

Niko Semiconductor Co., Ltd.

Procedures for Acquisition or Disposal of Assets

Chapter 1 General Provisions

Article 1: In order to protect investment and implement information disclosure, the company shall follow these procedures to obtain or dispose of assets.

Article 2: This processing procedure is based on Article 36-1 of the Securities and Exchange Law (hereinafter referred to as the Securities and Exchange Law) and the "Guidelines for the Handling of Assets Acquired or Disposed by Public Offering Companies" issued by the Financial Supervisory Commission (hereinafter referred to as the FSC) The regulations are stipulated, and the unmentioned matters shall be handled in accordance with the relevant laws and regulations and the relevant regulations of the company.

Article 3: The scope of application of assets referred to in this procedure is as follows:

1. Investment in stocks, public bonds, corporate bonds, financial bonds, marketable securities of commutation funds, depositary receipts, call (put) warrants, beneficiary securities and asset-based securities.
2. Real estate (including land, houses and buildings, investment real estate, and inventories of construction enterprises) and equipment.
3. Membership certificate.
4. Intangible assets such as patent rights, copyrights, trademark rights, and franchise rights.
5. Right-of-use assets.
6. Creditor's rights of financial institutions (including receivables, discounts on foreign exchange purchases, loans, and collections).
7. Derivative commodities.
8. Assets acquired or disposed of through merger, division, acquisition or share transfer in accordance with the law.
9. Other important assets.

Article 4: The terms used in this processing procedure are defined as follows:

1. Derivatives: refers to forward contracts, option contracts, futures whose value is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings

or credit indices, or other variables Contracts, leveraged margin contracts, exchange contracts, combinations of the above, or combination contracts or structured commodities embedded in derivative commodities. The so-called forward contracts do not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sale) contracts.

2. Assets acquired or disposed of in accordance with legal merger, division, acquisition or transfer of shares: refers to assets acquired or disposed of in accordance with merger, division or acquisition in accordance with the Enterprise Mergers and Acquisitions Act, the Financial Holding Company Act, the Financial Institutions Merger Act or other laws , or issue new shares in accordance with Article 156-3 of the Company Act to acquire the shares of another company (hereinafter referred to as the transfer of shares).
3. Related parties and subsidiaries: should be identified in accordance with the financial reporting standards for securities issuers.
4. Professional appraisers: refer to real estate appraisers or other persons who are legally allowed to engage in real estate and equipment appraisal business.
5. Date of Fact Occurrence: refers to the date of signing the transaction, the date of payment, the date of entrusted transaction, the date of transfer of account, the date of resolution of the board of directors, or any other date that is sufficient to determine the transaction object and transaction amount, whichever is the former. However, for investors that need to be approved by the competent authority, the above opening date or the date of receiving the approval from the competent authority shall prevail.
6. Investment in the Mainland Area: refers to the Mainland investment made in accordance with the provisions of the Investment Review Committee of the Ministry of Economic Affairs in the Mainland Area for Investment or Technical Cooperation Licensing Regulations.
7. Business premises of a securities firm: A business office of a domestic securities firm refers to a place where securities firms set up special counters for trading in accordance with the Measures for the Administration of Securities Firms' Business Offices to Buy and Sell Securities; The business premises of financial institutions operating securities business.

Article 5: For the valuation report or the opinions of accountants, lawyers or

securities underwriters obtained by this company, the professional appraiser and its appraisers, accountants, lawyers or securities underwriters shall meet the following requirements:

1. Have never been sentenced to fixed-term imprisonment of not less than one year for violating the Securities and Exchange Law, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law, or the Commercial Accounting Law, or for fraud, breach of trust, embezzlement, forgery of documents, or business crimes shall be sentenced to imprisonment for not less than one year. However, this is not the case if three years have elapsed since the completion of the execution, the expiration of the suspended sentence, or the pardon.
2. The parties to the transaction shall not be related parties or have substantial related parties.
3. If the company should obtain valuation reports from two or more professional appraisers, different professional appraisers or appraisers shall not be related persons or have substantial relationships with each other.

When issuing valuation reports or opinions, the personnel referred to in the preceding paragraph shall comply with the self-discipline regulations of their respective trade associations and the following matters:

1. Before accepting a case, they should carefully evaluate their professional ability, practical experience and independence.
2. When executing a case, it should properly plan and implement the appropriate operation procedures to form a conclusion and issue a report or opinion letter accordingly; and publish the executed procedures, collected data and conclusions in the case working papers in detail.
3. Regarding the sources of data, parameters and information used, the suitability and rationality shall be evaluated item by item, as the basis for issuing appraisal reports or opinions.
4. The matters declared shall include the professionalism and independence of the relevant personnel, the information that has been assessed to be appropriate and reasonable, and the compliance with relevant laws and regulations.

Section 1 Determination of Processing Procedures

Article 6: The company shall formulate the procedures for handling assets acquired or disposed of in accordance with the "Guidelines for the Handling of Assets Acquired or Disposed by Public Companies", which shall be approved by the Audit Committee and then submitted to the Board of Directors for resolution and submitted to the shareholders' meeting for approval, and the same applies for amendments.

When submitting the procedures for handling assets acquired or disposed of to the board of directors for discussion in accordance with the provisions of the preceding paragraph, the opinions of independent directors shall be fully considered. Any dissenting opinions or reservations of independent directors shall be stated in the minutes of the board meeting.

When submitting to the audit committee for discussion in accordance with the provisions of paragraph 1, it shall be approved by more than half of all members of the audit committee, and a resolution shall be submitted to the board of directors. If not approved by more than one-half of all members of the audit committee, it may be implemented with the consent of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors.

All members of the Audit Committee and all directors referred to in Paragraph 3 shall be counted on the basis of the actual incumbents.

Article 7: When the company acquires or disposes of assets, the execution unit shall conduct feasibility assessments of the reasons for the proposed acquisition or disposal, the subject matter, the counterparty of the transaction, the transfer price, the terms of receipt and payment, and the price reference basis.

The relevant operating procedures for the acquisition or disposal of assets shall be handled in accordance with the company's internal control system and other relevant regulations and the relevant provisions of this handling procedure.

1. The acquisition or disposal of assets by the company may be approved by the board of directors authorized by the chairman of the board of directors or in accordance with the approval authority set by the company, unless otherwise specified by the relevant measures such as

these handling procedures and the company's internal control system or the competent authority.

2. The Company may purchase non-business real estate and its right-of-use assets, with the following quotas:
 - (1) The total amount of non-business real estate and its right-of-use assets purchased by the company shall not exceed 15% of the company's net value.
 - (2) The total amount of non-operating real estate and right-to-use assets purchased by each subsidiary of the company shall not exceed 5% of the company's net value.
3. The Company may invest in negotiable securities with the following quotas:
 - (1) The total investment in securities of the company shall not exceed 50% of the company's net value.
 - (2) The total investment in securities of each subsidiary of the company shall not exceed 30% of the company's net value.
 - (3) The amount of the company's investment in individual securities shall not exceed 30% of the company's net value.
 - (4) The amount of investment in individual securities of each subsidiary of the company shall not exceed 20% of the company's net value.
4. Execution unit:
 - (1) Securities and Derivatives: Finance Department.
 - (2) Real estate and equipment: the user department and the relevant authority and responsibility unit.
 - (3) Assets other than the above two subparagraphs: only after the relevant unit has performed the evaluation.

If the relevant personnel of the acquisition or disposal of the relevant assets have negligently violated these procedures or the "Guidelines for the Handling of Assets Acquired or Disposed by Public Companies" promulgated by the competent authority, causing serious damage to the company, the company shall be dealt with in accordance with the company's personnel and administrative rules and regulations. If it is found that there is a deliberate violation of this handling procedure, causing damage to the company, in addition to handling in accordance with the company's personnel and administrative rules and regulations, the perpetrator may be required to compensate the company for losses.
5. The company shall urge its subsidiaries to formulate and implement

asset acquisition or disposal procedures in accordance with these procedures.

Article 8: If the acquisition or disposal of assets by the company should be approved by the board of directors in accordance with the prescribed procedures or other laws and regulations, it shall be approved by more than half of all members of the audit committee, and a resolution of the board of directors shall be submitted, and the provisions of paragraphs 3 and 4 of Article 6 shall apply *mutatis mutandis* .

When the transaction of assets acquired or disposed of in accordance with the preceding paragraph is submitted to the board of directors for discussion, the opinions of each independent director shall be fully considered, and any dissenting opinions or reservations of independent directors shall be stated in the minutes of the board meeting.

Section 2 Acquisition or Disposal of Assets

Article 9: When the company acquires or disposes of real estate, equipment or its right-to-use assets, except for transactions with domestic government agencies, self-contracted construction, leased land for construction, or acquisition or disposal of equipment or its right-to-use assets for business use, If the transaction amount exceeds 20% of the company's paid-in capital or more than NT\$300 million, a valuation report issued by a professional appraiser shall be obtained before the date of the fact, and shall meet the following requirements:

1. When a limited price, a specific price or a special price must be used as the reference for the transaction price due to special reasons, the transaction should be approved by the board of directors first; the same applies when the transaction conditions are changed subsequently.
2. If the transaction amount is more than NT\$1 billion, two or more professional appraisers shall be requested for appraisal.
3. The appraisal result of the professional appraiser is in any of the following situations, except that the appraisal result of the acquired assets is higher than the transaction amount, or the appraisal result of disposing of the assets is all lower than the transaction amount, the accountant should be consulted for the reasons for the difference and the transaction price. Admissibility expresses a specific opinion:
 - (1) The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.

- (2) The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.
4. The date of the report issued by the professional appraiser and the date of establishment of the contract shall not exceed three months. However, if the current value of the same period of announcement is applicable and less than six months have passed, the original professional appraiser may issue a written opinion.

Article 10: When the company acquires or disposes of marketable securities, it shall obtain the most recent financial statements of the subject company that have been verified, certified or reviewed by an accountant before the date of the fact as a reference for evaluating the transaction price, and the transaction amount shall reach 20% of the company's paid-in capital. Ten or more than NT\$300 million, an accountant should be consulted for an opinion on the reasonableness of the transaction price prior to the date of the fact. However, this does not apply if the securities are publicly quoted in the active market or if the Financial Supervisory Commission (hereinafter referred to as the "Competent Authority") stipulates otherwise.

Article 11: If the company acquires or disposes of intangible assets or its right-of-use assets or the transaction amount of the membership card exceeds 20% of the company's paid-in capital or NT\$300 million or more, except for transactions with domestic government agencies, it shall Before the occurrence date, contact the accountant to express opinions on the reasonableness of the transaction price.

Article 12: The calculation of the transaction amount in the preceding three articles shall be handled in accordance with the provisions of Paragraph 2 of Article 28, and the term within one year shall be based on the date of the actual occurrence of this transaction, and shall be retrospectively calculated for one year, and this procedure has been followed. It is stipulated that the part of the valuation report or accountant's opinion issued by the person who has obtained a professional valuation shall be exempted from the calculation.

Article 13: If the company acquires or disposes of assets through the court auction process, the court-issued certification documents may be substituted for the valuation report or accountant's opinion.

Section 3 Transactions with Related Parties

Article 14: When the company and its related parties acquire or dispose of assets, in addition to handling relevant resolution procedures and evaluating the rationality of transaction conditions in accordance with regulations, if the transaction amount exceeds 10% of the company's total assets, it shall also comply with the preceding paragraph. A valuation report or accountant's opinion issued by the person who obtains a professional valuation is required.

The calculation of the transaction amount in the preceding paragraph shall be handled in accordance with the provisions of Article 12.

Related parties shall be identified in accordance with the financial reporting standards for securities issuers.

Article 15: The company acquires or disposes of real estate or its right-of-use assets from a related party, or acquires or disposes of real estate or other assets other than its right-of-use assets from a related party, and the transaction amount reaches 20% of the company's paid-in capital, 10% of its total assets or more than NT\$300 million, in addition to buying and selling domestic government bonds, bonds with repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following materials shall be submitted for auditing After the committee agrees and is approved by the board of directors, the transaction contract can be signed and payment shall be made:

1. The purpose, necessity and expected benefits of acquiring or disposing of assets.
2. The reason for selecting the related person as the transaction object.
3. Obtaining immovable property or its right-of-use assets from a related party, and evaluating the reasonableness of the predetermined transaction conditions in accordance with the provisions of Articles 16 and 17.
4. The original acquisition date and price of the related party, the transaction object and its relationship with the company and related parties, etc.
5. Estimated cash receipts and expenditures for each month of the next year starting from the contract month, and evaluates the necessity of the transaction and the rationality of the use of funds.
6. A valuation report issued by a professional appraiser obtained in

accordance with the preceding article, or an accountant's opinion.

7. Restrictions on the transaction and other important agreements.

The Company and its parent company, subsidiaries, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital are engaged in the following transactions. Approval:

- (1) Acquiring or disposing of equipment for business use or its right-to-use assets.
- (2) Acquiring or disposing of the right to use real estate assets for business use.

When submitting to the board of directors for discussion in accordance with regulations, the opinions of each independent director shall be fully considered, and any dissenting opinions or reservations of independent directors shall be stated in the minutes of the board meeting.

The first provisions shall be approved by more than half of all members of the audit committee, and a resolution of the board of directors shall be submitted, and the provisions of Article 6, paragraphs 3 and 4 shall apply *mutatis mutandis*.

If the company or a subsidiary of a non-domestic public company has the first transaction, and the transaction amount is more than 10% of the total assets of the public company, the company shall submit the documents listed in the first paragraph to the shareholders' meeting for approval, Before signing the transaction contract and making payment. However, transactions between the Company and its parent company, subsidiaries, or subsidiaries of the Company are not subject to this limitation.

The calculation of the transaction amount in Paragraph 1 and the preceding Paragraph shall be carried out in accordance with the provisions of Paragraph 2 of Article 28, and the term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated one year ahead, and has been calculated according to This procedure stipulates that the approval of the audit committee and the approval of the board of directors are partially exempted from re-counting.

Article 16: When the company obtains real estate or right-of-use assets from related parties, it shall evaluate the rationality of transaction costs according to the following methods:

1. The necessary capital interest and the cost that the buyer shall bear according to the law shall be added according to the transaction price of the related parties. The “interest cost of necessary funds” shall be calculated on the basis of the weighted average interest rate of the borrowings in the year when the company purchased the assets, but it shall not be higher than the maximum borrowing rate of the non-financial industry announced by the Ministry of Finance.
2. If the related party has set up a mortgage loan with a financial institution for the subject matter, the financial institution will evaluate the total value of the loan to the subject matter, but the actual cumulative value of the financial institution's loan to the subject matter should reach the total value of the loan evaluation. More than 70% of the value and the loan period has been more than one year. However, this does not apply if the financial institution and one of the parties to the transaction are mutually related persons.

For the combined purchase or lease of land and houses of the same subject, the transaction costs may be assessed separately for the land and houses according to any of the methods listed in the preceding paragraph.

The company obtains real estate or right-of-use assets from related parties, evaluates the cost of real estate or right-of-use assets in accordance with the provisions of the preceding two paragraphs, and should consult an accountant for review and specific opinions.

If the company obtains immovable property or its right-of-use assets from a related party, if one of the following circumstances occurs, it shall proceed in accordance with the provisions of the preceding article, and the provisions of the preceding three paragraphs shall not apply:

1. The related party obtains the real estate or its right-to-use assets through inheritance or gift.
2. It has been more than five years since the contracting date of the related party to acquire the real estate or its right-to-use assets.
3. Signing a joint construction contract with a related party, or entrusting a related party to build real estate from a local commissioned construction, leased land commissioned construction, etc. to obtain real estate.
4. The Company and the parent company, subsidiary company, or

subsidiary company that directly or indirectly hold 100% of the issued shares or total capital, acquire real estate use rights assets for business use.

Article 17: If the evaluation result of the company in accordance with the provisions of paragraphs 1 and 2 of the preceding article is lower than the transaction price, it shall proceed in accordance with the provisions of Article 18. However, this does not apply if objective evidence is presented and specific reasonable opinions from professional real estate appraisers and accountants are obtained due to the following circumstances:

1. If the related party acquires prime land or leased land for re-construction, he may prove that one of the following conditions is met:
 - (1) If the evaluation is based on the method specified in the preceding article, the building shall be based on the construction cost of the related party plus the reasonable construction profit, and the total amount exceeds the actual transaction price. The term “reasonable construction profit” shall be based on the average operating gross profit margin of the related party’s construction department in the last three years or the most recent construction gross profit rate announced by the Ministry of Finance, whichever is lower.
 - (2) Other non-related transactions in other floors of the same subject property or in adjacent areas within one year, with similar areas, and the transaction conditions are equivalent after evaluation of the reasonable floor or area price difference according to the practice of real estate sales or leasing. By.
2. The company proves that the real estate purchased or leased from a related party has the right to use the real estate, and the transaction conditions are comparable to other non-related party transaction cases in the adjacent area within one year and the area is similar.

In the case of transactions in adjacent areas mentioned in the preceding paragraph, the principle is that the same or adjacent street corners are not more than 500 meters away from the object of the transaction, or the current value of the announcement is similar. In principle, the area is not less than 50% of the area of the subject matter of the transaction; the term within one year is based on the date of the acquisition of the real estate or the right-to-use asset, which is calculated retrospectively one

year ahead.

Article 18: The company obtains real estate or its right-of-use assets from a related party, and if the evaluation result according to the preceding two articles is lower than the transaction price, it shall handle the following matters:

1. The difference between the transaction price of the real estate or its right-of-use assets and the appraisal cost shall be set aside as a special surplus reserve in accordance with the provisions of Article 41 of the Securities and Exchange Law, and shall not be distributed or converted into allotment shares. If an investor whose investment in the company is evaluated by the equity method is a public offering company, it shall also set aside a special surplus reserve in accordance with the provisions of Article 41 of the Securities and Exchange Act in accordance with the proportion of its shareholding.
2. The independent directors of the audit committee shall act in accordance with the provisions of Article 218 of the Company Act.
3. The handling situation in the preceding two paragraphs shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and the prospectus.

If the company has set aside a special surplus reserve in accordance with the provisions of the preceding paragraph, the assets purchased or leased at a high price should be recognized as a loss in price, or disposed of or terminated, or to be properly compensated or restored to the original state, or if there is other evidence to determine that it is not unreasonable, The special surplus reserve may only be used with the approval of the competent authority.

If the company obtains immovable property or its right-of-use assets from a related party, if there is other evidence that the transaction is not in line with business practices, it shall also handle the transaction in accordance with the preceding two paragraphs.

Section 4 Trading in Derivatives

Article 19: When the company engages in derivative financial products, it shall follow the company's "procedures for dealing with derivative product transactions", and shall pay attention to the matters of risk management and audit to implement the internal control system.

Section 5 Business Merger, Division, Acquisition and Share Transfer

Article 20: For merger, division, acquisition or transfer of shares, the company shall, before convening a resolution of the board of directors, appoint an accountant, lawyer or securities underwriter to discuss the share conversion ratio, purchase price or allotment of cash or other property to shareholders. Opinions on rationality are expressed and submitted to the board of directors for discussion and approval. However, for mergers of subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, or mergers between subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, the rationality opinion issued by the experts may not be obtained.

Article 21: The important agreed contents and related matters of merger, division or acquisition shall be prepared as a public document to the shareholders before the shareholders' meeting, and delivered to the shareholders together with the expert opinions in the preceding paragraph and the notice of the shareholders' meeting, as a basis for whether or not to agree Reference to such merger, division or acquisition. However, this does not apply if the shareholders meeting is exempted from convening a shareholders' meeting to resolve mergers, divisions or acquisitions in accordance with other laws.

In the case of a company participating in a merger, division or acquisition, the shareholders meeting of either party cannot be convened or resolved due to insufficient attendance, voting rights or other legal restrictions, or the resolution is vetoed by the shareholders' meeting, the company participating in the merger, division or acquisition shall immediately Publicly explain the reasons for the occurrence, follow-up processing operations and the expected date of the shareholders' meeting.

Article 22: The company shall convene the board of directors and shareholders' meeting on the same day to resolve merger, division or acquisition-related matters, unless otherwise stipulated by other laws or if there are special factors that have been reported to the competent authority in advance.

Unless otherwise stipulated by other laws or if there are special factors that have been approved by the competent authority in advance, the company participating in the transfer of shares shall hold a board meeting on the same day.

Companies involved in mergers, divisions, acquisitions, or share transfer listings, or companies that are traded at the business offices of securities firms, shall make complete written records of the following information and keep them for five years for inspection:

1. Basic information of personnel: including all those who participated in the merger, division, acquisition or share transfer plan or the execution of the plan before the news was released, their professional titles, names, and ID numbers (passport numbers in the case of foreigners).
2. Dates of important matters: including the date of signing the letter of intent or memorandum, entrusting financial or legal advisors, signing contracts and the board of directors.
3. Important documents and minutes: including merger, division, acquisition or share transfer plan, letter of intent or memorandum, important contracts and minutes of board meetings.

Companies involved in mergers, divisions, acquisitions, or share transfer listings or companies whose stocks are traded at the business offices of securities firms shall, within two days from the date when the resolution of the board of directors is passed, submit the information in Subparagraphs 1 and 2 of the preceding paragraph to the Internet in the prescribed format. The network information system shall be reported to the competent authority for reference.

If a company involved in a merger, division, acquisition or share transfer is not a listed company or its stock is traded at the business office of a securities firm, the company whose stock is listed or its stock is traded at the business office of a securities firm shall sign an agreement with it, and shall comply with the provisions of the preceding two paragraphs.

Article 23: All persons who participate in or know about the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality commitment. Before the information is made public, the content of the plan shall not be disclosed to the public, nor shall they be used or used by themselves. Buying and selling in the name of others the stocks of all companies and other equity-like securities related to mergers, divisions, acquisitions or share transfer cases.

Article 24: When the company participates in merger, division, acquisition or share transfer, the share conversion ratio or purchase price shall not be

changed arbitrarily except in the following cases, and shall be stipulated in the merger, division, acquisition or share transfer contract. Changes:

1. Handling cash capital increase, issuance of convertible corporate bonds, free allotment of shares, issuance of corporate bonds with warrants, preferred shares with warrants, warrant certificates and other equity securities.
2. Acts such as disposing of the company's material assets that affect the company's financial business.
3. The occurrence of major disasters, major technological changes, etc. that affect the company's shareholders' rights and interests or securities prices.
4. The adjustment of the repurchase of treasury shares by any party of the company participating in the merger, division, acquisition or share transfer in accordance with the law.
5. Changes in the number of entities or companies involved in merger, division, acquisition or share transfer.
6. Other conditions that can be changed have been stipulated in the contract and have been disclosed to the public.

Article 25: When this company participates in a merger, division, acquisition or share transfer, the contract shall specify the rights and obligations of the company participating in the merger, division, acquisition or share transfer, and shall specify the following matters:

1. Handling of breach of contract.
2. The principles for dealing with the previously issued securities with equity nature or the repurchased treasury shares of a company that has been eliminated or divided due to merger.
3. The number of treasury shares that a participating company may buy back in accordance with the law after the base date for calculating the share exchange ratio and the principles for its disposal.
4. How to deal with the increase or decrease in the number of participating entities or companies.
5. Estimated plan implementation progress and expected completion schedule.
6. If the plan is not completed within the time limit, the relevant handling procedures such as the scheduled date of the shareholders' meeting shall be held according to the law.

Article 26: If any of the companies participating in the merger, split, acquisition or share transfer plans to merge, split, acquire or transfer shares with other companies after the information is made public, unless the number of participating companies is reduced, and the shareholders meeting has resolved and authorized If the board of directors may change the authority, the participating companies may be exempted from convening a general meeting of shareholders to re-enact resolutions. In the original merger, division, acquisition or share transfer case, the completed procedures or legal actions should be re-acted by all participating companies.

Article 27: If the company involved in merger, division, acquisition or share transfer is not a public offering company, this company shall sign an agreement with it, and handle it in accordance with the provisions of Articles 22, 23 and the preceding article.

Chapter III Information Disclosure

Article 28: When the company acquires or disposes of assets and has the following circumstances, it shall, according to the nature and in the prescribed format, announce the relevant information on the designated website within two days from the date of the occurrence of the fact:

1. Acquire or dispose of real estate or its right-of-use assets from a related party, or acquire or dispose of real estate or other assets other than its right-of-use assets with a related party and the transaction amount reaches 20% of the company's paid-in capital and 10% of its total assets or more than NT\$300 million. However, this does not apply to the purchase and sale of domestic public bonds, bonds subject to repurchase or sell-back conditions, and the subscription or buy-back of money market funds issued by domestic securities investment trust enterprises.
2. Merger, division, acquisition or share transfer.
3. The loss from engaging in derivative commodity transactions reaches the upper limit of total or individual contract losses stipulated in the set handling procedures.
4. Acquiring or disposing of equipment for business use or its right-to-use assets, and the transaction object is not a related person, and the transaction amount exceeds NT\$500 million.
5. The real estate is acquired in the form of self-contracted construction,

leased construction, joint-construction and sub-house, joint-construction-sharing, joint-construction and sub-sale, and the transaction object is not a related person, and the company expects to invest a transaction amount of NT\$500 million or more.

6. Assets transactions other than the preceding five subparagraphs, disposal of creditor's rights by financial institutions, or investment in the mainland area, and the transaction amount exceeds 20% of the company's paid-in capital or NT\$300 million or more. However, the following circumstances are not limited to this:
 - (1) Buying and selling domestic public bonds or foreign public bonds with a credit rating not lower than my country's sovereign rating.
 - (2) Trading bonds with buyback and sellback conditions, and subscription or buyback of money market funds issued by domestic securities investment trust enterprises.

The transaction amount in the preceding paragraph is calculated as follows:

- (1) The amount of each transaction.
- (2) Accumulated amount of transactions with the same counterparty to acquire or dispose of the same subject matter within one year.
- (3) The amount of accumulated acquisition or disposal (acquisition and disposal are accumulated separately) within one year of the real estate of the same development plan or its right-to-use assets.
- (4) The accumulated amount of the same securities acquired or disposed of (acquired and disposed of separately) within one year.

The one-year period referred to in the preceding paragraph is based on the date of the actual occurrence of this transaction, and is retrospectively calculated for one year.

The company shall, on a monthly basis, enter the information reporting website designated by the competent authority before the tenth day of each month in accordance with the prescribed format of the company and its subsidiaries that are not domestic public offering companies engaged in derivatives transactions as of the end of the previous month.

If there are errors or omissions in the announcement of the items that should be announced and should be corrected, the company should re-announce and declare all the items within two days from the day it becomes aware of it.

When the company acquires or disposes of assets, it shall keep the relevant contracts, minutes, reference books, valuation reports, and opinions of accountants, lawyers or securities underwriters in the company. Unless otherwise stipulated by other laws, keep them for at least five years.

Article 29: After the company announces and declares a transaction in accordance with the provisions of the preceding article, if there is one of the following circumstances, it shall publish the relevant information on the website designated by the competent authority for announcement and declaration within two days from the date of the occurrence of the fact:

1. The relevant contract signed in the original transaction is changed, terminated or rescinded.
2. The merger, division, acquisition or share transfer is not completed according to the schedule scheduled in the contract.
3. The content of the original announcement has been changed.

Chapter IV Supplementary Provisions

Article 30: For a subsidiary that is not a domestic public offering company, and the acquisition or disposal of assets meets the standards for notification and notification as stipulated in Article 28 or Article 29 of these procedures, the company shall handle the notification and notification matters.

Subsidiaries are subject to Article 28 of these Procedures to Announce the Declaration Criteria. The regulations on the amount of paid-in capital or total assets shall be based on the amount of paid-in capital or total assets of the company.

Article 31: The provisions of 10% of total assets in this procedure shall be calculated based on the amount of total assets in the most recent individual or individual financial report stipulated in the financial reporting standards for securities issuers.

If the shares of the company have no denomination or the denomination per share is not NT\$10, the transaction amount of 20% of the paid-in capital shall be calculated on the basis of 10% of the equity attributable to the owners of the parent company.

Article 32: The latest revision date of this processing procedure is June 8, 2022.

