}		(213,406,381)
Current distributable earnings		0
Distributable items		
Stock dividend to shareholders	0	
Bonus to shareholders	0	
Undistributed retained earnings, end of the period		\$ 0

Note: As of December 31, 2022, the net unrealized loss on financial assets at fair value through other comprehensive income was NT\$301,126,392, which was required to be recognized as a special reserve in accordance with Jin-Guan-Zheng-Fa-Zi No. 1090150022.

The employees compensation provided under the Articles of Incorporation for 2022 is NT\$318,388 and the remuneration to directors and supervisors is NT\$318,388.

Chairperson of the board: Hank Huang

President: Chuang, Ta-Hsiu

Accounting manager: Wu, Tzu-Ying

[Attachment 5] Comparison Table for the Articles of Incorporation Before and After Revision

Good Finance Securities Co., Ltd.
Comparison Table for the Articles of Incorporation Before and After Revision

Articles	Before the revision	After the revision	Reasons for revision
Article 5	<p>The Company’s authorized capital is NT\$20 billion, divided into 2 billion shares with NT\$10 per share. The board of directors has been authorized to issue the shares in installments. Within the total capital mentioned in the preceding paragraph, NT\$35 million, divided into 3.5 million shares of NT\$10 per share, shall be reserved ready for issuance of employee stock warrants, which may be issued in installments upon resolution of the board of directors.</p> <p>The targets entitled to receive the Company’s employee treasury stocks, employee stock warrants, new shares and restricted share awards include the employees of controlled companies or subsidiaries of the Company meeting certain specific requirements.</p>	<p>The Company’s authorized capital is NT\$20 billion, divided into 2 billion shares with NT\$10 per share. The board of directors has been authorized to issue the shares in installments. Within the total capital mentioned in the preceding paragraph, NT\$35 million, divided into 3.5 million shares of NT\$10 per share, shall be reserved ready for issuance of employee stock warrants, which may be issued in installments upon resolution of the board of directors.</p> <p>The targets entitled to receive the Company’s employee treasury stocks, employee stock warrants, new shares and restricted share awards include the employees of controlled companies or subsidiaries of the Company meeting certain specific requirements.</p> <p><u>If the price of the stock options issued to employees is lower than the closing price of the Company's stock on the date of issuance, or if the price of treasury shares transferred to employees is lower than the average price of the Company's shares actually bought back, it shall be done with a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares.</u></p>	<p>For the purpose of meeting the Company's operational needs and motivating employees, the Company's shareholders' meeting shall specify the procedures for agreeing on the price of employee stock options and the price of treasury shares to be transferred to employees.</p>
Article 25	<p>The Company has established the Audit Committee pursuant to the Securities and Exchange Act. The Committee members shall include all independent</p>	<p>The Company has established the Audit Committee pursuant to the Securities and Exchange Act. The Committee members shall include all independent directors.</p>	<p>The second paragraph of this Article provides for the establishment of various functional committees and</p>

	<p>directors. The Audit Committee is responsible for exercising the powers as a supervisor pursuant to the Company Act, Securities and Exchange Act and other laws and regulations.</p>	<p>The Audit Committee is responsible for exercising the powers as a supervisor pursuant to the Company Act, Securities and Exchange Act and other laws and regulations.</p> <p><u>The Board of Directors may, depending on the administrative needs, establish other functional committees. The number of members, terms of office, powers and duties, rules of procedure, and resources to be provided by the Company in exercising its powers and duties shall be specified in the charter of each committee and resolved by the Board of Directors.</u></p>	<p>specifies that the Board of Directors shall determine the organizational matters for each functional committee.</p>
Article 27	<p>The Company may appoint one president to execute the resolutions made by the board of directors and take charge of the Company's business. The appointment/discharge is subject to resolution made by the board of directors. In addition, the Company may appoint several vice presidents, department heads and branch managers, who shall be nominated by the president and appointed/dismissed subject to resolution made by the board of directors.</p>	<p>The Company may appoint one president to execute the resolutions made by the board of directors and take charge of the Company's business. In addition, the Company may appoint several other managerial officers. <u>Appointment and discharge and the remuneration of these managerial officers shall be decided in accordance with the Company Act or other relevant laws and regulations.</u></p>	<p>In considering the possibility to change the title of the managerial officers and to adjust the nomination system in the future, the current wording is revised to allow for flexibility; in addition, it is specified that the appointment, discharge and remuneration of the managerial officers shall be in accordance with the Company Act and other relevant laws and regulations.</p>
Article 30	<p>If the Company records a profit in a year, the Company shall set aside no less than 1% of the profit for employee's remuneration, which shall be distributed in shares or cash by resolution of the board of directors. The Company may, by resolution of the board meeting, set aside no more than 1% of the said profit for directors' remuneration. The motions for distribution of remuneration to employees and directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors</p>	<p>When the Company makes a profit in a year, it shall set aside not less than 1% of such profit as employees' compensation, which shall be distributed in the form of stock or cash as determined by the Board of Directors. <u>The recipients of employee compensation may include the employees of parents or subsidiaries of the company meeting certain specific requirements.</u> The Company may set aside not more than 1% of the aforesaid profits as remuneration to directors <u>as determined by the Board of Directors in accordance with the relevant regulations established by the Board of Directors.</u> The motions for distribution of remuneration to employees and</p>	<p>To specify that the recipients of employee compensation may include the employees of parents or subsidiaries of the company meeting certain specific requirements.</p>

	<p>according to the aforementioned percentages.</p>	<p>directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors according to the aforementioned percentages.</p>	
Article 30-1	<p>If the Company has earnings from the annual account settlement, it shall first appropriate for the payment of corporate income tax and covering of carryforward loss. Then, it shall contribute 10% of the balance to the legal reserve, and also make a contribution to the special reserve at the percentage defined by the competent authority, as well as make a provision/reversal of special reserves pursuant to the laws. The residual balance shall be added to undistributed earnings carried from previous years. The board shall draft a motion for the allocation of the residual balance plus the undistributed earnings, and submit the same to a shareholders' meeting to resolve whether a shareholder bonus shall be allocated. The Company's earnings and cash flow were primarily affected by fluctuations in the economic cycle. In order to seek sustainable and stable business development, the Company adopted the balanced dividend policy. The cash dividend distributed by the Company, if any, shall account for at least 10% of the whole dividends for the year.</p>	<p><u>The Company's earnings distribution or losses offset may be made at the end of each semi-annual period.</u></p> <p>If the Company has earnings from <u>the first half of the fiscal year</u> and from the annual account settlement, it shall first appropriate for the payment of corporate income tax and covering of carryforward loss. Then, it shall contribute 10% of the balance to the legal reserve, and also make a contribution to the special reserve at the percentage defined by the competent authority, as well as make a provision/reversal of special reserves pursuant to the laws. The residual balance shall be added to undistributed earnings carried from previous years. <u>Distributions to shareholders shall be made in the following methods: (1) by issuance of new shares,</u> the board of directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for approval <u>before the distribution is made; (2) by distribution in cash, the board of directors is authorized to make the distribution with at least two-thirds of the directors present and a resolution approved by a majority of the directors present, and shall report to the shareholders' meeting.</u></p> <p>The Company's earnings and cash flow were primarily affected by fluctuations in the economic cycle. In order to seek sustainable and stable business development, the Company adopted the balanced dividend policy. The cash dividend distributed by the Company, if</p>	<p>For the purpose of enhancing the effectiveness of shareholders' investment and increasing the operating flexibility of the Company, the Company specifies that the distribution of the Company's earnings or the appropriation of losses shall be made after the end of each semi-annual period in accordance with the Article 228-1 of the Company Act. In addition, when the Company's distributable dividends and bonuses or reserves in whole or in part are paid in cash in accordance with the Article 228-1, paragraph 5 of the Article 240 and Article 241 of the Company Act, the Board of Directors is authorized to approve the distribution and report the same to the shareholders' meeting.</p>

		<p>any, shall account for at least 10% of the whole dividends for the year.</p> <p><u>When the Company has no earnings to be distributed, or the remaining earnings is substantially lower than the Company's distributions in the prior year, or if considering the Company's finance, sales, and operations, the Company can distribute all or a portion of its retained earnings in accordance with applicable laws or rules issued by the competent authority. If the distribution is made in the form of cash, the board of directors is authorized to make the distribution with at least two-thirds of the directors present and a resolution approved by a majority of the directors present, and shall report to the shareholders' meeting.</u></p>	
Article 32	These Articles were enacted on April 21, 1988. the 35th amendments hereto were made on June 2, 2022.	These Articles were enacted on April 21, 1988. the 35th amendments hereto were made on June 2, 2022. <u>The 36th amendments hereto were made on May 24, 2023.</u>	Added the date for this amendment.

[Attachment 6] Comparison Table for the “Operating Procedure for Acquisition or Disposal of Assets” Before and After Revision

Good Finance Securities Co., Ltd.

Comparison Table for the “Operating Procedure for Acquisition or Disposal of Assets” Before and After Revision

Articles	Before the revision	After the revision	Reasons for revision
Article 8	<p>Evaluation and operating procedures for the acquisition or disposal of securities (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level The transaction amount shall be within the range stipulated in Article 18 of the Regulations Governing Securities Firms, and shall be approved by the Company's President through internal approval unless otherwise provided by the law. IV. The Units Responsible for Implementation The Finance Department is responsible for the acquisition and disposal of the Company's long-term and short-term investments in securities.</p> <p>(omitted below)</p>	<p>Evaluation and operating procedures for the acquisition or disposal of securities (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level The transaction amount of the <u>acquisition or disposal of securities is authorized to the Board of Directors to establish the decision-making and delegation of authority.</u></p> <p>IV. The Units Responsible for Implementation The Finance Department and <u>relevant responsible units</u> are responsible for the acquisition and disposal of the Company's long-term and short-term investments in securities.</p> <p>(omitted below)</p>	<p>The Company amended the authorized limits and authorized levels to approve the transactions for the acquisition or disposal of securities according to the actual operating conditions, the Board of Directors was authorized to establish the relevant decision-making and delegation of authority and to add the relevant responsible units to be the implementation units.</p>
Article 9	<p>Evaluation and operating procedures for the acquisition or disposal of real property and equipment (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level For the acquisition or disposal of real property, equipment or right-to-use assets thereof, where the transaction amount is less than NT\$100 million (inclusive), the transaction must be approved by the Company's President through internal approval; where the transaction amount exceeds NT\$100 million, the transaction must be approved by the Board of Directors before it can be made. When the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital acquire or dispose of real property, equipment or right to use assets thereof held for business use, and the transaction amount is less than NT\$200 million, the Board Chairman is authorized to decide such matters when the transaction is within a certain amount and have the decisions</p>	<p>Evaluation and operating procedures for the acquisition or disposal of real property and equipment (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level The transaction amount of the acquisition or disposal of real property, equipment or right-of-use assets thereof <u>is authorized to the Board of Directors to establish the decision-making and delegation of authority.</u></p> <p>(omitted below)</p>	<p>The Company amended the authorized limits and authorized levels to approve the transactions for the acquisition or disposal of real property and equipment according to the actual operating conditions, the Board of Directors was authorized to establish the relevant decision-making and delegation of authority.</p>

	<p>subsequently submitted to and ratified by the next board of directors meeting-</p> <p>(omitted below)</p>		
Article 11	<p>Evaluation and operating procedures for the acquisition or disposal of intangible assets or right-to-use assets thereof or memberships (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level (I) For the acquisition or disposal of memberships, where the transaction amount is less than NT\$50 million (inclusive), the transaction must be approved by the Company's President through internal approval; where the transaction amount exceeds NT\$50 million, the transaction must be approved by the Board of Directors before it can be made. (II) For the acquisition or intangible assets or right to use assets thereof, where the transaction amount is less than NT\$50 million (inclusive), the transaction must be approved by the Company's Chairman of the Board through internal approval before it can be made and submitted to the next board of directors meeting; where the transaction amount exceeds NT\$50 million, the transaction must be approved by the Board of Directors before it can be made.</p> <p>(omitted below)</p>	<p>Evaluation and operating procedures for the acquisition or disposal of intangible assets or right-to-use assets thereof or memberships (The first and second paragraphs are omitted)</p> <p>III. Authorized limit and authorized level The transaction amount of <u>the acquisition or disposal of intangible assets or right-of-use assets thereof or memberships is authorized to the Board of Directors to establish the decision-making and delegation of authority.</u></p> <p>(omitted below)</p>	<p>The Company amended the authorized limits and authorized levels to approve the transactions for the acquisition or disposal of intangible assets or right-of-use assets thereof or memberships according to the actual operating conditions, the Board of Directors was authorized to establish the relevant decision-making and delegation of authority.</p>
Article 20	<p>Dates of amendments These Procedures were approved at the shareholders' meeting held on April 11, 2003. The 1st amendments were approved at the shareholders' meeting held on June 15, 2007. The 2nd amendments were approved at the shareholders' meeting held on June 28, 2012. The 3rd amendments were approved at the shareholders' meeting held on June 12, 2014. The 4th amendments were approved at the shareholders' meeting held on June 14, 2017. The 5th amendments were approved at the shareholders' meeting held on June 21, 2019. The 6th amendments were approved at the shareholders' meeting held on June 19, 2020. The 7th amendments were approved at the shareholders' meeting held on June 2, 2022.</p>	<p>Dates of amendments These Procedures were approved at the shareholders' meeting held on April 11, 2003. The 1st amendments were approved at the shareholders' meeting held on June 15, 2007. The 2nd amendments were approved at the shareholders' meeting held on June 28, 2012. The 3rd amendments were approved at the shareholders' meeting held on June 12, 2014. The 4th amendments were approved at the shareholders' meeting held on June 14, 2017. The 5th amendments were approved at the shareholders' meeting held on June 21, 2019. The 6th amendments were approved at the shareholders' meeting held on June 19, 2020. The 7th amendments were approved at the shareholders' meeting held on June 2, 2022. <u>The 8th amendments were approved at the shareholders' meeting held on May 24, 2023.</u></p>	<p>Added the date for this amendment.</p>

[Attachment 7] Director Candidate List (including Independent Directors) of the Company

Position	Name	No. of shares held	Academic background	Experience and Current Job Title
Director	Caterpillar Capital Co., Ltd.	114,670,000	Department of Japanese Language, Fu Jen Catholic University	Experience: <ul style="list-style-type: none"> ●Deputy Manager, Yuanta Securities Co., Ltd. ●Director, CTBC Hong Kong
	Representative: Hank Huang			Current Job title: <ul style="list-style-type: none"> ●Chairman, Good Finance Securities Co., Ltd. ●Director, Asia Value Asset Management Co., Ltd. ●Chairman, Asia Value Cornerstone Capital Co., Ltd. ●Chairman, Infinite Bliss Financial Technology Co., Ltd. ●Chairman, Xin Yi Ling Co., Ltd. ●Chairman, Asia Value Capital Co., Ltd. ●Chairman, Caterpillar Capital Co., Ltd. ●Chairman, Shanghai Kuhan Investment Management Ltd. ●Chairman, Asia Value Capital ●Chairman, Asia Value Capital (Shanghai) Ltd. ●Chairman, Asia Value Capital (Hangzhou) Ltd. ●Chairman, Aman Co., Ltd. ●Chairman, Innovation Universe Co., Ltd. ●Chairman, Good Land Co., Ltd. ●Chairman, Good Innovation Co., Ltd. ●Director, Cheng Yu Sheng Investment Co., Ltd. ●Chairman, Software Innovation Co., Ltd. ●Chairman, Chien Kuan Consultants, Inc.
Director	Ming-Li Chuang	8,992,202	Master in Political Science, Chinese Culture University	Experience: <ul style="list-style-type: none"> ●Chairman, Ta Ching Securities Co., Ltd. ●Director, Ta Ching Securities Co., Ltd.
				Current Job title: <ul style="list-style-type: none"> ●Chairman, Cheer Time Enterprise Co., Ltd. ●Vice Chairman, Good Finance Securities Co., Ltd. ●Director, Medigen Biotechnology Corp. ●Chairman, Hsin I Tai Investment Co., Ltd. ●Chairman, Ta Chun Development and Construction Co., Ltd. ●Chairman, Tsao Ching Construction Co., Ltd. ●Director, Ta Ching Construction Co., Ltd. ●Chairman, TSC Electronic Co., Ltd. ●Supervisor, Hsin Ching Construction Co., Ltd.
Director	Caterpillar Capital Co., Ltd.	114,670,000	Master, Department of Electrical Engineering National Cheng Kung University	Experience: <ul style="list-style-type: none"> ●Head of Internet Technology Team, Information and Communication Institute, ITRI
	Representative: Lai, Yang-Juh			Current Job title: <ul style="list-style-type: none"> ●Chairman & President, Hyweb Technology Co., Ltd.
Director	Caterpillar Capital Co., Ltd.	114,670,000	Department of Electrical Engineering (majoring in electronics and communications), Dahua Junior College M.S. (dropping out) in Electrical and Electronic Engineering, California State University, Long Beach, USA	Experience: <ul style="list-style-type: none"> ●Vice President of R&D Department, Trend Micro Inc.
	Representative: Lee, Wei-Chung			Current Job title: <ul style="list-style-type: none"> ●Advisor, Good Finance Securities Co., Ltd.

Director	Caterpillar Capital Co., Ltd.	114,670,000	Bachelor, Department of Biology and Public Health of Duke University	Experience: ●Business Planner and Analyst, Citibank ● Founder, TEDxTaipei Current Job title: ●Director, Bar Koo Investment Corporation ●Founder & Executive Director, Pace Hotel ●Director, Good Finance Securities Co., Ltd.
	Representative: Hsuan-Ching Peng			
Director	Caterpillar Capital Co., Ltd.	114,670,000	M.S. in Computer Engineering, Cornell University, USA MBA, University of California, Los Angeles, USA B.S. in Computer Science & Information Engineering, National Central University	Experience: ●Senior Consultant, HP Technology Solutions ●Senior Product Manager, ArcSoft ●Senior Product Manager, New Products and Strategy, Baidu Research Institute, USA ●Senior Product Manager, Criteo Current Job title: ●Global Product Director, AI and Advertising Products, LinkedIn, Microsoft
	Representative: Ku Ming-Tao			
Director	Caterpillar Capital Co., Ltd.	114,670,000	BS in Business Administration, Chung Yuan Christian University	Experience: ●Wealth Management Manager, Standard Chartered Bank Taichung Branch ●President, South China Region, Asia Value Capital Current Job title: ●Vice President, Good Finance Securities Co., Ltd. ●Chairman, Da Han Capital Co., Ltd.
	Representative: Yang, Tun-Hsi			
Director	Fu-Liang Wan	0	MBA, Saint Louis University	Experience: ●Vice President, Ta Ching Securities Co., Ltd. Current Job title: ●Director, Good Finance Securities Co., Ltd. ●Vice President, Good Finance Securities Co., Ltd.
Independent Director	Chen, Ching-Hsiu	0	Doctor of Law, National Taiwan University	Experience: ●Visiting Scholar, Georgetown University School of Law, USA (1995.9 - 1996.8) ●Chairman, Law and Regulation Commission, Taipei City Government (1999.10 to 2006.12) ●Attorney, Partner, Chen Shyuu & Pun Law Offices (1982-1999) ●Adjunct Associate Professor, Department of Accounting, Soochow University (2003) ●Deputy Secretary General, Taiwan Administrative Law Association (1998-present) ●Chairman of the Financial Law Committee and Deputy Secretary General, the Taiwan Bar Association ●Chairman of the Financial Law Committee, Administrative Law Committee of Taipei Bar Association ●Independent Director, Hua Nan Financial Holdings Co., Ltd. (2010.07.01~2019.06.30) Current Job title: ●Professor, Department of Law, Soochow University
Independent Director	Cheng, Li-Yi	0	MBA, University of Washington B.S. in International Business, National Taiwan University	Experience: ●Associate Marketing Director, Johnson & Johnson China ●Chief Brand Officer, Royal Friesland Campina China ●Chief Marketing Officer, Nutricia Early Life Nutrition Management (Shanghai) Co., Ltd. Current Job title:

				<ul style="list-style-type: none"> •Director of Marketing, ABBOTT LABORATORIES SERVICES LLC TAIWAN BRANCH (U.S.A.)
Independent Director	Lin, Keng-Chou	0	Department of Accounting, National Chengchi University	<ul style="list-style-type: none"> Experience: •CPA, KPMG •Supervisor, ASEC International Corporation •Director, Posiflex Technology, Inc. Current Job title: •CPA of Kuang Ho Accounting Firm •Independent Director, Answer Technology Co., Ltd. •Chairman, Hsing Chou Investment Co., Ltd.

Note: The number of shares held is calculated as of March 26, 2023.

[Appendix 1] Articles of Incorporation

Good Finance Securities Co., Ltd. Articles of Incorporation

Section 1 General Provisions

- Article 1: The Company was duly incorporated in accordance with the Company Act and named “美好證券股份有限公司”, and “GOOD FINANCE SECURITIES CO., LTD.” in English.
- Article 2: The business scope of the Company is as follows:
I. H301011 Securities Dealer
II. H401011 Futures Commission Merchants
- Article 2-1: The Company’s business scope is as follows:
I. Brokerage of securities listed on the Taiwan Stock Exchange (TWSE).
II. Proprietary trading of TWSE-listed securities.
III. Margin trading and short sale for the trading of securities.
IV. Brokerage of securities listed on the Taipei Exchange (TPEX).
V. Proprietary trading of securities listed on TPEX.
VI. Underwriting of securities.
VII. Concurrent engagement in futures-related services.
VIII. Consigned trading of foreign securities.
IX. Shareholders service agency.
X. Other securities-related operations approved by the competent authority.
- Article 3: The Company’s headquarters is in Taipei City, the Republic of China (R.O.C.). The Company may establish branches inside and outside the territories of the R.O.C. where it deems it necessary to develop its business.
- Article 4: Any and all public announcements to be made by the Company shall comply with Article 28 of the Company Act.

Section 2 Capital

- Article 5: The Company’s authorized capital is NT\$20 billion, divided into 2 billion shares with NT\$10 per share. The board of directors has been authorized to issue the shares in installments. Within the total capital mentioned in the preceding paragraph, NT\$35 million, divided into 3.5 million shares of NT\$10 per share, shall be reserved ready for issuance of employee stock warrants, which may be issued in installments upon resolution of the board of directors. The targets entitled to receive the Company’s employee treasury stocks, employee stock warrants, new shares and restricted share awards include the employees of controlled companies or subsidiaries of the Company meeting certain specific requirements.
- Article 6: All of the stock certificates of the Company shall be nominal and issued in accordance with the Company Act and related laws of the R.O.C.
Where the Company wishes to withdraw the public offering already carried out by the Company, such withdrawal may take place only upon resolution of the board of directors and also a resolution adopted by a majority of voting rights of the shareholders present, who represent more than two-thirds of the total issued shares at a shareholders’ meeting.
- Article 7: When the Company issues new shares, it may consolidate all the outstanding shares for printing and issue them without having to print physical shares.
The shares issued pursuant to the preceding paragraph shall be registered with a securities depository organization, and per the securities depository organization’s request exchanged into securities with large face value.
- Article 8: All shareholder service affairs of the Company, including transfer of stocks, creation of mortgage and pledge, report on loss, inheritance, gift and report on loss and change of specimen seal or changes of address, shall be processed according to the competent authority’s “Regulations Governing the Administration of Shareholder Services of Public Companies”.
- Article 9: Shareholders shall report their real names or designations and addresses to the Company, and submit the completed specimen seal certificates to the Company to file for reference. Shareholders’ claim of stock dividends from the Company or exercise of any other rights shall be tested against the specimen seals deposited at the Company.
- Article 10: Registration for any changes of the roster of shareholders shall be suspended 60 days before any annual general meeting, 30 days before any extraordinary general meeting, or 5 days before the record date for determination of the shareholders entitlement to dividends, bonuses or any other profits distributed by the Company.

Section 3 Shareholders’ Meeting

- Article 11: The shareholders’ meetings of the Company consist of :

I. Annual General Meeting

II. Extraordinary General Meeting

The annual general meeting shall be convened within six months after the close of each fiscal year. The extraordinary general meeting shall be held when necessary.

A shareholders' meeting shall, unless otherwise provided for in the Company Act, be convened by the board of directors.

Article 12: A notice for convening a shareholders' meeting shall be given to each shareholder 30 days before a annual general meeting, and 15 days before a extraordinary general meeting.

The date, place and reason for the meeting to be convened shall be indicated in the notice referred to in the preceding paragraph.

The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 13: A shareholder shall be entitled to one voting right for each share held. However, shares that meet the circumstances referred to in Article 179 of the Company Act have no voting rights.

Article 14: Any shareholder who is unable to attend the shareholders' meeting in person may appoint a proxy to attend the meeting on their behalf of by presenting the power of attorney in the format prepared by the Company indicating the scope of authorization. When a person who acts as the proxy for two or more shareholders, the number of voting power represented by them shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

Unless otherwise provided in the Company Act, shareholders shall delegate their proxy attendants, if necessary, in compliance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.

Article 15: Unless otherwise specified in the Company Act, shareholders' meetings shall be chaired by the chairperson. If the chairperson takes leave or for reasons cannot perform their duties, the vice chairperson shall act on behalf of the chairperson. If there is no vice chairperson, or if the vice chairperson cannot perform their duties, the chairperson shall appoint one director to act on their behalf. If the chairperson fails to do so, the directors shall nominate one among themselves to act on behalf of the chairperson. The shareholders' meeting shall be governed by the Company's Rules of Procedure for Shareholders Meetings.

Article 16: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting. The distribution of the minutes as required in the preceding paragraph may be effected by public notice.

The minutes shall record the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept for the duration of the existence of the Company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Section 4 Directors and the Audit Committee

Article 17: The Company shall have 7 to 11 directors and shall adopt a nomination system. Directors shall be elected by shareholders from the list of candidates. Among these, the directors shall include no less than three independent directors who shall be no less than one-fifths of all the directors.

Article 18: The term of office for directors shall be three years, and they may be reelected for consecutive terms of office.

The Board of Directors is authorized to determine the remuneration to the Company's Chairman, Vice Chairman and directors subject to their engagement in and contribution to the Company's operations, and based on the standard prevailing in the same industry.

The total compensation of all directors for the entire year in the previous paragraph shall be limited to 1% of the issued capital of the Company. They may also receive remuneration distributed from retained earnings, if any, according to Article 30 herein.

Article 19: The functions and operations of the board of directors are as follows:

- I. Set forth the business policy;
- II. Prepare important regulations and contracts;
- III. Appoint/dismiss the management, and authorize remuneration;
- IV. Establish and abolish branches/divisions;
- V. Prepare budget and financial reports;
- VI. Propose motions for amendments to the Articles of Incorporation, changes of capital and dissolution or merger of the Company to a shareholders' meeting.

VII. Propose motions for the distribution of earnings to a shareholders' meeting.

VIII. Decide other important matters.

Article 20: The board of directors shall be organized by the directors, one of whom shall be elected as the chairperson at a meeting attended by at least two-thirds of the directors and with the consent of a majority of the attending directors. A vice chairperson may also be elected likewise, if necessary.

Article 21: The chairperson of the board is empowered to represent the Company. If the chairperson takes leave or for reasons cannot perform their duties, the vice chairperson shall act on behalf of the chairperson. If there is no vice chairperson, or if the vice chairperson cannot perform their duties, the chairperson shall appoint one director to act on their behalf. If the chairperson fails to do so, the directors shall nominate one among themselves to act on behalf of the chairperson.

Article 22: Meetings of the board of directors shall be convened by the chairperson. The convener shall send a notice setting forth therein the causes of a meeting of the board of directors to each director at least 7 days prior to the meeting. The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining the consent from the recipients thereof.

The meeting of the board of directors shall be convened domestically.

Article 23: The meeting of board of directors shall be attended by directors. Directors shall also appoint other directors to attend a meeting of the board of directors as their proxy, but must every time issue a power of attorney and state therein the scope of authority with reference to the subjects to be discussed at the meeting. For any decisions that need to be resolved through a meeting of the board of directors under Article 14-3 of the Securities and Exchange Act, independent directors must attend the meeting in person and refrain from appointing other independent directors as proxy attendants.

Article 24: A meeting of the board of directors may commence only if it is attended by a majority of all the directors. The resolution made at the meeting may be adopted only upon approval of a majority of the directors present at the meeting.

Article 25: The Company has established the Audit Committee pursuant to the Securities and Exchange Act. The Committee members shall include all independent directors. The Audit Committee is responsible for exercising the powers as a supervisor pursuant to the Company Act, Securities and Exchange Act and other laws and regulations.

Article 26: (Deleted.)

Section 5 Managerial Officers

Article 27: The Company may appoint one president to execute the resolutions made by the board of directors and take charge of the Company's business. The appointment/discharge is subject to resolution made by the board of directors. In addition, the Company may appoint several vice presidents, department heads and branch managers, who shall be nominated by the president and appointed/dismissed subject to resolution made by the board of directors.

Article 28: (Deleted.)

Section 6 Financial Reports

Article 29: The Company's fiscal year commences from January 1 to December 31 of each year. At the end of the fiscal year, the board shall prepare the following statements and submit the same to the annual general meeting for ratification.

I. Business report;

II. Financial statements;

III. Proposals for surplus earning distribution or loss off-setting.

Article 30: If the Company records a profit in a year, the Company shall set aside no less than 1% of the profit for employee's compensation, which shall be distributed in the form of shares or in cash by resolution of the board of directors. The Company may, by resolution of the board meeting, set aside no more than 1% of the said profit for directors' remuneration. The motions for distribution of remuneration to employees and directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors according to the aforementioned percentages.

Article 30-1: If the Company has earnings from the annual account settlement, it shall first appropriate for the payment of corporate income tax and covering of carryforward loss. Then, it shall contribute 10% of the balance to the legal reserve, and also make a contribution to the special reserve at the percentage defined by the competent authority, as well as make a provision/reversal of special reserves pursuant to the laws. The residual balance shall be added to undistributed earnings carried from previous years. The board shall draft a motion for the allocation of the residual balance plus the undistributed earnings, and submit the same to a shareholders' meeting to resolve whether a shareholder bonus shall be allocated.

The Company's earnings and cash flow were primarily affected by fluctuations in the economic cycle. In order to seek sustainable and stable business development, the Company adopted the balanced dividend policy. The cash dividend distributed by the Company, if any, shall account for at least 10% of the whole dividends for the year.

Article 31: Any matters not covered herein shall be governed by the Company Act of the R.O.C.

Article 32: These Articles were enacted on April 21, 1988. 1st amendments hereto were made on June 29, 1988.

2nd amendments hereto were made on July 7, 1988. 3rd amendments hereto were made on July 10, 1989. 4th amendments hereto were made on June 30, 1990. 5th amendments hereto were made on October 12, 1990. 6th amendments hereto were made on May 30, 1993. 7th amendments hereto were made on May 25, 1994. 8th amendments hereto were made on October 13, 1994. 9th amendments hereto were made on March 3, 1995. 10th amendments hereto were made on March 24, 1995. 11th amendments hereto were made on May 12, 1995. 12th amendments hereto were made on July 15, 1996. 13th amendments hereto were made on May 14, 1997. 14th amendments hereto were made on December 3, 1997. 15th amendments hereto were made on May 5, 1998. 16th amendments hereto were made on June 26, 1999. 17th amendments hereto were made on June 27, 2000. 18th amendments hereto were made on May 31, 2002. 19th amendments hereto were made on April 11, 2003. 20th amendments hereto were made on June 25, 2004. 21st amendments hereto were made on June 17, 2005. 22nd amendments hereto were made on June 2, 2006. 23rd amendments hereto were made on June 15, 2007. 24th amendments hereto were made on June 20, 2008. 25th amendments hereto were made on June 10, 2009. 26th amendments hereto were made on June 25, 2010. 27th amendments hereto were made on June 28, 2012. 28th amendments hereto were made on June 20, 2013. 29th amendments hereto were made on June 18, 2015. 30th amendments hereto were made on June 23, 2016. 31st amendments hereto were made on May 29, 2018. 32nd amendments hereto were made on November 9, 2018. 33rd amendments hereto were made on June 19, 2020. 34th amendments hereto were made on August 17, 2021. 35th amendments hereto were made on June 2, 2022.

Good Finance Securities Co., Ltd.

Chairperson: Hank Huang

[Appendix 2] Rules of Procedures for Shareholders' Meeting of Good Finance Securities Co., Ltd.

Rules of Procedures for Shareholders' Meeting of Good Finance Securities Co., Ltd.

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2

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

Article 3

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

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

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 an annual general meeting or before 15 days before the date of an extraordinary general 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 annual general meeting or before 15 days before the date of the extraordinary general meeting. Before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

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

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

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

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, 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 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an Extraordinary Motion.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any Extraordinary Motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to this Corporation a proposal for discussion at an annual general meeting. The number of items so proposed is limited to only one, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a annual general meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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.

All shareholders shall be notified of the convening of a shareholders' meeting prior to a deadline as stipulated in the law. However, the shareholders holding fewer than 1,000 shares notice may be notified by means of making a public announcement on the Market Observation Post System (MOPS).

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five 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.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting 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.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6

The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

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

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.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

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

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

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 7

Convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (IV) Actions to be taken if the outcome of all proposals have been announced and Extraordinary Motion has not been carried out.
- III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 8

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 the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the directors shall select from among themselves one person to serve as chair.

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

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 audit committee member 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.

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

Article 9

The Company shall make audio or video recordings of the shareholders' meeting, which shall be retained for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

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

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

Article 10

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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

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

Article 11

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including Extraordinary Motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or Extraordinary Motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 12

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.

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.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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.

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.

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more

than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

Article 13

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

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 the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

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

Article 14

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.

When the Company holds a shareholder 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 his/her rights with respect to the Extraordinary Motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of Extraordinary Motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, 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 two 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.

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. 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. 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.

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.

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

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

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

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

When the Company convenes a hybrid shareholders meeting, if shareholders, solicitor or proxy who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for Extraordinary Motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 15

The election of directors at a shareholders meeting shall be held in accordance with the "Regulations Governing the Election of Directors and Independent Directors" adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 16

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.

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

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

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

Article 17

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

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

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

Article 18

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

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.

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

Article 19

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

If the meeting 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.

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

Article 20

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

Article 21

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

Article 22

In the event of a virtual shareholders meeting, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

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

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

Article 23

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

Article 24

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

Article 25

These Rules were established on June 2, 2022.

[Appendix 3] Regulations Governing the Election of Directors and Independent Directors of Good Finance Securities Co., Ltd.

Regulations Governing the Election of Directors and Independent Directors of Good Finance Securities Co., Ltd.

- I. These Regulations are hereby established in accordance with the provisions of the Company Act and the Company's Articles of Incorporation. The election of all directors of the Company shall be governed by these Regulations.
- II. The Company elects its directors at the shareholders' meeting.
- III. For the election of directors of the Company, the attendance card numbers printed on the ballots may be used instead of recording the names of voters.
- IV. In the process of electing directors of the Company, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected. The Board of Directors shall prepare and distribute to each shareholder the same number of votes as the number of directors to be elected, which may be and may be cast for a single candidate or split among multiple candidates.
The votes of Directors casted for the election of independent and non-independent Directors shall be counted and elected separately.
- V. The directors of the Company shall be elected by the shareholders' meeting from among the persons with disposing capacity. The number of Directors shall be as specified in the Company's Articles of Incorporation. Based on a statistical tallying of the ballots, those receiving ballots representing the highest numbers of voting rights shall be elected sequentially as independent and non-independent Directors. A shareholder who is elected as a director shall decide by himself/herself to serve as a director before the election list is announced and filed as required by law. If he/she declares to abstain, the vacancy shall be filled by the next candidate with the highest number of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chair drawing lots on behalf of any person not in attendance.
- VI. The attendance number and the number of voting rights of each voter shall be printed on the ballot prepared by the Board of Directors.
- VII. Before the election begins, the Chair shall appoint a number of vote-monitoring and vote-counting personnel to perform their respective duties.
- VIII. Ballot boxes shall be prepared by the Board of Directors, and shall be opened and inspected by the vote-monitoring personnel before voting.
- IX. Voters shall note the name of the candidates and the account number on each ballot. Where the candidate is not a shareholder, the ID number and name of the candidate shall be indicated on the ballot, which shall then be cast in the ballot box. Where the candidate is a government agency or a juristic person, the candidate column on the ballot shall include the name of the government agency or juristic person, or its representative.
- X. A ballot is invalid if any of the following circumstances occur:
 1. Votes that are not in compliance with these Rules.
 2. A blank ballot is placed in the ballot box.
 3. A ballot is unidentifiable due to illegible writing or incomplete corrections.
 4. The account number and name of the candidate who is a shareholder filled in the ballot are inconsistent with the shareholders' roster, and the name and ID number of the candidate who is not a shareholder filled in the ballot are incorrect.
 5. The number of candidates filled in the ballot exceeds the number of seats to be elected.
 6. The ballot contains other written characters in addition to the candidate's name, shareholder account number, or ID number, and the allocated number of votes.
 7. Either the candidate's name or the shareholder account number (ID number) is missing.
- XI. Ballot boxes shall be prepared for the election of Directors and shall be opened by the vote-monitoring and vote-counting personnel after voting.
- XII. Upon completion of the voting, the ballots were counted on the site and the results were announced by the Chair.
- XIII. The Company shall issue notifications to the persons elected as Directors.
- XIV. These Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.
- XV. Effective on December 3, 1997 upon approval at the extraordinary general meeting.
First amendment was made on May 31, 2002.
Second amendment was made on June 15, 2007.
Third amendment was made on June 23, 2016.

[Appendix 4] Operating Procedures for the Acquisition or Disposal of Assets of Good Finance Securities Co., Ltd.

Good Finance Securities Co., Ltd. Operating Procedures for Acquisition or Disposal of Assets

Article 1	Purpose <p>These Procedures are established for the purpose of asset management, investment protection and making the information publicly disclosed. The Company shall handle the acquisition or disposal of assets in compliance with these Procedures; provided, where financial laws or regulations provide otherwise, such provisions shall govern.</p>
Article 2	Legal basis <p>These Procedures are adopted in accordance with the provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by Financial Supervisory Commission (FSC).</p>
Article 3	Scope of assets <p>The term "assets" as used in these Procedures includes the following:</p> <ol style="list-style-type: none">I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.II. Real property (including land, houses and buildings, investment property, and rights to use land) and equipment.III. Memberships.IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets.V. Right-of-use assets.VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).VII. Derivatives.VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.IX. Other major assets.
Article 4	Terms used in these Procedures are defined as follows <ol style="list-style-type: none">I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. 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.II. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, The Financial Institutions Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.III. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers and Regulations Governing the Preparation of Financial Reports by Securities Firms.IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.VII. For the calculation of 10% of total assets under these Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.VIII. In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20% of paid-in capital under these Procedures, 10% of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Procedures regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.IX. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.X. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the

competent securities authorities of the jurisdiction where it is located.

- XI. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

- I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
- II. May not be a related party or de facto related party of any party to the transaction.
- III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

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

Article 6 If any amendment to these Procedures or adoption by the Board of Directors is required under these Procedures or other laws, the Company shall submit the directors' dissenting opinions to the Audit Committee if any director expresses dissent and it is contained in the minutes or a written statement.

When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

The significant asset or derivative transactions shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution.

If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 7 Limits on the acquisition of real property or securities not intended for non-business use

- I. The Company's acquisition of real property for non-business use is governed by Article 16 of the Regulations Governing Securities Firms.
- II. The scope and limits of securities that are not business items shall be governed by Article 18 and Article 18-1 of the Regulations Governing Securities Firms.
- III. The scope and amount of the securities acquired by the Company's subsidiaries that are not necessary for the Company's operations are regulated in accordance with the relevant provisions of the regulations governing such business.

Article 8 Evaluation and operating procedures for the acquisition or disposal of securities

- I. Price determination and reference basis
When the Company acquires or disposes of securities that do not have publicly quoted prices in active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC), the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant.
- II. Obtaining experts opinions
When the Company acquires or disposes of securities that do not have publicly quoted prices in active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC), and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.
Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.
- III. Authorized limit and authorized level
The transaction amount shall be within the range stipulated in Article 18 of the Regulations Governing Securities Firms, and shall be approved by the Company's President through internal approval unless otherwise provided by the law.
- IV. The units responsible for implementation
The Finance Department is responsible for the acquisition and disposal of the Company's long-term and short-

term investments in securities.

V. Transaction process

The transaction process of the acquisition or disposal of securities is conducted in accordance with the provisions of the Company's investment cycle under the internal control system.

Article 9 Evaluation and operating procedures for the acquisition or disposal of real property and equipment

I. Price determination and reference basis

The acquisition or disposition of real property, equipment or right-of-use assets thereof shall be signed by the original user or the relevant authority and responsible unit, and the asset management unit shall refer to the present value of the announcement, the assessed value, the actual transaction price of the adjacent real estate, the recent transaction price of similar assets, etc. The bargaining or bidding method is one.

II. Obtaining expert's appraisal report

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

- (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
- (II) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
 2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- (IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report.

III. Authorized limit and authorized level

For the acquisition or disposal of real property, equipment or right-to-use assets thereof, where the transaction amount is less than NT\$100 million (inclusive), the transaction must be approved by the Company's President through internal approval; where the transaction amount exceeds NT\$100 million, the transaction must be approved by the Board of Directors before it can be made.

When the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital acquire or dispose of real property, equipment or right-to-use assets thereof held for business use, and the transaction amount is less than NT\$200 million, the Board Chairman is authorized to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.

IV. The units responsible for implementation

The implementing unit for acquiring and disposing of real property, equipment or right-to-use assets thereof is the user department and the related responsible unit.

V. Transaction process

The transaction process of the acquisition or disposal of real property, equipment or right-to-use assets thereof is conducted in accordance with the provisions of the Company's fixed asset cycle under the internal control system.

Article 10 Evaluation and operating procedures for the acquisition or disposal of assets from or to a related party

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the Article 8, Article 9, Article 11, Article 11-1 and this Article. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

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

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

- (II) The reason for choosing the related party as a transaction counterparty.
 - (III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Subparagraphs 2 and 3 of Paragraph 1 of this Article.
 - (IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
 - (V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the Paragraph 1.
 - (VII) Restrictive covenants and other important stipulations associated with the transaction.
- II. Evaluation of the reasonableness of the transaction cost of acquiring real property or its right-to-use assets thereof from related parties:
- (I) The company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:
 - 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
 - (II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the Paragraph (I).
 - (III) The Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the Paragraphs (I) and (II) shall also engage a CPA to check the appraisal and render a specific opinion.
 - (IV) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the Subparagraph 1 of the Paragraph 1 of this Article, and the paragraphs (I) to (III) do not apply.
 - 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
 - 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
 - 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
 - 4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.
- III. When the results of a public company's appraisal conducted in accordance with paragraph (I) and paragraph (II) of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Subparagraph 4, Paragraph 1 of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:
- (I) Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - 1. Where undeveloped land is appraised in accordance with the means in the Subparagraph 2, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - 2. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
 - (II) Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly

announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

IV. Where a public company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the subparagraphs 2 and 3 are uniformly lower than the transaction price, the following steps shall be taken:

- (I) A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.
- (II) Audit Committee shall comply with Article 218 of the Company Act.
- (III) Actions taken pursuant to the subparagraphs (I) and (II) shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

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

V. When a public company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the Subparagraph 4 if there is other evidence indicating that the acquisition was not an arm's length transaction.

VI. If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in subparagraph 1 and the transaction amount will reach 10% or more of the public company's total assets, the public company shall submit the materials in all the subparagraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Company and its parent company or subsidiaries or between its subsidiaries.

Article 11 Evaluation and operating procedures for the acquisition or disposal of intangible assets or right-to-use assets thereof or memberships

- I. Price determination and reference basis
Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships, the Company shall consider the potential future benefits of the asset, its fair market value, and, if necessary, refer to expert opinions and negotiate with the counterparty thereto.
- II. Obtaining experts opinions
Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.
- III. Authorized limit and authorized level
 - (I) For the acquisition or disposal of memberships, where the transaction amount is less than NT\$50 million (inclusive), the transaction must be approved by the Company's President through internal approval; where the transaction amount exceeds NT\$50 million, the transaction must be approved by the Board of Directors before it can be made.
 - (II) For the acquisition or intangible assets or right-to-use assets thereof, where the transaction amount is less than NT\$50 million (inclusive), the transaction must be approved by the Company's Chairman of the Board through internal approval before it can be made and submitted to the next board of directors meeting; where the transaction amount exceeds NT\$50 million, the transaction must be approved by the Board of Directors before it can be made.
- IV. The units responsible for implementation
The implementing unit for acquiring and disposing of intangible assets or right-to-use assets thereof or memberships is the finance department, management unit and the related responsible unit.
- V. Transaction process
The transaction process of the acquisition or disposal of intangible assets or right-to-use assets thereof or memberships is conducted in accordance with the provisions of the Company's procurement and payment cycle under the internal control system.

Article 11-1 The calculation of the transaction amounts referred to in the Article 8 to Article 11 shall be done in accordance with Article 15, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion or the consent by majority of all members of the Audit Committee and the approval by the shareholders' meeting and the Board of Directors has been obtained need not be counted toward the transaction amount.

Article 12 Evaluation and operating procedures for the acquisition or disposal of claims of financial institution
In general, the Company does not engage in the acquisition or disposal of claim of financial institutions. If the Company wishes to engage in the acquisition or disposal of claim of financial institutions in the future, it will submit the proposal to the board of directors for approval and then establish relevant evaluation and operation procedures.

Article 13 Evaluation and operating procedures for the acquisition or disposal of derivatives

- I. Types of derivatives
The Company may engage in derivatives trading only to the extent approved by the competent authority.

II. Operating or hedging strategies

The Company engages in derivatives trading for the purpose of providing operational or hedging needs and offering clients with investment or hedging channels in various related businesses as its business strategy.

The appropriate hedging strategies adopted by the Company are as follows:

- (I) For the purpose of business operation or hedging: The Company shall strictly enforce the relevant regulations stipulated by the Company's responsible unit within the types of derivatives that the Company may engage in.
- (II) Those who provide clients with a channel to invest or hedge in various financial businesses: those who are commission agent, contract of brokerage or agent in the nature of transactions, shall be obligated to inform clients the risks and pay attention to their credit status, and their positions shall be rolled over as a principle, and if there are unrolled positions, they shall be strictly controlled as the trading positions in the preceding paragraph.

III. Trading Procedures

Before engaging in derivatives trading, each business unit of the Company shall submit the related transaction highlights, specifying the counterparty, type, total amount of derivatives contracts that may be traded, and the maximum loss limit on total trading and for individual contracts, and shall comply with the relevant regulations set by the competent authority and submit the same to the Chairman for approval.

When the execution unit assesses that the loss on a contract has reached the prescribed maximum amount, it should immediately take loss stop action, suspend all new transactions and report to the board of directors.

IV. Segregation of duties

The following is the segregation of duties for derivatives trading:

- (I) Executives authorized by the Board of Directors shall pay attention to the supervision and control of risk over transactions of derivatives from time to time.
- (II) The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives.
- (III) Traders should always pay attention to market information and analyze the movement of each commodity from fundamental and technical aspects, and report the latest information to the unit supervisor.
- (IV) Traders should be aware of the provisions of these Procedures and report the profit and loss status to the corresponding supervisor periodically.
- (V) The confirmation personnel should confirm the currency, amount and delivery date for each transaction.
- (VI) The control personnel of the Company shall control the timing to increase or decrease the position and inform the supervisor at the right time.
- (VII) The finance department shall evaluate the profit and loss of derivative trading positions held by each business unit from time to time and report to the board of directors.

V. Performance evaluation

The key points for the performance evaluation of the derivatives trading are:

- (I) The position held in the transactions of derivative products shall be evaluated at least once a week. In case of a hedging transaction for business necessity, however, it shall be evaluated at least twice a month.
- (II) The content of the performance evaluation should include:
 1. Accuracy of the evaluation about product trends;
 2. Adequacy for the position control;
 3. Fair value and changes in the gain/loss;
 4. To what extent the risk is covered in case of a hedge transaction, or the possible result if no such transaction is made.

VI. Operating procedures:

- (I) As approved by supervisor in each business unit, traders initiate the transaction within the authorized limit set by the Board of Directors.
- (II) Traders shall place orders through the bank nominated by the Company beforehand.
- (III) After a transaction is done, traders shall submit the trading data to the head of Finance Department.
- (IV) The bank concerned shall send a trading confirmation note to the head of Finance Department after the transaction.
- (V) The head of Finance Department and delivery personnel shall re-examine those trading data.
- (VI) Traders shall send the trading confirmation note duly approved back to the bank concerned.
- (VII) Traders shall submit the trading voucher to the Finance Department.
- (VIII) After verifying the validity and rationality of trading data from external sources, the Finance Department submits the trading voucher for approval of book entry.

VII. Announcement and report procedures:

Traders should distinguish the monthly derivative transactions between the Company and its subsidiaries into transactions for trading purposes and transactions for non-trading purposes, and make a monthly announcement and report to the FSC with the monthly operating results.

VIII. Accounting treatment:

- (I) Accounting strategies related to derivatives trading should be disclosed in the financial statements, including:
 1. The criteria for determining when a contingent asset or liability is recognized or eliminated.
 2. The basis for the initial recognition and subsequent valuation of the contingent asset or liability.
 3. The basis for recognizing and measuring revenues and expenses arising from the contingent assets or liabilities.

- (II) The following information should be disclosed in the financial statements:
 1. The purpose for holding derivative positions.
 2. The face value or contract amount.
 3. Credit risk and market risk of the derivatives.
 4. The required cash amount and period for the derivatives.
 5. The fair market value of the derivatives at the end of the period.
- IX. Internal control system:
 - (I) To set up guidelines in writing for traders to engage in the transactions within the authorized amount, ceiling of stop loss, and types of derivatives.
 - (II) Carefully select the counterparty to prevent the default from occurring.
 - (III) Any trading personnel shall not act as a delivery personnel simultaneously, and vice versa.
 - (IV) The position held in the transactions of derivative products shall be evaluated at least once a week. In case of a hedging transaction for business necessity, however, it shall be evaluated twice a month. The evaluation report shall be submitted to the executives authorized by the Board of Directors.
 - (V) In case the abnormality is found in the market value evaluation report, the Company shall report to the Board of Directors and take necessary countermeasures.
- X. Internal audit system

The following is the internal audit status for derivatives trading:

 - (I) The purpose of the audit system is to have non-financial personnel verify the transactions between the company and the financial institutions, and to collect and keep the external transaction contracts and internal transaction vouchers, and to report to the supervisor immediately if there is any risk of overstepping the authority by the transaction personnel.
 - (II) The responsible business unit shall periodically evaluate the counterparty's credit status.
 - (III) Internal auditors shall examine for the adequacy of internal control over the derivative products transactions on a regular basis, and audit whether the trading departments are acting in compliance with the Procedures monthly and analyze the audit cycle, for which an auditing report shall be produced. If any severe violations are found, a written notice shall be submitted to the Audit Committee.
 - (IV) The audit report in the preceding paragraph shall be reported to the SEC for review by the end of February of the following year, together with the implementation status of the annual audit plan for internal audit operations.
 - (V) To strengthen internal audit, internal auditors should issue reconciliation statements from time to time each year to the counterparties engaged in derivative transactions to verify the correctness of the information recorded in the accounts.
 - (VI) correctness of the information recorded in the accounts.
- XI. Supervision and Management of the Board of Directors
 - (I) Where the Company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:
 1. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.
 2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
 - (II) Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:
 1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by FSC and these Procedures.
 2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion.
 - (III) The Company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.
- XII. The Company's subsidiaries are not publicly listed companies in Taiwan. For those subsidiaries that are engaged in derivatives trading, the Company should also announce, report and submit the information for them.
- XIII. Items that should be announced as required by the law, in case of omissions in the announcement and should be corrected, all items should be re-announced and reported.
- XIV. When the Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, the periodic evaluation reports (business, transaction performance and risks assumed), and whether the risk management measures comply with the relevant regulations by the competent authority and these Procedures shall be recorded in detail in the log book.

Article 14 Evaluation and procedures for merger, demerger, acquisition, or transfer of shares

- I. Price determination and reference basis for trading consideration

When the Company conducts a merger, demerger, acquisition, or transfer of shares, the Company shall consider the past and future financial and business conditions of the participating companies, the expected benefits to be generated in the future, the market's fair approach in determining the transaction price, and negotiate the price with the counterparties involved in the merger, demerger, acquisition or transfer of shares by referring to the opinion of CPA, attorney or securities underwriter.
- II. Obtaining experts opinions

When the Company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.

- III. Decision-making level
The Company's merger, demerger, acquisition or transfer of shares is conducted in accordance with the provisions of the Company Act and related laws and regulations.
- IV. Submission of relevant information and disclosure of information in case it cannot be approved by the shareholders' meeting
 - (I) When the Company conducts a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in subparagraph 2 of paragraph 1 of this Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.
 - (II) Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.
- V. Dates of board meetings and shareholders' meetings
 - (I) When the Company and the companies participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
 - (II) The Company and other companies participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
- VI. Confidentiality Obligations and Insider Trading Avoidance
Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- VII. Principles of change of share exchange ratio or acquisition price
The Company participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
 - (I) Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
 - (II) An action, such as a disposal of major assets, that affects the company's financial operations.
 - (III) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
 - (IV) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
 - (V) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - (VI) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- VIII. Items to be included in the contract
The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:
 - (I) Handling of breach of contract.
 - (II) Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 - (III) The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - (IV) The manner of handling changes in the number of participating entities or companies.
 - (V) Preliminary progress schedule for plan execution, and anticipated completion date.
 - (VI) Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- IX. After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another

company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

- X. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of subparagraphs 5, 6 and 9 of paragraph 1 of this Article and subparagraph 2 of paragraph 1 and paragraph 5 of the Article 15.

Article 15 Procedure for public announcement

- I. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:
- (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more. provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
 - (II) Merger, demerger, acquisition, or transfer of shares. Announcement shall include information in the paragraphs 5 (1) and (2) of this Article.
 - (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
 - (IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
 - (V) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction is less than NT\$500 million.
 - (VI) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 1. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
 2. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
 3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. The amount of transactions above shall be calculated as follows:
- (I) The amount of any individual transaction.
 - (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 - (III) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - (IV) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
- "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.
- III. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.
- IV. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

- V. When the Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information:
 1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
 2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
 3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.
- VI. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:
 - (I) Change, termination, or rescission of a contract signed in regard to the original transaction.
 - (II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - (III) Change to the originally publicly announced and reported information.
- VII. Information required to be publicly announced and reported in accordance with the provisions of this Article on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the Company. The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold (20% of paid-in capital or 10 % of total assets) requiring public announcement.

Article 16 Control procedures for the acquisition and disposal of assets by subsidiaries.

- I. The acquisition or disposal of assets in the subsidiaries should also be handled in accordance with these Procedures.
- II. Where the acquisition or disposal of assets of the subsidiary is required to be resolved by the Board of Directors under these Procedures or other law, the acquisition or disposal should be reported to the Company prior to the date of occurrence of the event. The Company's Finance Department shall evaluate the feasibility, necessity, and reasonableness of the acquisition or disposal of the assets, follow up on the implementation status, and conduct the analysis and review.
- III. The internal audit personnel of the parent company shall periodically audit the subsidiaries' compliance with these Procedures and prepare an audit report. After findings and recommendations in the audit report are filed, the Company shall notify the inspected subsidiary to follow up, make improvements, and formulate follow-up reports to ensure that they have adopted appropriate improvement measures in a timely manner.

Article 17 Penalties

Where the Company's personnel violate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" of the FSC or these Procedures in the acquisition or disposal of assets, such violation shall be reported and included in their performance evaluation and they shall be penalized based on the severity of the violation in accordance with the Company's human resource management regulations and work rules.

Article 18 Supplements

For matters not provided for herein, it shall be handled in accordance with relevant laws and regulations.

Article 19 Implementation

These procedures were approved by the Board of Directors and sent to each supervisor and submitted to the shareholders' meeting for approval before implementation; amendments were approved by the majority of the Audit Committee members and submitted to the Board of Directors for resolution, and then submitted to the shareholders' meeting for approval before implementation.

In the event that the consent of majority of the Audit Committee members is not met in the Article 10, Article 11 and the preceding paragraph, the provisions of paragraph 4, 5 of the Article 6 shall apply.

Article 20 Dates of amendments

These Procedures were approved at the shareholders' meeting held on April 11, 2003.
 The 1st amendments were approved at the shareholders' meeting held on June 15, 2007.
 The 2nd amendments were approved at the shareholders' meeting held on June 28, 2012.
 The 3rd amendments were approved at the shareholders' meeting held on June 12, 2014.
 The 4th amendments were approved at the shareholders' meeting held on June 14, 2017.
 The 5th amendments were approved at the shareholders' meeting held on June 21, 2019.
 The 6th amendments were approved at the shareholders' meeting held on June 19, 2020.
 The 7th amendments were approved at the shareholders' meeting held on June 2, 2022.

[Appendix 5] Shareholdings of All Directors

The information available as of March 26, 2023 when the registration for transfer of stocks was suspended for the annual general meeting:

Position	Name	Date elected	Shareholding while elected		Current shareholding		Remarks
			Shares	Shareholding ratio at the time (%)	Shares	Shareholding ratio at the time (%)	
Chairperson	Hank Huang	2020-06-19	0	0.00%	10,745,000	3.45%	
Vice chairperson	Ming-Li Chuang	2020-06-19	8,992,202	2.93%	8,992,202	2.89%	
Director	Caterpillar Capital Co., Ltd. Representative: Cheng-Yao Ku	2020-06-19	127,500,000	41.56%	114,670,000	36.84%	
Director	Caterpillar Capital Co., Ltd. Representative: Hsuan-Ching Peng						
Director	Caterpillar Capital Co., Ltd. Representative: Yu-De Shen						
Director	Caterpillar Capital Co., Ltd. Representative: Shen-Chun Lo						
Director	Fu-Liang Wan	2020-06-19	0	0.00%	0	0.00%	
Independent Director	Jung-Yuan Ho	2020-06-19	0	0.00%	0	0.00%	
Independent Director	Wei-Jen Li	2020-06-19	0	0.00%	0	0.00%	
Independent Director	Te-Wei Huang	2020-06-19	0	0.00%	0	0.00%	
Total			136,492,202		134,407,202		

Total shares issued on June 19, 2020: 306,755,974 shares

Total shares issued on March 26, 2023: 311,265,974 shares

Remarks:

1. The required combined shareholding of all directors by law should be 15,563,298 shares, and a total of 134,407,202 shares have been held as of March 26, 2023.

(Shareholdings of independent directors are not included in the shareholdings of directors)

2. The Company has established the Audit Committee. Therefore, no required combined shareholding of supervisors by law shall apply