

Stock Code : 3057

Promise Technology, Inc.

Handbook for the 2023 Annual Meeting of Shareholders

MEETING TIME: Jun 26, 2023, (Monday) 09:00 a.m.

PLACE : No. 1, Industrial East 2nd Road, Hsinchu Science Park (Darwin Hall,
2nd Floor, Science and Technology Life Museum)

Meeting type : Physical shareholders' meeting

The original of this handbook is written in Chinese language. If there is any discrepancy between the Chinese version and this English translation, the Chinese version shall prevail.

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Promise Technology, Inc.

Year 2023

Agenda of Annual Meeting of Shareholders

1. Calling the meeting to order
2. Chairman's speech
3. Matters to Report
4. Matters for Adoption
5. Matters for Discussion
6. Matters for Election
7. Other motions
8. Other proposals
9. Adjournment

Promise Technology, Inc.

Year 2023

Agenda of Annual Meeting of Shareholders

Time : Jun 26, 2023, (Monday) 09:00 a.m.

Place : No. 1, Industrial East 2nd Road, Hsinchu Science Park (Darwin Hall, 2nd Floor, Science and Technology Life Museum)

I. Calling the meeting to order :

II. Chairman's speech :

III. Matters to Report :

No.1 2022 Business Report

No.2 Audit Committee's Review Report on the 2022 Financial Statements

IV. Matters for Adoption :

No.1 Adoption of the 2022 Business Report and Financial Statements

No.2 Adoption of the Proposal for 2022 Deficit Compensation

V. Matters for Discussion :

No.1 Amendment to the Operational Procedures for Acquisition and Disposal of Assets. Please proceed to discuss

No.2 Proposal for Company's Private Equity Securities Issuance

No.3 Company Issuance of New restricted employee shares awards

VI. Matters for Election : The 12th election of directors

VII. Other motions : Proposal of Release the Prohibition on Directors from Participation in Competitive Business

VIII. Other proposals :

IX. Adjournment

Matters to Report

No. 1 : 2022 Business Report

Business Report

Thank you very much to all shareholders for attending the 2023 ordinary shareholders meeting of the company in spite of their busy schedules.

First of all, I would like to thank all shareholders for their support in 2022. The 2022 operating results and 2023 operating outlook report are as follows:

Consolidated financial ratios

project		2022	2021
Financial Structure (%)	Liabilities to Assets Ratio	31.51	42.57
	Ratio of long-term funds to fixed assets	915.16	807.09
solvency	Current Ratio (%)	300.50	219.66
	Quick Ratio (%)	155.87	124.66
	Interest coverage ratio (times)	216.63	206.58
Profitability	Return on assets (%)	0.49	0.42
	Return on Equity (%)	0.34	0.06
	Net (loss) profit rate (%)	0.32	0.05
	Basic earnings per share (yuan)	0.03	0.01

Research Development Status

year	R & D results
2022	<ul style="list-style-type: none">The Vess A8120 can perform one of three roles on the surveillance network: Management Server, Recording Server or IVA (Intelligent VideoAnalytics) Server. As a management server, the Vess A8120 can be independent management server which manages over 300 cameras/devices over surveillance network. As a recording server, the Vess A8120 can run users' preferred recording software and have recorded video data stored within the Vess A8120 or PROMISE storage hardware for future playback.

Operational outlook for 2023:

- (1) In 2022, we will focus on throttling and strive to be stable and conservative. At present, the global epidemic situation is slowing down, and we will actively visit customers to gain an in-depth understanding of customer needs and grasp market arteries, so as to create more business opportunities and expand the market.
- (2) The first quarter of 2023 will continue to be affected by the global economy and geopolitics in the second half of 2022, and the downturn will continue.

Since its establishment more than 30 years ago, Prosperity has always adhered to the professional field of data storage. In addition to the pursuit of core technologies, it also adapts to the ever-changing industry trends and transforms at different stages to maintain the momentum of continuous growth. As the COVID-19 epidemic is far away, the company is actively displaying the company's products to the outside world, devoting itself to the development and promotion of new products, focusing on the main product line, and accelerating the integration of resources, streamlining the organization and reducing expenses, and striving to overcome the economic difficulties in the world. In this process, the company's operations can be reversed, the profit and loss balance can be achieved as soon as possible, and further profits can be made.

Chairman: Lee,Jyh-En

President: Lee,Jyh-En

Accounting Supervisor: Lin,Tung-Hsu



No. 2: Audit Committee's Review Report

Promise Technology, Inc.

Audit Committee audits the report

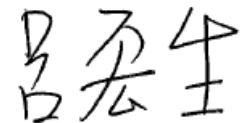
2022 financial statements (January 1, 2022 to December 31, 2022) of Promise Technology, Inc. are prepared by the board of directors and audited by Lin, Hsin-Tung and Tsai, Mei-Chen of CPAs, Deloitte Touche Tohmatsu Limited, Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this review report for your consideration.

Submit to

2023 Annual Meeting of Shareholders, Promise Technology, Inc.

Promise Technology, Inc.

Chairman of the Audit Committee: Lu, Hong-Sheng

Handwritten signature in Chinese characters: 呂宏生

March 9, 2023

Matters for Adoption

No.1 (Proposed by the Board)

Proposal : Adoption of the 2022 Business Report and Financial Statements ◦

Explanation :

1. 2022 Business Report and Financial Statements have been reviewed by the Audit Committee, and approved by the board of directors. For the related Business Report and Financial Statements, please refer to Handbook page 3 and Attachments 3.
2. b.Adoption is respectively requested. The Company's 2022 annual financial statements were approved by the Board of Directors on March 9, 2023

Resolution:

No.2 (Proposed by the Board)

Proposal : Adoption of the Proposal for 2022 Deficit Compensation ◦

Explanation :

Please refer to the 2022 Deficit Compensation Statement as follows

Promise Technology, Inc.
Deficit Compensation Statement



Items	Unit: NTD
Unappropriated retained earnings (or accumulated deficit) of prior years	(53,044,237)
+ : 2022 net profit (loss)	2,890,415
+ : Deficit yet to be compensated - at the end of 2022	4,243,360
Items for compensating deficit:	(45,910,462)
+ : Additional paid-in capital	2,247,057
Deficit yet to be compensated	(\$43,663,405)

Chairman: Lee,Jyh-En



President: Lee,Jyh-En



Accounting Supervisor: Lin,Tung-Hsu



Resolution:

Matters for Adoption

No.1 : (Proposed by the Board)

Proposal : Amendment to the Operational Procedures for Acquisition and Disposal of Assets.

Please proceed to discuss.

Explanation : According to the internal audit review, it is recommended to modify the following content:

1. A certain ratio of net worth is used as the standard instead of paid-in capital.
2. The quota limit is changed to short-term and total amount (short-term plus long-term), instead of short-term and long-term, to avoid excessive risk.
3. The added net worth figure comes from the "Financial Statement of the Latest Announcement".
4. The amendments to the resolution of the board of directors of the company on November 3, 2022 are as follows:

Promise Technology, Inc.

Acquisition or Disposal of Assets Handling Procedure Amendment Comparison Table

Amendment clause	Current clause	Explanation
<p>Article 11: Investment Quota</p> <p>The Company and each of its subsidiaries may purchase real estate or right-of-use assets or securities that are not for business use and may invest in individual securities as follows:</p> <ol style="list-style-type: none"> 1. Slightly. 2. Slightly. 3. The company's total investment in short-term marketable securities shall not exceed 40% of the company's latest publicized net value in financial statements, and the total amount of investment in the same company's short-term marketable securities shall not exceed the company's latest publicized financial statement's net value 20% of the net value of the subsidiaries, respectively, shall not exceed 30% and 	<p>Article 11: Investment Quota</p> <p>The Company and each of its subsidiaries may purchase real estate or right-of-use assets or securities that are not for business use and may invest in individual securities as follows:</p> <ol style="list-style-type: none"> 1. Slightly. 2. Slightly. 3. The net amount of short term negotiable securities traded for short term capital allocation shall not exceed 40% of the company's net value, and the net value of securities acquired from the same company shall not exceed 20% of the company's net value. The companies shall not exceed 30% and 15% of their net worth respectively. 	<p>Detailed description 1~3</p>

<p>15% of the net value of their most recently announced financial statements.</p> <p>4. The total amount of securities invested by the company and its subsidiaries shall not exceed 100% of the net value of the latest financial statements announced by the respective companies, and the total amount of securities invested by the subsidiaries of the same company shall not exceed 100% of the net value of the latest financial statements announced by the company. Forty percent, except for investment companies that specialize in investment.</p> <p>5. Slightly.</p>	<p>4. The total amount of securities acquired for long term investment shall not exceed the paid in capital of the company, and the amount of securities acquired from the same company shall not exceed 100% of the paid in capital of the company, and the paid in capital of subsidiaries shall not exceed 100% and 40%, but this does not apply to investment companies that have already invested as professionals.</p> <p>5. Slightly.</p>	
<p>Article 35 This procedure was enacted and implemented on June 5, 1989. The eleventh amendment came into effect on June 23, 2022. The twelfth amendment came into effect on June 26, 2023.</p>	<p>This procedure was enacted and implemented on June 5, 1989. The eleventh amendment came into effect on June 23, 2022.</p>	<p>Add revision date</p>

Resolution:

No.2 : (Proposed by the Board)

Proposal : Proposal for Company's Private Equity Securities Issuance. Please proceed to discuss.

Explanation :

- (I) In order to seek opportunities for technical cooperation or strategic alliances with domestic and foreign manufacturers or customers, and to repay bank loans and at the same time enrich working capital to meet future operating needs, the company intends to consider market conditions and the needs of the company through private placement. Issuing ordinary shares to introduce insiders or related company directors, managers, strategic investors, etc., can identify with the company's business philosophy and can directly or indirectly help the company's future business strategic planning, and can assist the company to

strengthen management and expand business For resources, the private placement quota is expected to be within the common stock quota of the total number of 10,000,000 shares issued; in accordance with the provisions of Article 43-6 of the Securities and Exchange Act, it is proposed to submit a resolution to the regular meeting of shareholders for approval, starting from the date of the resolution of the regular meeting of shareholders Once a year or in installments (no more than three times).

(II) According to Article 43-6 of the Securities and Exchange Act, the matters to be explained in private placement are as follows :

1. Basis and rationality for setting the private placement price:

A. The price of ordinary shares in this private placement shall be determined at no less than 80% of the higher of the following two benchmarks:

(a) Choose one of 1, 3, or 5 business days before the pricing date to calculate the simple arithmetic average of the closing prices of ordinary shares after deducting the ex-rights and dividends of gratuitous allotment of shares, and adding back the stock price after deducting the rights of ex-rights for capital reduction.

(b) The simple arithmetic average of the closing prices of ordinary shares in the 30 business days before the pricing date, deducting the ex-rights and dividends of gratuitous allotment of shares, and adding back the stock price after deducting the ex-rights of capital reduction and anti-exemption rights.

B. The actual pricing date and issue price shall be based on the above-mentioned principles, in accordance with Article 43-6 of the Securities Exchange Act and the regulations on matters that public offering companies should pay attention to in handling private placement of securities, and will be negotiated in the future to determine the situation of specific persons and depending on the current market conditions, and submit to shareholders It will authorize the board of directors to decide.

C. If the subscription price is lower than the face value of the stock due to market factors in the future, it should be reasonable because it has been processed according to the pricing basis of laws and regulations and has reflected the market price situation. In the future, depending on the company's operations and market conditions, it will be dealt with in the form of capital reduction, surplus, and capital reserves to make up for losses.

2. The method, purpose, necessity and expected benefits of the specific person's choice:

A. Specific person selection method: Specific persons shall be selected in accordance with Article 43-6, Item 1 of the Securities and Exchange Act and relevant orders. The selection of applicants is limited to specific persons who meet the requirements of the competent authority. The selection of applicants shall be decided by the board of directors authorized by the general meeting of shareholders.

B. Purpose and necessity: In order to seek opportunities for technical cooperation or strategic alliances with domestic and foreign manufacturers or customers, and to repay bank loans and at the same time enrich working capital to meet future operating needs, the company intends to consider

market conditions and the needs of the company, to introduce insiders or related company directors, managers, strategic investors, etc. through private placement, who can identify with the company's business philosophy and have direct or indirect benefits to the company's future business strategic planning, and can assist the company to strengthen business management and To expand business resources, it is expected to issue common stock through private placement.

- C. Estimated benefits: One or multiple (not more than three) private placements are expected to increase profits, reduce costs, improve operational efficiency, expand market size, strengthen the company's competitiveness, promote the stable growth of the company's operations, and benefit shareholders' rights and interests.
- D. So far, the applicant has not been determined. After the case is approved by the shareholders' meeting, if the applicant to be negotiated is an insider or a related party, the list of applicants and their relationship with the company are as follows:

(a) Applicant (insider or related person)

Applicant	Relationship with the company
Qixiang Co., Ltd.	Corporate director of the company
Tsu Fung Investment Corporation :	Corporate director of the company
HO, JHI- WU	Representative of the company's legal person directors
Lee,Jyh-En	President of the company
LIN,YU-TSUNG	Chief Information Officer and R&D Director of the company
Chen Ro-Han	Financial Supervisor of the Company
HSIAO,HSIANG-YUN	Accounting Supervisor of the Company
Syntec Technology Co., Ltd.	Shareholders of the company (Candidates for the 12th Board of Directors)
Chirstine Huang	Representative of the company's legal person directors (Candidates for the 12th Board of Directors)

(b) If the applicant is a legal person, the names of the top ten shareholders and their shareholding ratios

(1) Tsu Fung Investment Corporation

Name of main shareholder	Shareholding ratio	Relationship with the company
MiTAC Internation Corp.	100%	None

(2)Qixiang Co., Ltd.

Name of main shareholder	Shareholding ratio	Relationship with the company
Lee,Jyh-En	100%	President

(3) Syntec Technology Co., Ltd.

Name of main shareholder	Shareholding ratio	Relationship with the company

TSAI,YU-KENG	10.9%	None
Chirstine Huang	7.0%	None
HUANG,WEI-SHENG	6.8%	None
Songbao Engineering Consulting Co., Ltd.	5.2%	None
CHEN,HENG-REN	4.9%	None
TSAI,CHANG-WEI	4.7%	None
TSAI,PEI-HSIN	4.7%	None
CHEN,CHANG-MING	4.2%	None
WU,KUAN-CHUN	4.1%	None
TSAI,HUI-CHEN	3.7%	None

E. The applicant is a strategic investor and the relationship with the company: not yet determined

3 、 Necessary reasons for private placement

A. Reasons for not adopting public offerings: Compared with public offerings, private offerings of securities that cannot be freely transferred within three years will better ensure the long-term cooperative relationship between the company and strategic investment partners, and evaluate the timeliness of fundraising, so A private placement of common stock is proposed instead of a public offering.

B. Quota for private placement: within the common stock quota of no more than 10,000,000 total issued shares, one time or in batches (no more than three times).

4 、 Use of funds and expected benefits: The company will handle it once or in batches (no more than three times) depending on the market and the situation of the specific person. The private placement funds will be used to repay bank loans to improve the financial structure and introduce long-term strategic partners. One-time or multiple (not more than three) private placements are expected to increase profits, reduce costs, improve operational efficiency, expand market size, strengthen the company's competitiveness, and promote the stable growth of the company's operations, which will positively benefit shareholders' rights and interests. Within the quota of 10,000,000 common shares for private placement, the estimated private placement amount is 95,400,000 yuan (the private placement price is subject to the actual pricing after the resolution of the shareholders' meeting). Based on the company's current average borrowing rate of 2.2%, it is estimated that the annual interest expense can be saved by about 2,099 thousand yuan, which is still reasonable.

5 、 Whether the independent directors have objections or reservations: None.

(III) The rights and obligations of the ordinary shares issued in this private placement are the same as those of the ordinary shares issued by the company. Free transfer is not permitted within the year, and the company will apply to the Financial Supervisory Commission for a supplementary application after three

years have elapsed since the delivery date of the privately-placed common stock Public offering procedures and application for listing and trading.

- (IV) The main contents of this private placement of ordinary shares, including the actual issue price, number of shares, issuance conditions, total amount of private placement, selection of specific persons, base date of capital increase, capital utilization plan, estimated progress, and estimated possible benefits and other related matters, as well as all other matters related to the issuance plan, are proposed to be submitted to the regular meeting of shareholders to authorize the board of directors to adjust, formulate and handle them according to market conditions. Or when the objective environment needs to change, the board of directors is also authorized to handle it with full authority.
- (V) In order to cooperate with this private placement of ordinary shares, he intends to submit to the general meeting of shareholders to authorize the chairman or a person designated by him to sign and negotiate all contracts and documents related to this private placement plan on behalf of the company, and to handle all related matters for the company. Matters required for the private placement plan.
- (VI) For this case of private placement of ordinary shares, the shareholders' general meeting shall authorize the board of directors to handle it once or in batches (no more than three times) within one year from the date of passing the resolution of the shareholders' regular meeting. If the private placement cannot be completed within one year, It is proposed that the shareholders' general meeting authorize the board of directors to hold a meeting of the board of directors before the expiration of the period to discuss not to continue the private placement, and to handle information disclosure at the public information observation station based on major information.
- (VII) The board of directors resolved that there was no major change in the operating right within one year before the handling of the private placement securities to one year from the delivery date of the private placement securities.
- (VIII)Matters not mentioned above are proposed to be submitted to the general meeting of shareholders to authorize the board of directors to handle them with full authority according to law.

Resolution:

No.3 : (Proposed by the Board)

Proposal : Company Issuance of New restricted employee shares awards

Explanation :

- I. The terms of the employee restricted stock awards are as follows :
 - 1. Expected total amount (shares) of issuance: 1,500,000 common shares.
 - 2. Issuing conditions :
 - (1) Expected issue price : The current issue is gratuitous.
 - (2) Vesting conditions: : An employee's continuous employment with the Company through the vesting dates and Performance of B+ (inclusive) or above, no violation on any terms of the company's employment agreement,

employee handbook, non-competition and PIM agreements or the agreement of Restricted Stock Awards, and the achievement of individual performance goals during the Performance Period are required to receive the vested shares. Proportions of the vesting shares to be granted for such employee on the vesting date each year is as follows: a. On the job for 1 years after granting: 40% b. On the job for 2 years after granting: 30% c. On the job for 3 years after granting: 30%

- (3) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: The Company will redeem the issued restricted stock awards and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company.
- II. Qualification requirements for employees:
 1. Full-time employees of the Company, and full-time employees of domestic or foreign controlled or affiliated companies who are already employed on the date that the restricted stock awards are awarded.
 2. The number of new shares eligible for restricted employee rights will be submitted to the Board for approval by the Chairman after taking into account seniority, rank, overall contribution, operating status and other factors, as well as the Company's operational needs and business development strategies. However, if the list of subscribers has the status of director or manager, it must first be approved by the Remuneration Committee, and if the list of subscribers is not a manager, it must first obtain the approval of the Audit Committee before submitting it to the board of directors for resolution.
 3. The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations.
- III. The reason why it is necessary to issue restricted stocks for employees : To attract and retain talents, enhance employees' feeling of belonging to the Company, and foster the best interests of the Company and its shareholders, so as to ensure the alignment of the Company's employees and shareholders' interests.
- IV. Calculated expense amount: If based on the April 28, 2023 closing price, NT\$12.65, the annual amortized expenses from 2023 to 2026 will be projected as: NT\$2,372 thousand, NT\$5,692.5 thousand, NT\$5,692.5 thousand and NT\$3,321 thousand, respectively with the total amounts of NT\$17,078 thousand. Dilution of EPS : As of April 28, 2023, Company's issued outstanding shares are 92,678,668 shares, the earning dilution from 2023 to 2026 will be projected as: NT\$0.0256, NT\$0.0614, NT\$0.0614 and NT\$0.0358, respectively. There should not be a material impact to the shareholder's equity.
- V. Restricted rights before employees meet the vesting conditions : During the vesting period, employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted stock awards.
- VI. Any other matters that need to be specified :
 1. It is allowed to report to the competent authority in several times within 1 year after resolution of the Shareholder's Meeting. The Company may issue

the shares in batches within 2 year after receiving approval from the competent authority. ◦

2. The attendance, proposal, speech, voting and voting rights of the shareholders' meeting are the same as the ordinary shares of the company issued and executed in accordance with the trust depository.
3. The plan is passed by the resolution of the Shareholders' Meeting and the Board of Directors is authorized to handle all the issues regarding the issuance of Restricted Stock Awards. If any amendment hereto is necessary due to any change of any laws or regulations or any requirement of the competent authority, Chairman is authorized to make any necessary amendment hereto and submit the revised Rules to the Board of Directors for approval, before the RSAs may be granted.

VII. 2023 employee restricted stock awards

Issuance Rules of Promise Technology, Inc. 2023 Restricted Stock Awards Plan

Article 1 : Purpose

Purpose To attract and retain talents, motivate and engage employees for the best interest of the Company and its shareholders, so as to ensure the alignment of the employees' and shareholders' interests. The following issuance rules of Promise 2023 Restricted Stock Awards Plan ("the Rules") are stipulated in accordance with Item 9, Article 267 of the Company Act, and Exchange Act and the Regulations Governing the Offering Issuance of Securities by Securities Issuers ("the Regulation") released by the Financial Supervisory Commission.

Article 2 : Duration of issuance

With 2 year following the day the approval notice from the competent authority is delivered, the Company may issue the restricted stock awards once or multiple times. The actual date of issuance and related matters shall be determined by the Chairman of the Company ("the Chairman") as authorized by the Company's Board of Directors ("the Board of Directors").

Article 3 : Qualification requirements for employees

- (1) Full-time employees of the Company and full-time employees of domestic or foreign controlled or affiliated companies who are already employed on the date that the restricted stock awards are awarded. ◦
- (2) The number of new shares eligible for restricted employee rights will be submitted to the Board for approval by the Chairman after taking into account seniority, rank, overall contribution, operating status and other factors, as well as the Company's operational needs and business development strategies. However, if the list of subscribers has the status of director or manager, it must first be approved by the Remuneration Committee, and if the list of subscribers is not a manager, it must first obtain the approval of the Audit Committee before submitting it to the board of directors for resolution.
- (3) The cumulative number of new shares granted to the Company in accordance with Item 1 of Article 56-1 of the Offering Standard, shall not exceed 3/1000 of the total number of issued shares of the Company, and the cumulative number of subscribed shares of the Employee Stock Option Certificates issued by the Company in accordance with the provisions of Article 56, Paragraph 1 of the Offering Standard, shall not exceed 1% of the total number of issued shares of the Company. With the approval of the project of

each central purpose authority, the total amount of the employee stock option certificate obtained by a single employee and the new shares with restricted employee rights may not be limited by the previous opening ratio. If the competent authority updates the relevant regulations, it shall be handled in accordance with the updated laws and regulations of the competent authority.

Article 4 : Total amount of issuance

The total number of shares issued by the Company under this plan shall be 1,500,000 common shares, each share having a par value of NT\$10, for a total amount of NT\$15,000,000.

Article 5 : Terms and conditions for issuance

(I) Issue price: The current issue is gratuitous.

(II) Class of issued shares: the Company's newly issued common shares.

(III) Vesting conditions:

1. An employee's continuous employment with the Company through the vesting dates and Performance of B+ (inclusive) or above, no violation on any terms of the company's employment agreement, employee handbook, non-competition and PIM agreements or the agreement of Restricted Stock Awards, and the achievement of individual performance goals during the Performance Period are required to receive the vested shares. Proportions of the vesting shares to be granted for such employee on the vesting date each year is as follows:

(1) On the job for 1 years after granting: 40%

(2) On the job for 2 years after granting: 30%

(3) On the job for 3 years after granting: 30%.

2. The personal performance target is set by the company and respective agreements of the employees and is based on the rating result for the year preceding the vesting dates.

(IV) Measures to be taken when employees fail to meet the vesting conditions :

1. The company shall revoke and cancel portions of the unvested shares of restricted stock awards granted to the employee if the employee violates the Company's employment agreement, employee handbook, or other regulations set by the Company.

2. The Company shall revoke and cancel portions of the unvested shares of restricted stock awards granted to the employee if the employee voluntarily resigns, discharges, been laid-off during the vesting period.

3. Leave of absence without pay: Employee who has applied for leave of absence without pay is considered as not meeting the requirements of vesting conditions. The vesting period shall be postponed in accordance with the period of absence.

4. Termination of employment due to disabilities as a result of occupational accidents of employee: Any unvested restricted stock awards shall immediately vest upon such termination date.

5. Termination of employment due to death as a result of occupational accidents of employee: Any unvested restricted stock awards shall immediately vest upon the date of death. The legal heirs of the employee shall complete all required legal procedures and provide relevant supporting documentation before being granted the shares to be inherited or interest disposed of.

6. Termination of employment due to general death of employee: Any unvested restricted stock awards shall be regarded as unvested upon the date of death. °

(V) The rights that are subject to restriction until vesting conditions are met: :

1. Except for inheritance, employees are prohibited from and shall not sell, pledge,

transfer, give to another person, create any encumbrance on, or in any other way dispose of any unvested Shares.

2. Rights to attend the Company's shareholder's meeting, submit proposals, or speak and vote at the meeting attributed to ownership of stock with respect to any unvested Shares will be the same as those of the common shares of the Company but shall be subject to and performed in accordance with the trust agreement.
3. Rights to dividends, interest, capital reserve, and share subscription warrants attributed to ownership of stock with respect to any unvested Shares will be the same as those of the common shares of the Company and shall be subject to and performed in accordance with the trust agreement.
4. If any Shares vest on a date that falls during a period in which the Company is prohibited from altering the Company's shareholders' roster, including but not limited to, for reasons pertaining to the Company's issuance of bonus or cash dividends, or conducting a rights offering, convening shareholder's meeting pursuant to paragraph 3 of Article 165 of the Company Act, the release of the restrictions shall be in accordance with the trust agreement and applicable laws and regulations.

(VI) Other agreed matters: :

1. After the issuance of new shares with restricted employee rights, they must be immediately handed over to the trust for safekeeping. And before the vested conditions are fulfilled, the employee shall not request the trustee for the return of the new shares that restrict the employee's rights for any reason or in any way.
2. During the period when the new shares are delivered to the trust for custody, the Company or a person designated by the Company shall negotiate, sign, amend, extend, cancel and terminate the trust custody deed, as well as the delivery, use and disposal instructions of the trust custody property on behalf of the employee and the stock trust custodian institution.

Article 6 : Execution and confidentiality of the agreement

- (I) The employees are deemed to have been granted the restricted stock awards only when they have entered into the "agreement of receiving restricted stock awards" upon notification by the responsible unit of the Company and complete all the required process for trust custody service. If the employee fails to execute the agreement, the rights to the restricted stock awards by the employee is deemed to have forfeited. 6.2. Anyone receiving restricted stock awards or other rights derived from in accordance with the Rules shall comply with the Rules and the "agreement of receiving restricted stock awards". The employee shall keep confidential after signing the agreement for the related contents of the Rules and the rights under the agreement. The company shall have the right to revoke and cancel any and all portions of the unvested shares of restricted stock awards in the event that the employee violates the Rules and agreement
- (II) Anyone receiving restricted stock awards or other rights derived from in accordance with the Rules shall comply with the Rules and the "agreement of receiving restricted stock awards". The employee shall keep confidential after signing the agreement for the related contents of the Rules and the rights under the agreement. The company shall have the right to revoke and cancel any and all portions of the unvested shares of restricted stock awards in the event that the employee violates the Rules and agreement.

Article 7 : Tax

Any tax incurred from granting the restricted stock awards under the Plan shall be governed by the applicable R.O.C laws and regulations.

Article 8 : Implementation and revision

- (I) The Rules shall obtain approval by the majority votes in a meeting of Board of Directors which two-thirds or more directors are present, and then executed after effective registration with the competent authority. If modifications of the issuance rules are required due to amendment to the laws and regulations or instructions from the competent authority, the Chairman is authorized to make any necessary amendment to the Rules. The amendment to the Rules shall be proposed to be reviewed and approved by the Board of Directors for ratification and issuance. °
- (II) For the matters not stipulated in the Rules, relevant applicable laws and regulations shall be referred.

Resolution:

Election

Proposal : The 12th election of directors °

(Proposed by the Board)

Explanation :

- I. After the resolutions of the Board of Directors on March 9 and May 8, 2023, the Company was re-elected as a director (including independent directors) at this ordinary meeting of shareholders °
- II. According to the articles of association, there are 7 directors (including 4 independent directors) °
- III. The shareholders' meeting shall elect 3 directors and 4 independent directors. Their three-year term will start from Jun 26, 2023 and conclude on Jun 25, 2026.
- IV. The Company's directors (including independent directors) adopt a candidate nomination system, which was approved by the Board of Directors on May 8, 2023, and the list of candidates for directors (including independent directors) and their relevant information such as their Education and Experience, number of shares held are as follows:

Nominee category	Name	Share-holding	Education and Experience
Director	Qixiang Co., Ltd. : Lee, Jyh-En	7,142,873	<ol style="list-style-type: none"> 1. Master in Electrical Engineering , State University of New York at Stony Brook University Chairman and President Promise Technology, Inc. 2. Director Promise Technology Europe B.V. 3. Director Joding Investment Corp. 4. Legal representative of Promise Technology (Shanghai), Inc., 5. Chairman Promise iCloud Technology.
Director	Tsu Fung Investment Corporation : HO, JHI- WU	2,609,479	<ol style="list-style-type: none"> 1. Master in Computer Science, Fairleigh Dickinson University 2. Master in Science of International Economics, San Diego State University 3. Director and President, MiTAC Holdings Corporation 4. Director and President, MiTAC International Corp. 5. Chairman and CEO, MiTAC Computing Technology Corp. 6. Chairman and CEO, MiTAC Digital Technology

			Corp. 7. Chairman, Tsu Fung Investment Corporation 8. Director, 3-Probe Technologies Co., Ltd. 9. Director, Promise Technology, Inc. 10. Director ,Whetron Electronics Co., Ltd
Director	Syntec Technology Co., Ltd. : Chirstine Huang	2,741,860	1. Mathematics Dept.,National Kaohsiung Normal University 2. Administration Director, SYNTEC Technology 3. Chairman, Leantec Intelligence 4. Chairman, Syntec Education Foundation
Independent director	Chang,Wen-Thong	0	1. Ph.D,electrical engineering,Carnegie-mellon. 2. Professor,dept.of electrical engineering, National Chiao Tung University 3. Professor,dept.of computer science and information engineering,Asia University 4. KEY WARE ELECTRONICS CO., LTD. Independent director
Independent director	Lu,Hong-Sheng	0	1. National Taiwan University of Science and Technology Graduate Institute of Management, master. 2. Vice Executive Officer,Taiwan internation Securities co;Ltd.
Independent director	Chen, Jyh-Cheng	0	1. National Chiao Tung University, Department of Electronic Engineering 2. LONGi Information Co. Ltd.
Independent director	CHEN YI LIANG	0	1. Department of Accounting, Soochow University 2. YI XIANG & Co.,CPAs Partne 3. PLOTECH Technology CO., LTD. Independent director 4. ECHEM SOLUTIONS CORP. Supervisor 5. Deloitte & Touche Assistant manager

V. Election ◦

Voting Results :

Other Matters :

Proposal : Proposal for Release the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss. ◦ (Proposed by the Board)

Explanation : Proposal for release the prohibition on directors from participation in competitive business as follow :

Name of Directors	Concurrent company and position	Main business content	conflict of interest situation
Qixiang Co., Ltd. : Lee,Jyh-En	Chairman- Promise iCloud Technology.	Sales of computer storage equipment and provision of technical consultation	Promise Investment Company
Tsu Fung Investment Cor-	President -MiTAC Holdings Corporation	General Investment	Shareholders of Promise

poration : HO, JHI- WU	Director-3-ProbeT echnologies Co., Ltd.	Data software service industry; data pro- cessing service indus- try; electronic infor- mation supply service industry; information software wholesale and retail industry; interna- tional trade industry	no business rela- tionship
	Director-Whetron Electronics Co., Ltd	Design and manufac- ture of automotive electronics	no business rela- tionship
Syntec Technol- ogy Co., Ltd. : Chirstine Huang	Administrative Direc- tor-Syntec Technology Co., Ltd.	Machine tool control- lers, servos, motors	Shareholders of Promise and busi- ness partnership
	Chairman-Leantec In- telligence Co., Ltd.	Industrial robotic arms, cloud products for fac- tory management, in- dustry 4.0 consulting counseling	business partnership
Chang,Wen-Tho ng	KEY WARE ELEC- TRONICS CO., LTD.	Independent director	no business rela- tionship
CHEN YI LIANG	PLOTECH CO., LTD.	Independent director	no business rela- tionship
Lu,Hong-Sheng	None	None	None
Chen, Jyh-Cheng	None	None	None

Resolution:

Questions and Motions :

Adjournment :

Appendix(I) Articles of Incorporation

 Promise Technology, Inc.

Articles of Incorporation

Chapter I. General Provisions

Article 1: The company is organized in accordance with the provisions of the Company Law Co., Ltd. and is named Promise Technology, Inc.

Article 2: The company's business is as follows:

CC01060 Wired communication machinery and equipment manufacturing industry
CC01070 wireless communication machinery and equipment manufacturing industry
CC01080 electronic components manufacturing industry
CC01110 computer and peripheral equipment manufacturing industry
I301010 information software service industry
F401010 international trade industry

1. Research, development, production, manufacturing, and sale of the following products and their ASICs(Application Specific Integrated Circuits) :

- (1)Storage Controller and Systems ;
- (2)Networking and Graphic Systems ;
- (3)Multimedia Software/Hardware and Systems ;
- (4) Computer Telephone Integration Relative Products ◦

2. Being manager, consultant, advisor or technology transferring import and export trade of the above related products.

Article 3: When the company is a shareholder of another company, the amount of its invested capital shall not exceed 40% of the company's paid-in capital under the first paragraph of Article 13 of the Company Law.

Article 3.1: The company may guarantee externally.

Article 4: The company is located in Hsinchu Science and Industrial Park, and if necessary, with the resolution of the board of directors and the consent of the competent authority, it may establish branches or offices at home and abroad.

Article 5: Deletion.

Chapter II. Shares

Article 6: The total capital of the company is NT\$2.5 billion, divided into 250 million shares, each NT\$10, authorized by the board of directors to issue in installments.

The total amount of shares in the preceding paragraph shall be 20,000,000 shares reserved for the conversion of corporate bonds with warrants, special shares with warrants, and warrant certificates.

Article 6.1 : The shares repurchased by the Company in accordance with Article 28-2, Paragraph 1 of the Securities Exchange Law may be transferred to employees at a price lower than the average price of the actual repurchased shares, or at a price lower than the closing price of the stocks on the date of issue. Issue employee stock option certificates at the stock price.

Article 6.2 : The treasury shares purchased by the company shall be transferred to employees of controlling or subordinate companies who meet certain conditions.

The company's employee stock option certificates are issued to objects, including employees of controlling or subordinate companies who meet certain conditions.

When the company issues new shares, the employees who purchase the shares include employees of the controlling or subordinate companies who meet certain conditions.

Article 7: The stock certificates of the company shall be in registered form and shall be numbered and issued after being signed or stamped by the director representing the company and legally certified.

Shares issued by the company may be exempted from printing stock certificates, and shall be registered with a centralized securities depository institution.

Article 8: When the shareholders of the company handle stock affairs such as stock transfer, pledge of rights, report of loss, inheritance, gift, change of report of loss of seal or change of address, and exercise all their rights, unless otherwise stipulated by laws and securities regulations, they shall abide by "Standards for Handling Share Affairs of Companies Offering Shares to the Public"

Article 9: Deletion.

Article 10: Within 60 days before the regular shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within 5 days before the company decides to distribute dividends, bonuses or other benefits, the stock transfer shall be suspended; the exercise of its rights shall be carried out on the basis date Only shareholders listed in the company's shareholder register.

Chapter III. Shareholders' Meetings

Article 11: The company's shareholders' meeting is divided into two types: ordinary shareholders' meeting and extraordinary shareholders' meeting. The general meeting of shareholders shall be convened at least once a year, and shall be held within six months after the end of each fiscal year. Extraordinary shareholder meetings shall be convened by the board of directors when the board of directors deems it necessary, or upon the written request of shareholders who have held more than 3% of the total issued shares for more than one year.

Article 12: The regular meeting of shareholders shall be convened 30 days in advance; the extraordinary meeting of shareholders shall be convened 15 days in advance, and the date, place and reason for the meeting shall be notified to all shareholders.

Article 12-1 When the company's shareholders' meeting is held, it may be held by video conference or other methods announced by the Ministry of Economic Affairs.

Article 13: Except as otherwise provided by laws and regulations, each shareholder of the company has one voting right.

Article 14: Resolutions of the shareholders' meeting, unless otherwise provided by the Company Act, shall be attended by shareholders representing more than half of the total number of issued shares, and shall be carried out with the consent of more than half of the voting rights of the present shareholders.

Article 15: When a shareholder is unable to attend the shareholders' meeting for any reason, he shall issue a power of attorney printed and issued by the company, sign or seal it, specifying the scope of authorization, and entrust a proxy to attend the shareholders' meeting. Shareholders' entrusted attendance shall be handled in accordance with the "Company Law" and "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 16: When the shareholders' meeting is held, the chairman shall be the chairman. When the chairman asks for leave or is unable to exercise his powers for some reason, the chairman shall designate a director to act as his representative; if the chairman does not appoint one, the directors shall recommend one of them to act as his representative.

Article 17: The resolutions of the shareholders' meeting shall be recorded in minutes, signed or sealed by the chairman, and distributed to all shareholders within 20 days after the meeting. The distribution of the minutes of the preceding paragraph shall be handled in accordance with the provisions of the Company Law. The minutes of the meeting shall record the year, month, day, place, name of the chairman, resolution method, essentials and results of the meeting, and shall be kept permanently during the existence of the company; the signature book of the attending shareholders and the power of attorney to attend, Its shelf life is at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.

Chapter IV. Directors

Article 18: The company has seven directors, adopts a candidate nomination system, and is elected by the shareholder meeting with competent persons. The term of office of directors is three years, and they can be re-elected.

Among the number of directors of the company, there shall be at least three independent directors, who shall be selected by the shareholders' meeting from the list of candidates for independent directors. Regulations concerning the professional qualifications of independent directors, restrictions on shareholding and part-time jobs, determination of independence, methods of nomination, and other matters to be complied with shall be in accordance with the relevant regulations of the competent securities authority.

Independent directors and non-independent directors shall be elected together, and the number of elected persons shall be calculated separately.

Article 18-1: The company shall set up an audit committee in accordance with Article 14-4 of the Securities and Exchange Law, and the audit committee shall be composed of all independent directors. The Audit Committee or the members of the Audit Committee are responsible for the execution of the duties and powers of the supervisors stipulated in the Company Law, the Securities and Exchange Law, and other laws and regulations.

Article 19: The board of directors is composed of directors and meets once a quarter. Its functions and powers are as follows:

1. Make a business plan,
2. Proposals on distribution of surplus or compensation of losses,
3. Proposing proposals for capital increase or capital reduction,
4. Approval of important rules and contracts,
5. Appointment and dismissal of the company's managers,
6. Approved budget and final accounts,
7. Acquisition, transfer, and grant of know-how and patent rights, approval and revision of technical cooperation contracts,
8. Examination and approval of investment in related businesses,
9. Other functions and powers in accordance with the company law or resolutions of the shareholders' meeting.

Article 19-1: When convening the board of directors of the company, the reason for the convening shall be stated, and all directors shall be notified seven days in advance. However, in case of emergency, it can be called at any time. The convening notice mentioned in the preceding paragraph shall state the reason and be done in writing, e-mail or fax.

Article 20: The board of directors shall be attended by more than two-thirds of the directors and more than half of the directors present shall elect one person as the chairman of the board of directors. The chairman of the board shall represent the company. When the chairman asks for leave or is unable to exercise his powers for some reason, the chairman shall designate a director to act as an agent; if the chairman does not designate an agent, the directors shall recommend one of the directors to act as the agent.

Article 21: When a director is unable to attend the board meeting for any reason, he may entrust another director to attend the meeting on his behalf. The agent referred to in the preceding paragraph is limited to the entrustment of one person.

Article 22: The board of directors may appoint a secretary to handle the affairs of the board of directors in accordance with the instructions of the board of directors.

Chapter V Supervisors

Article 23: Deletion.

Article 24: Deletion.

Article 25: Deletion.

Chapter VI Managerial Officers

Article 26: The establishment of the manager of the company shall be handled in accordance with the organizational regulations.

Article 27: The appointment and removal of the President of the company must be approved by more than half of the directors; the appointment and removal of other managers shall be proposed by the President and submitted to the board of directors for approval.

Article 28: Deletion.

Chapter VII Accounting

Article 29: The accounting year of the company adopts the calendar year system, from January 1st to December 31st of the same year; at the end of each accounting year, the board of directors shall follow the provisions of Article 228 of the Company Law. Prepare various forms and submit them to the general meeting of shareholders for approval.

Article 30: The company's annual pre-tax net profit before deducting employee remuneration and director's remuneration shall allocate no less than 5% as employee remuneration and no more than 3% as director's remuneration. However, if the company still has accumulated losses (including adjustments to the amount of undistributed earnings), it shall reserve the compensation amount in advance, and then allocate employee remuneration and director remuneration in proportion to the preceding paragraph.

Employee remuneration may be distributed in stock or in cash, and the recipients of the distribution include employees of controlling or subordinate companies who meet certain conditions, and the certain conditions are authorized to be de-

terminated by the board of directors.

Proposals on the distribution of employee remuneration and director remuneration shall be reported to the shareholders' meeting.

Article 30-1: If the company has net profit after tax for the current period in its annual final accounts, it shall be distributed in the following order:

1. Make up for losses (including adjusting the amount of undistributed surplus).
2. Allocate 10% of the statutory reserve, except when the statutory reserve has reached the total capital of the company;
3. Appropriate or reverse the special surplus reserve according to laws and regulations.
4. The distribution of the remaining surplus and the cumulative undistributed surplus of the previous year (including the adjusted amount of undistributed surplus) and the adjusted amount of undistributed surplus for the current year shall be determined by the board of directors and shall be resolved by the shareholders' meeting. Pursuant to Article 240, Paragraph 5 of the Company Law, the Company authorizes the Board of Directors to distribute dividends and bonuses or as stipulated in Article 241, Paragraph 1 of the Company Law, with more than two-thirds of the directors present and a resolution passed by more than half of the directors present. All or part of the statutory surplus reserve and capital reserve shall be distributed in cash and reported to the shareholders' meeting.

In order to cooperate with the overall environment and the characteristics of industrial growth, and to consider the funding needs of the future capital expenditure budget, in order to achieve the company's sustainable operation, the pursuit of long-term interests of shareholders and the goal of stable operating performance, the company's dividend policy, the distribution of surplus can be cash Dividends or stock dividends, of which cash dividends shall not be less than 10% of the total dividends. The amount of this dividend payment depends on the actual operating conditions of the current year, and the capital budget planning for the next year is considered, and the most appropriate dividend policy is decided by the shareholders meeting.

Article 31: The directors and consultants of the company, etc., may receive travel expenses on a monthly basis according to the actual situation. The individual payment shall be determined by the authorized chairman, but the total payment listed above shall not exceed NT\$200,000 per month.

Article 31-1: The remuneration of directors shall be determined by the board of directors according to the degree of participation and contribution value of each director in the company's operations, and in consideration of the usual payment levels in domestic and foreign industries.

Chapter VIII Supplementary Provisions

Article 32: The company's organizational regulations and operating rules shall be stipulated separately.

Article 33: If there are matters not mentioned in this Articles of Association, they shall be handled in accordance with the Company Law.

Article 34 : The articles of association of the company were established on January 24, 1991,
First revised on June 26, 1993.
The second revision was on May 28, 1994.
The third revision was on June 10, 1996.
Fourth revision on October 18, 1997.
Fifth revision on June 5, 1999.
Sixth revision on May 17, 2000.
Seventh revision on June 27, 2001.
Eighth revision on May 13, 2002.
Ninth revision on May 13, 2002.
Tenth revision on June 10, 2003.
Eleventh revision on May 10, 2004.
Twelfth revision on May 10, 2004.
Thirteenth revision on June 13, 2005.
Fourteenth revision dated June 26, 2006.
Fifteenth revision on May 15, 2007.
Sixteenth revision dated June 13, 2008.
Seventeenth revision on June 10, 2009.
Eighteenth revision on June 23, 2010.
Nineteenth revision on June 22, 2011.
Twentieth revision on June 12, 2012.
Twenty-first revision dated June 17, 2013.
Twenty-second revision on June 11, 2014.
Twenty-third revision on May 24, 2016.
Twenty-fourth revision on June 14, 2017.
Twenty-fifth revision on June 10, 2019.
Twenty-sixth revision on June 23, 2022.



Promise Technology, Inc.

Chairman and President : Lee, Jyh-En



(II) Rules of Procedure for Shareholders Meetings

Promise Technology, Inc.

Rules of Procedure for Shareholders Meetings

Article 1 The shareholders' meeting of the company shall be conducted in accordance with these rules.

Article 2. The shareholder referred to in these rules refers to the shareholder himself or the agent entrusted by the shareholder.

Article 3. The company shall specify in the meeting notice the time for accepting shareholders' report, the location of the report, and other matters that should be paid attention to.

The time for acceptance of shareholder registration in the preceding paragraph shall be handled at least 30 minutes before the start of the meeting; the registration office shall be clearly marked, and adequate and qualified personnel shall be assigned to handle it.

Shareholders should present their attendance certificates, attendance cards or other attendance certificates to attend the shareholders' meeting; the solicitor of the power of attorney solicitation should bring their identity documents for verification.

The company shall set up a signature book for the attendance of shareholders to sign in, or the attendance card shall be submitted by the attending shareholder to sign in.

Article 4. The company may appoint a lawyer, accountant or related personnel to attend the shareholder meeting. Personnel handling the shareholders' meeting shall wear identification badges or armbands.

Article 5. The company shall make audio and video recordings of the shareholder meeting.

The audio-visual materials mentioned in the preceding paragraph shall be kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law, it shall be preserved until the lawsuit is concluded.

Article 6. Unless otherwise stipulated by the Company Law, specific resolutions should be followed. If shareholders representing more than half of the total number of issued shares attend the meeting, the chairman will announce the opening of the meeting. , the number of delays is limited to two times, and the delay time shall not exceed one hour. If the number of shareholders who represent more than one-third of the total number of issued shares is still insufficient after two delays, it may be handled in accordance with the provisions of Article 175 of the Company Law: resolution". Before the end of the current meeting, if the number of shares represented by the attending shareholders has reached the statutory number, the chairman may resubmit the false resolution made to the general meeting for voting in accordance with Article 174 of the Company Law.

Article 7. The agenda of the shareholders' meeting shall be determined by the board of di-

rectors, and the meeting shall be conducted in accordance with the procedure set by the agenda, and shall not be changed without the resolution of the shareholders' meeting. Before the conclusion of the agenda scheduled in the preceding paragraph, the chairman shall not declare the meeting closed unless a resolution is passed. After the meeting is adjourned, shareholders are not allowed to elect another chairman to continue the meeting at the original location or find another place.

Article 8. During the meeting, the chairman may announce a break at a discretionary time.

Article 9. When presenting a shareholder's speech, the speech slip must first be filled in with the gist of the speech, shareholder account number (or attendance card number) and account name, and the order of the speeches will be determined by the chairman. Shareholders attending the meeting who only put forward speech slips but did not make a speech shall be deemed as having not made a speech. If there is any discrepancy between the content of the speech and the record in the statement, the content of the speech shall prevail. When a shareholder present speaks, other shareholders are not allowed to interfere with the speech unless the chairman and the shareholder who speaks agree, and the chairman should stop the violation.

Article 10 Each shareholder shall speak on the same proposal for no more than two times without the consent of the chairman, and each time shall not exceed five minutes. If a shareholder violates the provisions of the preceding paragraph or exceeds the scope of the agenda, the chairman may stop the shareholder from speaking.

Article 11. When a legal person is entrusted to attend the shareholders' meeting, the legal person can only designate one representative to attend. When a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may speak on the same proposal.

Article 12 After attending shareholders' speeches, the chairman may reply in person or by designating relevant personnel.

Article 13. When discussing a proposal, the chairman may announce the end of the discussion at an appropriate time, and may announce the suspension of the discussion when necessary, and the chairman will put it to the vote.

Article 14. The scrutineers and counting personnel for voting on proposals shall be designated by the chairman, but the scrutineers shall have the status of shareholders, and the vote counting operations for voting or election proposals at the shareholders' meeting shall be performed in open places in the shareholders' meeting place, and shall be After the counting of votes is completed, the voting result is announced on the spot, including the weight of statistics, and a record is made.

Article 15. When voting on proposals, unless otherwise stipulated by the Company Law, special resolutions shall be passed with the consent of more than half of the voting rights of the shareholders present. When voting, if there is no objection after consultation by the chairman, it shall be deemed passed, and its effect is the same as Vote the same.

Article 16. Unless otherwise stipulated by laws and regulations, each shareholder of the company has one voting right; if a shareholder is unable to attend the shareholders' meeting for some reason, he shall issue a power of attorney issued by the company specifying the scope of authorization, and sign or seal an agent to

attend the shareholders' meeting. Shareholders' entrusted attendance shall be handled in accordance with the "Company Law" and "Public Issued Companies Attending Shareholders' Meetings Using Power of Attorney Rules".

Article 17. If a meeting cannot be concluded, the meeting may be postponed or continued in accordance with Article 182 of the Company Law.

Article 18. The chairman may designate pickets to assist in maintaining order. Pickets should wear "Picket" armbands. Shareholders shall obey the instructions of the chairman or pickets regarding the maintenance of order. The chairman or pickets may exclude those who obstruct the progress of the meeting. Shareholders who are excluded should leave the meeting place immediately, and if necessary, the chairman may apply for police officers to be present at the meeting to divert traffic and maintain order.

Article 19. Shareholders, pickets and other persons participating in the meeting are not allowed to carry items that can endanger the life, body, freedom or property safety of others.

Article 20. Matters not stipulated in these rules shall be handled in accordance with the provisions of the Company Law, the company's articles of association and other relevant laws and regulations.

Article 21. These rules shall come into force after being approved by the shareholders' meeting, and the same shall apply when they are revised.

Article 22. These rules were made on May 17, 2000, First revised on May 13, 2002. The second revision was on June 12, 2012. The third revision was on June 17, 2013. Fourth revision on June 11, 2014.

(III) 2022 Financial Statements

Promise Technology, Inc.
Balance Sheet
December 31, 2022 and 2021



Unit: NT\$ thousand

c o d e s	assets	December 31,2022		December 31,2021		c o d e s	Liabilities and equity	December 31,2022		December 31,2021	
		a m o u n t	%	a m o u n t	%			a m o u n t	%	a m o u n t	%
	current assets						Current liabilities				
1100	Cash and cash equivalents (Notes 4, 6 and 27)	\$ 275,485	22	\$ 329,074	24	2100	Short-term borrowings (Notes 4, 15 and 27)	\$ 159,000	12	\$ 243,600	17
1136	Financial assets measured at amortized cost - current (Notes 4,7,27 and 29)	1,373	-	1,371	-	2170	Accounts payable (Notes 4 and 27)	85,208	7	119,927	9
1170	Net accounts receivable (Notes 4,8,19 and 27)	24,579	2	83,467	6	2180	Amount due to related parties, (Notes 4 ,27 and 28)	-	-	2	-
1180	Receivables from related parties (Notes 4,19,27 and 28)	30,050	2	17,454	1	2280	Lease liabilities - current (Notes 4, 12 27)	12,864	1	13,600	1
1210	Other receivables from related parties (Notes 4,27 and 28)	778	-	835	-	2320	Long-term loans due within one year (Notes 4,15 and 27)	-	-	29,500	2
130X	Inventories (Notes 4, 5 and 9)	388,553	31	403,917	29	2399	Expenses payable and other current liabilities (Notes 4 ,16 ,27 and 28)	34,952	3	80,444	6
1479	Prepayments and other current assets (Notes 4 and 14)	11,163	1	11,083	1	21XX	Total current liabilities	292,024	23	487,073	35
11XX	Total Current Assets	731,981	58	847,201	61		Non-current liabilities				
	Non-current assets					2570	Deferred tax liabilities (Notes 4 and 21)	18,473	2	14,692	1
1550	Investments using the equity method (Notes 4 and 10)	352,047	28	357,970	26	2580	Lease liabilities - non-current (Notes 4 ,12 and 27)	30,456	2	42,514	3
1600	Property, plant and equipment (Notes 4 and 11 and 29)	102,299	8	110,122	8	2640	Net defined benefit liabilities - non-current (Notes 4 and 17)	39,230	3	42,461	3
1755	Right-of-use assets (Notes 4 and 12)	42,387	4	54,951	4	25XX	Total non-current liabilities	88,159	7	99,667	7
1780	Intangible assets (Notes 4 and 13)	1,196	-	618	-	2XXX	total liabilities	380,183	30	586,740	42
1840	Deferred tax assets (Notes 4 and 21)	19,878	2	16,097	1		Equity (Notes 4, 18 and 23)				
1990	Other non-current assets (Notes 4 and 14)	2,131	-	2,669	-		share capital				
15XX	Other non-current assets	519,938	42	542,427	39	3110	common stock capital	926,787	74	893,288	64
						3200	capital reserve	89,195	7	92,729	7
						3350	accumulated loss pending loss	(45,910)	(3)	(58,197)	(4)
						3410	Other interests Conversion of financial statements of foreign operating institutions	(68,121)	(6)	(94,717)	(7)
						3420	Unrealized valuation gains and losses on financial assets measured at fair value through other comprehensive income	(30,215)	(2)	(30,215)	(2)
						3XXX	total equity	871,736	70	802,888	58
1XXX	total assets	\$ 1,251,919	100	\$ 1,389,628	100		Total liabilities and equity	\$ 1,251,919	100	\$ 1,389,628	100

The attached notes form part of this individual financial report.

Chairman : Lee,Jyh-En



President : Lee,Jyh-En



Accounting Supervisor : Lin,Tung-Hsu



Promise Technology, Inc.
Individual Comprehensive Income Statement
1 January to 31 December 2022 and 2021

Unit: NT\$ thousand ,
the earnings per share are in NT\$

codes		2023		2022	
		Amount	%	Amount	%
	operating income (Notes 4, 19 and 28)				
4100	Sales income	\$ 795,789	100	\$ 750,433	99
4600	Labor service income	<u>3,990</u>	-	<u>9,314</u>	<u>1</u>
4000	operating income total	799,779	100	759,747	100
5110	Operating costs (Notes 9, 20 and 28)	<u>568,538</u>	<u>71</u>	<u>544,542</u>	<u>72</u>
5900	Operating Gross Profit	231,241	29	215,205	28
5920	(Un)realized interests with subsidiaries	(<u>1,362</u>)	(<u>1</u>)	<u>22,303</u>	<u>3</u>
5950	Realized Operating Gross Profit	<u>229,879</u>	<u>28</u>	<u>237,508</u>	<u>31</u>
	Operating expenses (Notes 20 and 28)				
6100	Marketing expenses	50,078	6	55,295	7
6200	Management expenses	59,964	8	63,943	9
6300	R & D expenses	<u>107,744</u>	<u>13</u>	<u>106,232</u>	<u>14</u>
6000	Total operating expenses	<u>217,786</u>	<u>27</u>	<u>225,470</u>	<u>30</u>
6900	operating net profit	<u>12,093</u>	<u>1</u>	<u>12,038</u>	<u>1</u>
	Non-operating income and expenses (Notes 4, 20 and 28)				
7100	Interest income	1,146	-	246	-
7010	Other income	13,739	2	15,763	2
7020	Other interests and losses	(3,154)	-	301	-
7050	Financial costs	(4,474)	(1)	(6,629)	(1)
7070	Share of losses of subsidiaries and affiliated enterprises using the equity method	(31,157)	(4)	(14,874)	(2)
7230	Foreign currency exchange net gain (loss)	<u>14,697</u>	<u>2</u>	(<u>4,314</u>)	<u>-</u>
7000	Non-operating income and expenses Total	(<u>9,203</u>)	(<u>1</u>)	(<u>9,507</u>)	(<u>1</u>)

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codes		2023		2022	
		Amount	%	Amount	%
7900	Net Profit Before Taxes	\$ 2,890	-	\$ 2,531	-
7950	Income tax expenses (Notes 4 and 21)	-	-	2,087	-
8200	Net profit for the year	2,890	-	444	-
	Other comprehensive (profit) loss				
8310	Items not reclassified to profit or loss :				
8311	defined benefit plan Measured amount (Notes 4 and 17)	4,244	1	735	-
8360	Items that may be reclassified to profit or loss in the future :				
8361	Exchange difference in the conversion of financial statements of foreign operating institutions (Notes 4 and 18)	26,596	3	(26,442)	(3)
8300	Other comprehensive gains and losses for the year (net of tax)	30,840	4	(25,707)	(3)
8500	Total comprehensive (profit) loss for the year	\$ 33,730	4	(\$ 25,263)	(3)
	Earnings per share (Note 22)				
9710	Basic	\$ 0.03		\$ 0.01	
9810	Diluted	\$ 0.03		\$ 0.01	

The attached notes form part of this individual financial report.

Chairman : Lee,Jyh-En



President : Lee,Jyh-En



Accounting Manager : Lin,Tung-Hsu






 Promise Technology, Inc.
 Individual Equity Change Statement
 1 January to 31 December 2022 and 2021

Unit: Unless otherwise specified,
in thousands of NT dollars

codes	common stock capital		capital reserve	accumulated loss pending loss	other equity		total equity	
	Number of shares (thousand shares)	Amount			Exchange differ- ence on translation of financial state- ments of foreign operating institu- tions	Unrealized valua- tion gains and losses on financial assets measured at fair value through other comprehen- sive income		
A1	January 1, 2021 balance	88,087	\$ 880,868	\$ 94,949	(\$ 64,265)	(\$ 68,275)	(\$ 30,215)	\$ 813,062
C3	Overdue cash dividends not received	-	-	85	-	-	-	85
C11	Capital reserves make up for losses	-	-	(4,889)	4,889	-	-	-
E1	cash capital increase	1,242	12,420	2,584	-	-	-	15,004
D1	2021 net profit	-	-	-	444	-	-	444
D3	Other Comprehensive (Profit) Loss in 2021	-	-	-	735	(26,442)	-	(25,707)
Z1	December 31, 2021 balance	89,329	893,288	92,729	(58,197)	(94,717)	(30,215)	802,888
C3	Overdue cash dividends not received	-	-	112	-	-	-	112
C11	Capital reserves make up for losses	-	-	(5,153)	5,153	-	-	-
E1	cash capital increase	3,350	33,499	1,507	-	-	-	35,006
D1	2022 net profit	-	-	-	2,890	-	-	2,890
D3	Other Comprehensive (Profit) Loss in 2022	-	-	-	4,244	26,596	-	30,840
Z1	December 31, 2022 balance	<u>92,679</u>	<u>\$ 926,787</u>	<u>\$ 89,195</u>	<u>(\$ 45,910)</u>	<u>(\$ 68,121)</u>	<u>(\$ 30,215)</u>	<u>\$ 871,736</u>

The attached notes form part of this individual financial report.

Chairman : Lee, Jyh-En 

President : Lee, Jyh-En 

Accounting Supervisor : Lin, Tung-Hsu 

Promise Technology, Inc.

Individual Cash Flow Statement
1 January to 31 December 2022 and 2021

Unit: NT\$ thousand


<u>codes</u>		<u>2022</u>	<u>2021</u>
	Cash Flow from Operating Activities		
A10000	Net profit before tax for the year	\$ 2,890	\$ 2,531
A20000	Adjustment items:		
A20100	Depreciation expense	27,046	32,451
A20200	Amortization fee	464	342
A20900	Financial costs	4,474	6,629
A21200	interest income	(1,146)	(246)
A22300	Share of loss of affiliated enterprises recognized using equity method	31,157	14,874
A22500	Disposal of property, plant and equipment losses	-	1
A23700	Inventory depreciation and sluggish loss	3,490	11,318
A24000	Unrealized benefits between affiliated companies	1,362	(22,303)
A24100	Net (profit) loss on foreign currency exchange	(18,908)	7,435
A29900	lease modification benefit	(576)	-
A30000	Changes in operating assets and liabilities		
A31150	Accounts receivable	59,015	(40,100)
A31160	Receivables from related parties	(12,191)	(7,320)
A31190	Other receivables from related parties	58	4,244
A31200	Inventory	7,955	(97,579)
A31240	Prepayments and other current assets	(344)	(1,048)
A32150	accounts payable	(34,350)	33,192
A32230	Expenses payable and other current liabilities	(45,663)	(38,447)
A32240	Net defined benefit liability	<u>1,013</u>	<u>916</u>
A33000	Net cash inflows (outflows) from operations	25,746	(93,110)
A33500	income tax paid	(80)	(1,720)
AAAA	Net cash inflows (outflows) from operating activities	<u>25,666</u>	(94,830)
	Cash flow from investing activities		
B00040	Acquisition of financial assets measured at amortized cost	(2)	(20,001)
B00050	Disposal of financial assets measured at amortized cost	-	20,000
B02400	Subsidiary capital reduction and repatriation of shares	-	274,519
B02700	Acquisition of real estate, plant and equipment	(1,585)	(2,714)
B03700	Deposit margin and others	549	13,494
B04500	Acquisition of intangible assets	(808)	(156)


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<u>codes</u>		<u>2022</u>	<u>2021</u>
B07500	interest charged	\$ 1,114	\$ 246
B07600	dividends received	<u>-</u>	<u>55,769</u>
BBBB	Net cash flow (outflow) from investing activities	(<u>732</u>)	<u>341,157</u>
	Cash Flow from Financing Activities		
C00100	short-term borrowing	418,000	926,392
C00200	Repayment of short-term loans	(502,600)	(1,032,792)
C01700	repayment of long-term loans	(29,500)	(56,101)
C04020	Lease liability principal repayments	(13,231)	(14,094)
C04600	cash capital increase	35,006	15,004
C05600	interest paid	(4,478)	(6,731)
C09900	Overdue unclaimed cash dividends transferred to capital reserve	<u>112</u>	<u>85</u>
CCCC	Net cash outflow from financing activities	(<u>96,691</u>)	(<u>168,237</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>18,168</u>	(<u>5,805</u>)
EEEE	Net (decrease) increase in cash and cash equivalents	(53,589)	72,285
E00100	Cash and equivalent cash balance at the end of the year	<u>329,074</u>	<u>256,789</u>
E00200	Cash and equivalent cash balance at the end of the year	<u>\$ 275,485</u>	<u>\$ 329,074</u>

The attached notes form part of this individual financial report.

Chairman : Lee, Jyh-En 

President : Lee, Jyh-En 


Accounting Supervisor : Lin, Tung-Hsu 


Promise Technology, Inc. and Subsidiaries
consolidated balance sheet
December 31, 2022 and 2021


Unit: NT\$ thousand

c o d e s	assets	December 31,2022		December 31,2021		c o d e s	Liabilities and equity	December 31,2022		December 31,2021	
		a m o u n t	%	a m o u n t	%			a m o u n t	%	a m o u n t	%
1100	Cash and cash equivalents (Notes 4, 6 and 28)	\$ 392,092	31	\$ 457,840	33	2100	Short-term borrowings (Notes 4, 16 and 28)	\$ 159,000	13	\$ 243,600	17
1136	Financial assets measured at amortized cost - current (Notes 4, 7, 28 and 30)	1,373	-	1,371	-	2170	Accounts payable (Notes 4 and 28)	85,367	7	120,091	9
1170	Net accounts receivable (Notes 4, 8, 20 and 28)	94,953	7	147,012	10	2230	Current income tax liabilities (Notes 4 and 22)	2,086	-	823	-
130X	Inventories (Notes 4, 5 and 9)	428,423	34	423,925	30	2280	Lease liabilities - current (Notes 4, 13 and 28)	16,399	1	20,678	2
1479	Prepayments and other current assets (Note 4, 15 and 29)	22,167	2	35,625	3	2320	Long-term loans due within one year (Note 4, 16 and 28)	-	-	29,500	2
11XX	Total Current Assets	<u>939,008</u>	<u>74</u>	<u>1,065,773</u>	<u>76</u>	2399	Expenses payable and other current liabilities (Note 4, 17 and 28)	49,625	4	70,496	5
1550	Investments using the equity method (Notes 4 and 11)	18,339	1	15,430	1	21XX	Total current liabilities	<u>312,477</u>	<u>25</u>	<u>485,188</u>	<u>35</u>
1600	Property, plant and equipment (Notes 4, 12 and 30)	104,975	8	113,173	8		Non-current liabilities				
1755	Right-of-use assets (Notes 4 and 13)	47,040	4	66,207	5	2540	Long-term borrowings (Notes 4, 16 and 28)	-	-	7,384	1
1780	Intangible assets (Notes 4, 14 and 29)	21,631	2	9,788	1	2570	Deferred tax liabilities (Notes 4 and 22)	18,473	1	14,692	1
1840	Deferred tax assets (Notes 4 and 22)	139,830	11	124,390	9	2580	Lease liabilities - non-current (Notes 4, 13 and 28)	31,252	3	45,978	3
1990	Other non-current assets (Notes 4 and 15)	3,251	-	4,657	-	2640	Net defined benefit liabilities - non-current (notes 4 and 18)	39,230	3	42,461	3
15XX	Total non-current assets	<u>335,066</u>	<u>26</u>	<u>333,645</u>	<u>24</u>	25XX	Total non-current liabilities	<u>88,955</u>	<u>7</u>	<u>110,515</u>	<u>8</u>
						2XXX	Total liabilities	<u>401,432</u>	<u>32</u>	<u>595,703</u>	<u>43</u>
							Equity attributable to the owner of the company (Note 4.19 and 24)				
							share capital				
						3110	common stock capital	926,787	73	893,288	64
						3200	capital reserve	89,195	7	92,729	6
							accumulated loss				
						3350	pending loss	(45,910)	(4)	(58,197)	(4)
							Other interests				
						3410	Exchange difference on translation of financial statements of foreign operating institutions	(68,121)	(5)	(94,717)	(7)
						3420	Unrealized valuation gains and losses on financial assets measured at fair value through other comprehensive income	(30,215)	(3)	(30,215)	(2)
						31XX	Total owner's equity of the company	871,736	68	802,888	57
						36XX	Non-controlling interests (Note 19)	906	-	827	-
						3XXX	total equity	<u>872,642</u>	<u>68</u>	<u>803,715</u>	<u>57</u>
1XXX	total assets	<u>\$ 1,274,074</u>	<u>100</u>	<u>\$ 1,399,418</u>	<u>100</u>		Liabilities and Equity Total	<u>\$ 1,274,074</u>	<u>100</u>	<u>\$ 1,399,418</u>	<u>100</u>

The attached notes form part of this individual financial report.

Chairman : Lee,Jyh-En 

President : Lee,Jyh-En 

Accounting Supervisor : Lin,Tung-Hsu 

Promise Technology, Inc. and Subsidiaries
Consolidated statement of comprehensive income

1 January to 31 December 2022 and 2021

Unit: NT\$ thousand ,
the earnings per share are in NT\$

c o d e s	2022		2021	
	amount	%	amount	%
	Operating income (Notes 4 and 20)			
4100	\$ 886,144	100	\$ 939,381	99
4600	<u>3,990</u>	<u>-</u>	<u>9,221</u>	<u>1</u>
4000	890,134	100	948,602	100
5110	<u>567,102</u>	<u>64</u>	<u>604,577</u>	<u>63</u>
5950	<u>323,032</u>	<u>36</u>	<u>344,025</u>	<u>37</u>
	Operating expenses (Notes 21 and 29)			
6100	128,931	15	130,027	14
6200	84,158	9	93,910	10
6300	124,307	14	124,927	13
6450	<u>2</u>	<u>-</u>	<u>-</u>	<u>-</u>
6000	<u>337,398</u>	<u>38</u>	<u>348,864</u>	<u>37</u>
6900	(<u>14,366</u>)	(<u>2</u>)	(<u>4,839</u>)	<u>-</u>
	non-operating income and expenses(Notes 21 and 29)			
7100	1,588	-	622	-
7010	9,621	1	22,232	2
7020	(3,156)	-	257	-
7050	(4,719)	(1)	(7,132)	(1)
7060	1,274	-	(1)	-
7230	<u>15,179</u>	<u>2</u>	(<u>3,530</u>)	<u>-</u>
7000	<u>19,787</u>	<u>2</u>	<u>12,448</u>	<u>1</u>

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c o d e s		2022		2021	
		amount	%	amount	%
7900	Net Profit Before Taxes	\$ 5,421	-	\$ 7,609	1
7950	Income tax expenses (Notes 4 and 22)	2,614	-	7,158	1
8200	Net profit for the year	2,807	-	451	-
	Other comprehensive (profit) loss(Notes 4 and 19)				
8310	Items not reclassified to profit or loss				
8311	defined benefit plan Measured amount (Notes 4 and 18)	4,244	1	735	-
8360	Items that may be reclassified to profit or loss in the future				
8361	Exchange difference in the conversion of fi-nancial statements of foreign operating in-stitutions	26,758	3	(27,925)	(3)
8300	Other comprehensive gains and losses for the year (net of tax)	31,002	4	(27,190)	(3)
8500	Total comprehensive (profit) loss for the year	\$ 33,809	4	(\$ 26,739)	(3)
	Net profit (loss) attributable to :				
8610	The owner of the company	\$ 2,890	-	\$ 444	-
8620	non-controlling interest	(83)	-	7	-
8600		\$ 2,807	-	\$ 451	-
	Total comprehensive (profit) loss attributable to :				
8710	The owner of the company	\$ 33,730	4	(\$ 25,263)	(3)
8720	non-controlling interest	79	-	(1,476)	-
8700		\$ 33,809	4	(\$ 26,739)	(3)
	Earnings per share (Note 23)				
9710	Basic	\$ 0.03		\$ 0.01	
9810	Diluted	\$ 0.03		\$ 0.01	

The attached notes form part of this individual financial report.

Chairman : Lee,Jyh-En

President : Lee,Jyh-En

Accounting Supervisor : Lin,Tung-Hsu




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

Unit: Unless otherwise specified,
in thousands of NT dollars

Equity attributable to the owner of the company

codes		common stock capital		capital reserve	accumulated loss pending loss	other equity		Total	non-controlling equity	total equity
		Number of shares (thousand shares)	amount			Exchange differ- ence on translation of financial statements of foreign operating institutions	Unrealized valua- tion gains and losses Unrealized valua- tion gains and losses on financial assets measured at fair value through other compreh- ensive income			
A1	January 1, 2021 balance	88,087	\$ 880,868	\$ 94,949	(\$ 64,265)	(\$ 68,275)	(\$ 30,215)	\$ 813,062	\$ 2,303	\$ 815,365
C3	Overdue cash dividends not received	-	-	85	-	-	-	85	-	85
C11	Capital reserves make up for losses	-	-	(4,889)	4,889	-	-	-	-	-
E1	cash capital increase	1,242	12,420	2,584	-	-	-	15,004	-	15,004
D1	2021 net profit	-	-	-	444	-	-	444	7	451
D3	Other Comprehensive (Profit) Loss in 2021	-	-	-	735	(26,442)	-	(25,707)	(1,483)	(27,190)
Z1	December 31, 2021 balance	89,329	893,288	92,729	(58,197)	(94,717)	(30,215)	802,888	827	803,715
C3	Overdue cash dividends not received	-	-	112	-	-	-	112	-	112
C11	Capital reserves make up for losses	-	-	(5,153)	5,153	-	-	-	-	-
E1	cash capital increase	3,350	33,499	1,507	-	-	-	35,006	-	35,006
D1	2021 net profit	-	-	-	2,890	-	-	2,890	(83)	2,807
D3	Other Comprehensive (Profit) Loss in 2022	-	-	-	4,244	26,596	-	30,840	162	31,002
Z1	December 31, 2022 balance	92,679	\$ 926,787	\$ 89,195	(\$ 45,910)	(\$ 68,121)	(\$ 30,215)	\$ 871,736	\$ 906	\$ 872,642

The attached notes form part of this individual financial report.

Chairman : Lee,Jyh-En



President : Lee,Jyh-En



Accounting Supervisor : Lin,Tung-Hsu



Promise Technology, Inc. and Subsidiaries
Consolidated Cash Flow Statement
1 January to 31 December 2022 and 2021

Unit: NT\$ thousand


<u>c o d e s</u>		<u>2022</u>	<u>2021</u>
	Cash Flow from Operating Activities		
A10000	Net profit before tax for the year	\$ 5,421	\$ 7,609
A20000	Adjustment items:		
A20100	Depreciation expense	37,236	47,573
A20200	Amortization fee	5,449	2,011
A20300	Expected credit impairment losses	2	-
A20900	Financial costs	4,719	7,132
A21200	interest income	(1,588)	(622)
A22300	The share of related enterprise (profit) losses recognized using the equity method	(1,274)	1
A22500	Disposal of property, plant and equipment losses	10	1
A23700	Inventory depreciation and sluggish loss (recovery benefit)	3,456	(7,067)
A24100	Net benefit from foreign currency exchange	(3,310)	(21,064)
A29900	Government Grant Loan Forgiveness Income	(3,701)	(15,982)
A29900	lease modification benefit	(771)	-
A30000	Changes in operating assets and liabilities		
A31150	Accounts receivable	52,138	(26,338)
A31190	Other receivables - related parties	-	10,633
A31200	Inventory	(15,450)	(5,530)
A31240	Prepayments and other current assets	(4,755)	(3,522)
A32150	accounts payable	(34,351)	43,973
A32190	Other payables - related parties	-	(338)
A32230	Expenses payable and other current liabilities	(20,981)	(9,181)
A32240	Net defined benefit liability	<u>1,013</u>	<u>916</u>
A33000	Net cash inflow from operations	23,263	30,205
A33500	income tax paid	(<u>820</u>)	(<u>6,789</u>)
AAAA	Net cash inflow from operating activities	<u>22,443</u>	<u>23,416</u>
	Cash flow from investing activities		
B00040	Acquisition of financial assets measured at amortized cost	(2)	(20,083)
B00050	Disposal of financial assets measured at amortized cost	-	169,029
B02700	Acquisition of real estate, plant and equipment	(2,523)	(3,162)
B02800	Disposal of property, plant and equipment	-	91
B03700	Deposit margin and others	1,417	14,224
B04500	Acquisition of intangible assets	(808)	(10,983)
B07500	interest charged	<u>1,556</u>	<u>622</u>
BBBB	Net cash flow (outflow) from investing activities	(<u>360</u>)	<u>149,738</u>


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<u>c o d e s</u>		<u>2022</u>	<u>2021</u>
	Cash Flow from Financing Activities		
C00100	short-term borrowing	\$ 418,000	\$ 926,392
C00200	Repayment of short-term loans	(502,600)	(1,032,792)
C01600	long-term borrowing	-	3,541
C01700	repayment of long-term loans	(33,536)	(56,101)
C04020	Lease liability principal repayments	(18,364)	(25,464)
C04600	cash capital increase	35,006	15,004
C05600	interest paid	(4,815)	(7,217)
C09900	Overdue unclaimed cash dividends transferred to capital reserve	<u>112</u>	<u>85</u>
CCCC	Net cash outflow from financing activities	(<u>106,197</u>)	(<u>176,552</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>18,366</u>	(<u>5,460</u>)
EEEE	Cash and equivalent cash balance at the beginning of the year	(65,748)	(8,858)
E00100	Cash and equivalent cash balance at the beginning of the year	<u>457,840</u>	<u>466,698</u>
E00200	Cash and equivalent cash balance at the end of the year	<u>\$ 392,092</u>	<u>\$ 457,840</u>

The attached notes form part of this individual financial report.

Chairman : Lee, Jyh-En 

President : Lee, Jyh-En 

Accounting Supervisor : Lin, Tung-Hsu 

(IV)

Promise Technology, Inc.

Procedures for acquiring or disposing of assets

Section 1 Acquisition or Disposal of Assets

Article 1: Purpose

In order to protect investment and implement information disclosure, the company's acquisition or disposal of assets shall be handled in accordance with this procedure.

Article 2: Based on

This handling procedure is formulated in accordance with the provisions of Article 36-1 of the Securities Exchange Law and the "Guidelines for the Handling of Assets Acquisition or Disposal by Publicly Issued Companies" and related regulations.

Article 3: Scope of application of assets

1. Securities investment (including stocks, government bonds, corporate bonds, financial bonds, securities of commendation funds, depositary receipts, subscription (put) warrants, beneficiary securities, and asset-backed securities).
2. Real estate (including land, buildings and buildings, investment real estate, and construction inventory) and equipment.
3. Membership card.
4. Intangible assets (including patent rights, copyrights, trademark rights and franchise rights).
5. Right-to-use assets.
6. Derivative commodities.
7. Assets acquired or disposed of through legal merger, division, acquisition, or transfer of shares.
8. Creditor's rights of financial institutions (including receivables, foreign exchange purchases and discounts, loans, and collections).
9. Other important assets.

Article 4: Authorization Quota, Levels and Executing Units

1. Acquisition or disposal of long-term securities investment:

When (1) buying stocks that are not traded in the public market or have no clear market price (2) buying stocks with the intention of controlling the invested company

or establishing a close business relationship with it, the President shall instruct the person in charge or set up a task force to plan the The reason for the investment, the counterparty of the transaction, the purchase price and other matters are responsible for the evaluation and execution, and are submitted to the board of directors for approval. However, if the investment amount is within NT\$10,000,000, it can be processed first after approval by the President, and then submitted to the board of directors for ratification.

2. Acquisition or disposal of short-term securities investment:

If the cumulative transaction amount does not reach NT\$300 million, the financial unit shall submit a proposal to the President for review and approval; if the cumulative transaction amount exceeds NT\$300 million, it shall separately submit to the board of directors for approval, but the bond approved by the competent authority For small funds, the amount may be increased within NT\$100 million after approval by the chief financial officer, and then reported to the board of directors.

3. Acquisition or disposal of real estate or its right-to-use assets:

The general affairs unit submits the relevant materials and submits them to the board of directors for approval.

4. Acquisition or disposal of equipment or its right-to-use assets:

It shall be submitted to the responsible supervisor for approval according to the approval authority, and then the user department and the responsible unit shall be responsible for the implementation. If the transaction amount exceeds NT\$10 million, it shall be submitted to the board of directors for approval.

5. Acquisition or disposal of intangible assets or right-to-use assets or membership certificates:

The President will instruct the person in charge or set up a task force to be responsible for the evaluation and implementation, and the executive unit will submit relevant materials to the board of directors for approval.

6. Acquisition or disposal of derivative commodities:

Handle in accordance with the relevant provisions of Section 3 of this handling procedure.

7. Assets acquired or disposed of through legal merger, division, acquisition, or transfer of shares:

Handle in accordance with the relevant provisions of Section 4 of this handling procedure.

The acquisition or disposal of assets shall be approved by the board of directors according to the provisions of the preceding paragraph or other laws and regulations, and the opinions of independent directors shall be fully considered. If independent directors have objections or reservations, they shall be stated in the minutes of the board meeting.

Where an audit committee has been established, major asset or derivative commodity transactions shall be approved by more than half of all members of the audit committee and submitted to the board of directors for resolution, and Article 6, item 4, and Fifth provision.

Article 5: Price determination method and reference basis

1. Long-term and short-term securities investment:

Price determination method:

Acquisition or disposal of securities that have been traded on a stock exchange or a securities firm's business premises shall be determined according to the transaction price at that time.

Acquisition or disposal of securities that are not traded on stock exchanges or securities firms' business premises shall be negotiated by considering the net value per share, profitability, future development potential and with reference to the current transaction price, or by reference to the current market interest rate, bond coupon rate and The debtor's creditworthiness, etc. shall be negotiated later.

Reference:

To acquire or dispose of securities, the most recent financial statement of the target company that has been audited and certified by an accountant or reviewed should be used as a reference for evaluating the transaction price before the actual occurrence date, and the transaction amount should reach 20% of the paid-in capital or New Taiwan dollars If it is more than 300 million yuan, an accountant should be consulted to express an opinion on the rationality of the transaction amount. However, this restriction shall not apply if the securities are publicly quoted in an active market or otherwise stipulated by the competent securities authority.

2. Real estate or equipment or right-of-use assets:

Price determination method:

Acquisition or disposal of real estate should be negotiated with reference to the announced current value, appraised value, or actual transaction price of nearby real estate.

Acquisition or disposal of equipment should be done by comparing prices, bargaining or bidding.

Reference:

Except for transactions with domestic government agencies, self-construction, leased land commissioned construction, or acquisition or disposal of equipment for business use or its right-to-use assets, the transaction amount reaches 20% of the company's paid-in capital or NT\$ If the amount is more than 300 million yuan, a valuation report issued by a professional appraiser shall be obtained before the fact occurs, and the following requirements shall be met:

- (1) When it is necessary to use a fixed price, a specific price or a special price as the reference basis for the transaction price due to special reasons, the transaction should be submitted to the resolution of the board of directors for approval. If the transaction conditions change in the future, it should also be handled in accordance with the above-mentioned procedures.
- (2) If the transaction amount exceeds NT\$1 billion, at least two professional appraisers should be invited to conduct an appraisal.
- (3) If the valuation result of a professional appraiser falls under any of the following circumstances, except that the valuation results of acquired assets are all higher than the transaction amount, or the valuation results of disposed assets are all lower than the transaction amount, an accountant should be consulted to clarify the reasons for the difference and the transaction price Specific opinions on the permissibility of :
 - a. The difference between the valuation result and the transaction amount amounts to more than 20% of the transaction amount.
 - b. The difference between the valuation results of two or more professional appraisers amounts to more than 10% of the transaction amount.
- (4) The date of the report issued by the professional appraiser and the date of estab-

ishment of the contract shall not exceed three months. However, if it applies to the current value announced in the same period and it is less than six months old, the original professional appraiser may issue a letter of opinion.

The term "professional appraiser" refers to real estate appraisers or other persons who are legally engaged in real estate and equipment appraisal business.

3. Intangible assets or right-to-use assets or membership certificates:

Price determination method:

Obtaining or disposing of membership cards should be done by comparing prices or negotiating.

Acquisition or disposal of intangible assets or their right-to-use assets should be handled in accordance with relevant laws and contract regulations.

Reference:

If the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million or more, except for transactions with domestic government agencies, an accountant should be consulted to express an opinion on the rationality of the transaction price before the fact occurs.

4. Derivative financial products:

Handle in accordance with the relevant provisions of Section 3 of this handling procedure.

5. Assets acquired or disposed of through legal merger, division, acquisition, or transfer of shares:

Handle in accordance with the relevant provisions of Section 4 of this handling procedure.

The professional appraiser and its appraisers, accountants, lawyers, or securities underwriters and the parties to the transaction shall not be related parties to the valuation report obtained or the opinion written by an accountant, lawyer, or securities underwriter.

Where assets are acquired or disposed of through court auction procedures, the certification documents issued by the court may be substituted for the valuation report or accountant's opinion.

The calculation of the transaction amount in the first three items of this article shall be carried out in accordance with the provisions of the second item of Article 7, and the term "within one year" is based on the date when the transaction actually occurred, and one year is retroactively calculated in accordance with the provisions of this procedure. Valuation reports issued by professional appraisers or accountant

opinions are exempted from re-inclusion.

Article 6: Storage of data

When acquiring or disposing of assets, relevant contracts, meeting minutes, reference books, valuation reports, and opinions from accountants, lawyers, or securities underwriters shall be kept in the company, and shall be kept for at least five years unless otherwise stipulated by other laws.

Article 7: Announcement and declaration

Where the acquisition or disposal of assets falls under any of the following circumstances, the relevant information shall be announced and declared on the website designated by the Securities and Futures Bureau within two days from the day when the fact occurs in accordance with the prescribed format according to the nature:

1. Acquiring or disposing of real estate or its right-to-use assets from related parties, or acquiring or disposing of other assets other than real estate or its right-to-use assets with related parties, and the transaction amount reaches 20% of the company's paid-in capital and 100% of its total assets. Ten percent or more than NT\$300 million. However, this does not apply to the purchase and sale of domestic government bonds, bonds with buy-back or sell-back conditions, and the purchase or buy-back of money market funds issued by domestic securities investment trust enterprises.
2. Carry out merger, division, acquisition or transfer of shares.
3. The losses from derivative commodity transactions reach the upper limit of all or individual contract losses stipulated in the handling procedures.
4. Acquisition or disposal of equipment for business purposes or its right-to-use assets, and the transaction partner is not a related party, and the transaction amount meets one of the following requirements:
 - (1) The paid-in capital of the company is less than NT\$10 billion, and the transaction amount is more than NT\$500 million.
 - (2) The paid-in capital of the company reaches NT\$10 billion, and the transaction amount exceeds NT\$1 billion.
5. If the real estate is acquired by self-construction, leased land commissioned construction, joint construction of subdivided houses, joint construction sharing, and joint construction and subsale, and the transaction object is not a related party, the company expects to invest a transaction amount of NT\$500 million yuan or more.

6. Asset transactions other than the preceding five items, disposition of creditor's rights by financial institutions, or investment in the mainland, where the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million or more, except for the following circumstances :

- (1) Buying and selling domestic government bonds or foreign government bonds with a credit rating not lower than my country's sovereign rating.
- (2) For those who specialize in investment, the trading of securities on the stock exchange or the business premises of securities firms, or the subscription of foreign public bonds or ordinary corporate bonds issued in the primary market and general financial bonds not involving equity (excluding sub-markets) Ranked bonds), or to purchase or buy back securities investment trust funds, or to purchase or sell back index investment securities, or for securities firms to serve as counselors for emerging companies due to underwriting business needs Securities subscribed for.
- (3) Buying and selling bonds subject to buy-back and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment enterprises.

The transaction amount referred to in the preceding paragraph shall be calculated in the following manner:

- a. The amount of each transaction.
- b. Accumulated transaction amount of the same nature acquired or disposed of with the same counterparty within one year.
- c. Accumulated acquisition or disposal within one year (acquisition and disposal are accumulated separately) the same development plan real estate or its right-to-use assets.
- d. The cumulative amount of the same securities acquired or disposed of within one year (acquisition and disposal are accumulated separately).

The term "within one year" referred to in the preceding paragraph refers to the date on which the transaction occurred as a basis, and is retroactively calculated one year in advance, and the part that has been announced is exempted from being counted.

The term "date of fact" refers to the earlier of the transaction signing date, payment date, entrustment transaction date, transfer date, board of directors resolution date,

or other date when the transaction object and transaction amount are fully determined. However, for investors that need to be approved by the competent authority, the date of the above issue or the date of receiving the approval from the competent authority shall prevail.

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

The requirement of 10% of total assets 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 company's stock has no par value or the par value of each share is not NT\$10, the transaction value of 20% of the paid-in capital in this procedure shall be calculated on the basis of 10% of the equity attributable to the owner of the parent company; The regulations on the transaction amount of the paid-in capital amounting to NT\$10 billion shall be calculated based on the equity attributable to the owners of the parent company of NT\$20 billion.

Article 8: Announcement and declaration content

For matters that should be announced and declared in accordance with the provisions of the preceding article, the content of the announced and declared shall be handled in accordance with the relevant regulations of the Securities and Futures Bureau.

Article 9: Supplement and Correction of Announcement and Declaration

If there are errors or omissions in the announcement of the items that should be announced in accordance with the provisions of Article 7 and need to be corrected, all items should be re-announced and declared within two days from the day when they are known.

After the transactions announced and declared pursuant to the provisions of Article 7, if one of the following circumstances occurs, the relevant information shall be announced and declared on the website designated by the Securities and Futures Bureau within two days from the day when the fact occurs:

1. There are changes, terminations, or rescissions in the relevant contracts signed for the original transaction.

2. The merger, division, acquisition or transfer of shares has not been completed according to the scheduled schedule in the contract.
3. The content of the original announcement has changed.

Article 10: Control Procedures for Subsidiary Acquisition or Disposal of Assets

1. When a subsidiary of the company acquires or disposes of assets, it shall formulate the "Procedures for Handling Assets Acquisition or Disposal" in accordance with the regulations. After approval by the board of directors of the subsidiary, it shall be submitted to the board of directors of the company for approval. The same is true for amendments.
2. If the subsidiary company of the company is not a domestic public offering company, if the acquisition or disposal of assets reaches the standard for announcement and reporting stipulated in Article 7 of these procedures, this company shall also announce and report in accordance with the provisions of these procedures.
3. Subsidiaries shall be subject to the paid-in capital or total assets of the company's paid-in capital or total assets in accordance with Article 7 Paragraph 1.
4. The company shall supervise the subsidiaries to comply with the company's "Procedures for Acquisition or Disposal of Assets", and review the subsidiaries' self-inspection reports and other related matters.

Article 11: Investment Quota

The Company and each of its subsidiaries may purchase real estate or right-of-use assets or securities that are not for business use and may invest in individual securities as follows:

1. There is no limit on the amount of assets, equipment or right-to-use assets acquired by the company and its subsidiaries for business use.
2. The total amount of real estate or right-to-use assets acquired by the company and its subsidiaries not for business use shall not exceed NT\$10 million, and the total amount of subsidiaries shall not exceed NT\$10 million.
3. The net amount of short-term negotiable securities traded for short-term capital allocation shall not exceed 40% of the company's net value, and the net value of securities acquired from the same company shall not exceed 20% of the company's net value. The companies shall not exceed 30% and 15% of their net worth respectively.
4. The total amount of securities acquired for long-term investment shall not exceed the paid-in capital of the company, and the amount of securities acquired from the same company shall not exceed 100% of the paid-in capital of the company, and the

paid-in capital of subsidiaries shall not exceed 100% and 40%, but this does not apply to investment companies that have already invested as professionals.

5. If the company or its subsidiaries do not intend to engage in derivatives transactions, they may be exempted from formulating procedures for engaging in derivatives transactions after reporting to the board of directors for approval. If you want to engage in derivatives trading afterwards, you should still follow the provisions of this procedure first.

Section 2 Related Party Transactions

Article 12: To acquire or dispose of assets or right-to-use assets from related parties, in addition to going through relevant resolution procedures and evaluating the rationality of transaction conditions in accordance with the provisions of the previous section and this section, the transaction amount reaches more than 10% of the company's total assets. In addition, an appraisal report or an accountant's opinion issued by a professional appraiser shall also be obtained in accordance with the provisions of the preceding section.

The calculation of the transaction amount in the preceding paragraph shall be handled in accordance with the provisions of Article 7.

When judging whether the transaction object is a related party, in addition to paying attention to its legal form, the substantive relationship should also be considered.

The "related parties" mentioned above shall be identified in accordance with the Financial Reporting Standards for Securities Issuers.

Article 13: Acquiring or disposing of real estate or its right-to-use assets from related parties, or acquiring or disposing of other assets other than real estate or its right-to-use assets with related parties, and the transaction amount reaches 20% of the company's paid-in capital, For those who have 10% of their total assets or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds with repurchase or repurchase conditions, and purchasing or repurchasing money market funds issued by domestic securities investment trust enterprises, the following After the information is submitted to the audit committee for approval, the transaction contract and payment can only be signed after the resolution of the board of directors is passed:

1. The purpose, necessity, and expected benefits of acquiring or disposing of assets.

2. Reasons for selecting related parties as transaction partners.
3. Obtaining real estate or right-of-use assets from related parties, and evaluating the reasonableness of the predetermined transaction conditions in accordance with Articles 14 and 15.
4. Matters such as the date and price of the original acquisition by the related party, the transaction partner and its relationship with the company and the related party.
5. A cash receipt and expenditure forecast statement for each month in the coming year, which is expected to start from the contracting month, and evaluate the necessity of the transaction and the rationality of the use of funds.
6. The appraisal report issued by a professional appraiser obtained in accordance with the provisions of the preceding article, or the opinion of an accountant.
7. Restrictive conditions and other important agreed matters of this transaction.

When the company, its subsidiaries, or its subsidiaries that directly or indirectly hold 100% of the issued shares or total capital engage in the following transactions among themselves, the board of directors may, in accordance with the provisions of Article 4, authorize the Chairman to make a preliminary decision within a certain amount, and then report to the latest Ratified by the board of directors of the period:

- (1) Acquisition or disposal of equipment for business use or its right-to-use assets.
- (2) Acquisition or disposal of real estate or right-of-use assets for business use.

When relevant transactions are submitted to the board of directors for discussion, the opinions of independent directors shall be fully considered. If independent directors have objections or reservations, they shall be stated in the minutes of the board meeting.

If the company or its subsidiaries that are not domestic public offering companies have the first transaction, and the transaction amount reaches more than 10% of the company's total assets, the company shall submit the materials listed in the first item to the shareholders' meeting for approval before proceeding. To sign a transaction contract and make payment. However, this does not apply to transactions between the company and its subsidiaries, or between its subsidiaries.

The calculation of the transaction amount in Paragraph 1 and the preceding Paragraph shall be handled in accordance with the provisions of Article 7, and the term "within one year" is based on the date when the transaction actually occurred, calculated retroactively for one year, and has been submitted to shareholders in accordance with the provisions of this standard. The meeting and the board of directors approve part of the exemption from re-counting.

Article 14: To acquire real estate or its right-to-use assets from related parties, the rationality of the transaction cost shall be evaluated according to the following methods:

1. Add the necessary capital interest and the legally borne costs to the buyer based on the related party transaction price. The interest cost of the necessary funds is cal-

culated based on the weighted average interest rate of the borrowings in the year the company purchased the assets, provided that it cannot be higher than the highest non-financial industry loan interest rate announced by the Ministry of Finance.

2. If a related party has set up a mortgage loan from a financial institution with the subject matter, the financial institution will lend the subject matter the total value of the loan assessment, but the actual cumulative value of the loan loan of the financial institution to the subject matter should reach the total value of the loan assessment. More than 70% of the value and the loan period has been more than one year. However, this does not apply where the financial institution and one of the parties to the transaction are related parties to each other.

Where land and houses of the same target are purchased or leased jointly, the transaction costs may be assessed by any of the methods listed in the preceding paragraph for the land and houses respectively.

When acquiring real estate or its right-to-use assets from related parties, evaluate the cost of the real estate or its right-to-use assets in accordance with the preceding two paragraphs, and consult an accountant for review and express specific opinions. Acquisition of real estate or right-of-use assets from related parties, under any of the following circumstances, shall be handled in accordance with the provisions of Article 13, and the preceding three provisions shall not apply:

1. The related party has acquired the real estate or its right-to-use assets through inheritance or gift.
2. It has been more than five years since the related party contracted to acquire the real estate or its right-to-use assets from the signing date of this transaction.
3. Signing a joint construction contract with a related party, or entrusting a related party to build a real property from a land commissioned construction, leased land commissioned construction, etc. to obtain real estate or its right-to-use assets.

Article 15: When the evaluation results in accordance with the provisions of Item 1 and Item 2 of the preceding article are both lower than the transaction price, it shall be handled in accordance with the provisions of Article 16. However, this shall not apply if objective evidence is provided 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 further construction, he may prove that he meets one of the following conditions:

- (1) The prime land shall be evaluated according to the method stipulated in the preceding article, and the construction cost of the related party plus a reasonable construction profit shall be added for the house, and the total amount exceeds the actual transaction price. The term "reasonable construction profit" shall be based on the lower of 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.
 - (2) Transactions by other non-related persons on other floors of the same target premises or in adjacent areas within one year, with similar areas, and the transaction conditions are equivalent after being evaluated according to the reasonable floor or area price difference that should be expected in real estate trading or leasing practices By.
2. Evidence that the real estate purchased from a related party or the right to use real estate acquired by leasing the transaction conditions are comparable to other non-related party transactions within one year in the adjacent area and the area is similar.

The transaction cases in adjacent areas referred to in the preceding paragraph shall be based on the same or adjacent street and within a radius of 500 meters from the subject matter of the transaction, or those whose announced current value is similar; the case of transactions involving other non-related parties shall be used in the case of similar areas. The principle is that the area of the real estate 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 when the acquisition of the real estate or its right-to-use assets takes place, and is calculated retroactively for one year.

Article 16: To obtain real estate or its right-to-use assets from related parties, if the evaluation results in accordance with Articles 14 and 15 are lower than the transaction price, the following matters shall be handled:

1. The difference between the transaction price of real estate or its right-to-use assets and the evaluation cost shall be set aside as a special surplus reserve in accordance with Article 41, Paragraph 1 of the Securities and Exchange Law, and shall not be distributed or transferred to capital increase and allotment of shares. If the investor who evaluates the company's investment using the equity method is the company, the amount to be withdrawn shall also be allocated as a special surplus reserve in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act in accordance with the shareholding ratio.

2. The Audit Committee shall handle the matter in accordance with Article 218 of the Company Law.
3. The handling of 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 prospectus.

If the special surplus reserve has been set aside in accordance with the preceding paragraph, the assets purchased or leased at a high price have been recognized as a loss in price or disposed of or terminated the lease or for appropriate compensation or restoration, or if there is other evidence to determine that there is no unreasonable, and after The special surplus reserve can only be used with the approval of the Securities and Futures Bureau.

When obtaining real estate or right-of-use assets from related parties, if there is other evidence showing that the transaction is not in compliance with business practices, the preceding two paragraphs shall also be followed.

Section 3 Engaging in Derivative Financial Commodity Transactions

Article 17: Trading Principles and Guidelines

1. Types of derivative transactions that may be engaged in:

"Derivatives" referred to in this procedure refers to forward contracts 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, option contracts, futures contracts, leveraged margin contracts, exchange contracts, and combinations of the above-mentioned contracts, or combined contracts or structured commodities embedded in derivative commodities, etc.

The so-called forward contracts do not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts.

2. Operation or hedging strategy:

When engaging in derivative commodity transactions, the goal should be to avoid risks. Commodities to be traded should be selected mainly to avoid the risks arising from the company's business operations. In addition, the trading counterparty

should also try to choose financial institutions that usually do business with the company to avoid credit risks.

3. Division of Powers and Responsibilities:

(1) Finance department:

Responsible for the foreign exchange management system, such as collecting foreign exchange market information, judging trends and risks, familiarizing with financial products and operating skills, etc. And accept the instructions of the financial supervisor, authorize the management of foreign exchange positions, and avoid risks according to the company's policies.

(2) Accounting department:

Responsible for transaction confirmation, delivery and registration details.

(3) Audit department:

Measure, supervise and control the risks of transactions in the financial department, and report to the Audit Committee in writing when there are major deficiencies.

4, performance evaluation essentials:

When operating derivative financial products, the operation details should be recorded on the transaction schedule on a daily basis to grasp the profit and loss status; in addition, exchange gains and losses should be settled on a monthly, quarterly, semi-annual, and annual basis.

5. Total amount of the contract and the upper limit of losses:

(1) The financial unit shall grasp the overall position of the company to avoid transaction risks; the total amount of the contracts related to forward foreign exchange operations shall not exceed the total amount of foreign currency demand for import and export generated by the company's business in the next six months.

(2) The total amount of other derivative financial transaction contracts shall not exceed US\$10 million or its equivalent in foreign currency.

(3) For the purpose of hedging transactions, the upper limit of contract losses shall not exceed 25% of the contract amount, which applies to individual contracts and all contracts.

Article 18: Operating Procedures

1. Authorized amount:

The company engages in derivative commodity transactions, and operates in accordance with the following authorized amounts:

Authorize the top manager of the financial unit to conduct transactions with financial institutions within the accumulated transaction amount of US\$2 million. If the accumulated transaction exceeds US\$2 million, it needs to be submitted to the President for approval one by one. If the accumulated transaction exceeds US\$5 million, it needs to be submitted to the Chairman for approval.

2. Execution unit and transaction process:

(1) Execution of transactions:

The transaction personnel of the financial unit shall conduct transactions with the financial institution within the authorized amount. If the amount exceeds the amount authorized in the preceding paragraph, prior written approval must be obtained in accordance with the above provisions. After each transaction is completed, immediately fill in the transaction form according to the transaction report of the financial institution, indicate the content, sign off with the supervisor in charge, count the position and send the copy of the transaction form to the accounting unit.

(2) Transaction confirmation:

The accounting unit for delivery and registration shall confirm the transaction according to the copy of the transaction order made by the trading unit, and then carry out the delivery and registration details according to the number of the transaction confirmation. The financial unit shall prepare a monthly consolidated report and send it to the accounting unit as the basis for accounting evaluation.

Article 19: Risk Management Measures

1. Risk management scope:

(1) Credit risk management:

The object of the transaction is limited to the banks that have business dealings with the company. After the transaction, the log-in personnel should immediately log in the quota control table, and regularly reconcile with the corresponding bank..

(2) Market price risk management:

The log-in personnel should check at any time whether the total transaction amount complies with the limit stipulated in this procedure. Accounting units should conduct market price assessments at any time, and pay attention to the possible impact of future market price fluctuations on the profits and losses of the positions held.

(3) Liquidity and cash flow risk management:

In order to ensure market liquidity, the financial institutions that trade when selecting financial products must have sufficient equipment, information, and transaction capabilities. Traders should also pay attention to the company's cash flow at all times to ensure sufficient cash payment at the time of delivery.

(4) Operational risk management:

Authorized quotas and operating procedures must be strictly complied with.

(5) Legal risk management:

Any documents signed with the bank must be reviewed by legal personnel before they can be signed.

2. Derivatives trading personnel and confirmation and delivery personnel shall not concurrently serve as each other.
3. When engaging in derivatives transactions, personnel authorized in writing by the Chairman shall be responsible for risk measurement, supervision, and control. They shall belong to different units from the personnel in the preceding paragraph, and shall report to the Chairman or the board of directors.
4. Positions held in derivatives exchanges shall be evaluated at least once a week, except for hedging transactions that are required for business purposes, shall be evaluated at least twice a month, and the evaluation report shall be sent to the person designated by the Chairman in writing.

Article 20: Internal Audit System

Internal auditors should regularly understand the adequacy of the internal control system for derivatives transactions, and audit the trading units' compliance with the procedures for handling derivatives transactions on a monthly basis, and prepare an

audit report. If major violations are found, the Audit Committee shall be notified in writing.

Article 21: Regular assessment methods and handling of abnormal situations

1. The board of directors shall supervise the management according to the following principles:

Designate the Chairman or the personnel designated by written authorization to pay attention to the supervision and control of derivatives trading risks at all times, and regularly evaluate whether the performance of derivatives transactions is in line with the established business strategy and whether the risks assumed are within the allowable range.

2. The Chairman or the personnel designated by his written authorization shall manage derivative transactions in accordance with the following principles:
 - (1) Regularly evaluate whether the risk management measures currently in use are appropriate and are actually implemented in accordance with this procedure.
 - (2) Supervise the transaction and profit and loss situation. When abnormal situations are found, relevant contractors should be required to take necessary countermeasures and report to the board of directors immediately. Where independent directors have been appointed, the board of directors shall have independent directors present and express their opinions.

Those who engage in derivatives transactions and authorize relevant personnel to handle them in accordance with the established procedures for handling derivatives transactions shall report to the latest board of directors afterwards.

Article 22: Information Disclosure

1. When the loss from derivatives trading reaches the total or individual contract loss limit stipulated in these procedures, the relevant funds shall be announced and declared on the website designated by the Securities and Futures Bureau within two days from the day when the fact occurs.
2. Before the tenth day of each month, the company and its subsidiaries that are not domestic public offering companies shall enter the derivatives trading status as of the end of the previous month into the information reporting website designated by the Securities and Futures Bureau in accordance with the prescribed format.

Article 23: To engage in derivatives transactions, a reference book shall be established, and the general category, amount, date of approval of the board of directors and matters that should be carefully evaluated for derivatives transactions shall be detailed in the reference book for future reference. Unless otherwise stipulated by other laws, it shall be kept for at least five years.

Section 4 Business Merger, Split, Acquisition and Share Transfer

Article 24: The term "assets acquired or disposed of in accordance with legal mergers, divisions, acquisitions, or share transfers" referred to in these guidelines refers to assets acquired or disposed of in accordance with the Enterprise Merger and Acquisition Law, the Financial Holding Company Law, the Financial Institution Merger Law, or other laws. Assets acquired or disposed of through mergers, divisions, or acquisitions, or the transfer of shares of another company by issuing new shares pursuant to Article 156-3 of the Company Act (hereinafter referred to as "share transfer").

Article 25: In handling mergers, splits, acquisitions, or share transfers, accountants, lawyers, or securities underwriters shall be appointed to determine the share exchange ratio, purchase price, or distribution of cash or other property to shareholders before the resolution of the board of directors is convened. Express opinions on rationality and submit to the board of directors for discussion and approval. However, the company's merger of subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, or the merger of subsidiaries that directly or indirectly hold 100% of the issued shares or total capital of the company, is exempt from obtaining a reasonable opinion issued by the preceding expert.

Article 26: To participate in a merger, split or acquisition, the important agreement and related matters of the merger, split or acquisition should be prepared before the shareholders' meeting to make a public document to the shareholders, and the expert opinion and the shareholders' meeting The meeting notice shall be delivered to the shareholders as a reference for whether to approve the merger, division or acquisition. However, this restriction does not apply to those who are exempted from convening a shareholders' meeting to resolve merger, division, or acquisition matters in accordance with other laws.

The company and other companies involved in mergers, divisions or acquisitions, the shareholders meeting of either party, due to the number of people present, insuffi-

cient voting rights or other legal restrictions, it is impossible to hold a resolution, or the resolution is rejected by the shareholders meeting, the company and other companies involved in the merger, A company that is split or acquired should immediately publicly explain the cause of the occurrence, follow-up processing operations, and the expected date of holding the shareholders' meeting.

Article 27: Unless otherwise stipulated by other laws or there are special factors that have been reported to the Securities and Futures Bureau for approval in advance, the company and other companies participating in the merger, division or acquisition shall hold the board of directors and shareholders' meeting on the same day to decide on the merger , division or acquisition related matters.

Unless otherwise stipulated by other laws or there are special factors that have been reported to the Securities and Futures Bureau for approval in advance, the company and other companies participating in the transfer of shares shall hold a board meeting on the same day.

Companies that participate in mergers, splits, acquisitions, or share transfers that are listed or whose stocks are traded at the business premises of securities firms shall make complete written records of the following information and keep them for five years for inspection:

1. Basic personnel information: including all persons involved in the merger, division, acquisition, or share transfer plan or plan implementation before the information is disclosed, including their professional titles, names, and ID numbers (or passport numbers for foreigners).
2. Date of important events: including the date of signing letter of intent or memorandum, entrusting financial or legal advisor, signing contract and board of directors, etc.
3. Important documents and meeting minutes: including mergers, divisions, acquisitions or share transfer plans, letters of intent or memorandums, important contracts, and minutes of board meetings.

Companies involved in mergers, splits, acquisitions, or share transfers that are listed or whose stocks are traded at the business premises of a securities firm shall, within two days from the day when the resolution of the board of directors is passed, submit the materials in subparagraphs 1 and 2 of the preceding paragraph to the Inter-

net in accordance with the prescribed format. The network information system shall be submitted to the Bureau of Securities and Futures for future reference.

If any of the companies participating in the merger, split, acquisition, or share transfer is not a listed company or a company whose shares are traded at a securities firm's business premises, the listed company or its stock traded at a securities firm's business premises shall sign an agreement with it and comply with the provisions of the preceding two paragraphs handle.

Article 28: The company and all other persons involved in or aware of the company's merger, division, acquisition or share transfer plan shall issue a written confidentiality commitment, and shall not disclose the content of the plan before the information is made public, and shall also It is not allowed to buy or sell all company stocks and other securities with equity nature related to mergers, divisions, acquisitions or share transfers by themselves or in the name of others.

Article 29: Participating in mergers, splits, acquisitions, or share transfers, the share exchange ratio or purchase price shall not be changed arbitrarily except in the following circumstances, and shall be subject to change as stipulated in the merger, split, acquisition, or share transfer contract In the case of:

1. Handle cash capital increase, issuance of convertible corporate bonds, gratuitous allotment of shares, issuance of corporate bonds with warrants, special shares with warrants, warrant certificates, and other securities with equity nature.
2. Acts that affect the company's financial business, such as disposing of the company's major assets.
3. The occurrence of major disasters, major technological changes, and other events that affect the company's shareholders' rights or securities prices.
4. Adjustments for the legal repurchase of treasury shares by any party of the company involved in the merger, division, acquisition, or transfer of shares.
5. Changes in the increase or decrease in the number of entities or companies involved in mergers, divisions, acquisitions, or share transfers.
6. Other conditions that have been stipulated in the contract and can be changed, and have been disclosed to the public.

Article 30: The contract shall specify the rights and obligations of the company participating in the merger, division, acquisition or transfer of shares, and shall specify the following items:

1. Handling of breach of contract.
2. Principles for the treatment of previously issued equity securities or repurchased treasury shares of companies that are eliminated or split due to mergers.
3. The number of treasury shares that a participating company may repurchase according to law after the base date for calculating the share exchange ratio and the principles for its handling.
4. The method of handling the increase or decrease in the number of participating entities or companies.
5. Estimated plan implementation progress and expected completion schedule.
6. When the plan is overdue and not completed, relevant handling procedures such as the scheduled date of the shareholder meeting that should be convened according to laws and regulations.

Article 31: If any party of a company involved in a merger, split, acquisition, or share transfer intends to merge, split, acquire, or share transfer with another company after the information is made public, the number of participating companies will decrease, and if the shareholders' meeting has resolved and authorized the board of directors to change the authority, the participating companies are exempted from convening a shareholders' meeting to make a new resolution. In the original merger, division, acquisition, or share transfer case, the completed procedures or legal acts should be performed by all participating companies. Heavy behavior.

Article 32: If any company participating in a merger, division, acquisition or share transfer is not a publicly offered company, the Company shall enter into an agreement with it and handle it in accordance with the provisions of Articles 27, 28 and 31.

Section 5 Supplementary Provisions

.Article 33: Penalties

If the relevant executive personnel violate the above handling procedures or handling standards, they shall be dealt with in accordance with the company's assessment and reward and punishment measures.

Article 34: This procedure shall be approved by the Audit Committee, then adopted by a resolution of the Board of Directors, and submitted to the shareholders' meeting for approval, and the same shall apply when amended.

Article 35: This procedure came into force on June 5, 1999. It was amended for the first time on

December 22, 1999. The second amendment came into force on February 22, 2000. The third amendment came into force on June 10, 2003, and the fourth amendment came into force on May 10, 2004. The fifth amendment came into force on May 15, 2007. The sixth amendment came into effect on June 12, 2012. The seventh amendment came into effect on June 11, 2014. The eighth amendment came into effect on May 24, 2016. The ninth amendment came into effect on June 14, 2017. The tenth amendment came into effect on June 10, 2019. The eleventh amendment came into force on June 23, 2022.

(V)

Promise Technology, Inc.
Director Election Method



- I. The election of directors of the company shall be handled in accordance with these regulations.
- II. The election of directors of the company shall be conducted at the shareholder meeting by setting up a voting box.
- III. For the election of directors of the company, each share has the same voting rights as the number of directors to be elected, and one person can be elected collectively or the number of voters can be distributed. Independent directors and non-independent directors shall be elected together, and the number of elected persons shall be calculated separately.
- IV. The board of directors shall prepare ballots equal to the number of directors to be elected, and add their weights.
- V. At the beginning of the election, the chairman shall designate a number of scrutineers and counters to perform relevant duties.
- VI. The voting cabinets are prepared by the board of directors and inspected by the scrutineers in public before voting.
- VII. If the electee is a shareholder, the elector must fill in the name of the electee and add the shareholder account number in the "Elected Person" column of the ballot. If the elector is not a shareholder, the name of the electee should be filled in and a unified serial number, but when the government or legal person shareholder is the electee, the name of the government or legal person shall be filled in the voter's account column of the ballot paper, and the name of the government or legal person and the name of its representative may also be filled in.
- VIII. The directors of the company shall be elected as directors in turn by those who have more voting rights in accordance with the number of persons stipulated in the articles of association of the company and who have more votes represented by the shareholders meeting. If two or more persons have the same number of rights and exceed the quota for election, those who have the same number of rights shall arrange for one of them to be elected as a director.
- IX. If the elected directors apply for renunciation before the company submits the change registration to the competent authority, the vacancy shall be filled by the electees with the second majority of the original election.
- X. Ballots are invalid under any of the following circumstances.
 1. Those who have not used the ballot papers stipulated in these Regulations.
 2. Two or more candidates are listed on the same ballot paper.

3. In addition to the shareholder account number (unified number), account name (name) and allocated voting rights of the candidate, other words are inserted.
 4. Those who put blank ballots into the voting cabinet.
 5. Illegible and illegible handwriting and alterations are invalid.
 6. If the person to be elected is a shareholder, the shareholder account number and account name are inconsistent with those listed in the shareholder register; if the person to be elected is not a shareholder, the unified number and name are inconsistent after verification.
 7. The shareholder account number (unified number) or account name (name) of the candidate is not filled in.
- XI. After the voting is completed, the votes will be counted on the spot, and the counting results will be announced by the chairman on the spot.
 - XII. Matters not stipulated in these regulations shall be governed by the company law, the company's articles of association and relevant laws and regulations.
 - XIII. This regulation shall come into effect after being passed by the shareholders meeting, and the same shall apply when it is amended.
 - XIV. This regulation was established on May 17, 2000, the first revision was on May 13, 2002, and the second revision was on June 11, 2014.

(VI) Shareholding of all directors :

The number of shares held by individual and all directors recorded in the shareholder list as of April 28, 2023 :

List of directors and independent directors Base Date : April 28, 2023

Job title	Name	Number of shares held
Chairman	Qixiang Co., Ltd. : Lee,Jyh-En	7,142,873 0
Director	Tsu Fung Investment Corporation : Ho, Jhi-Wu	2,609,479 0
Independent Director	LU,Hong-Sheng	0
Independent Director	Chang,Wen-Thong	0
Independent Director	Chen, Jyh-Cheng	0
Independent Director	SHIH,PEN-LI	0
SUM		9,752,392

Note:

1. The legally required shares held by all directors of the company:
None
2. As of April 28, 2023, the actual number of issued shares is
92,678,668 shares.