

Stock code: 3712

FIT Holding Co., Ltd.

2022 General Shareholders' Meeting Meeting Agenda

June 17, 2022

(Venue: 2nd floor, No. 49, Section 4, Zhongyang Road, Tucheng
District, New Taipei City)

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FIT Holding Co., Ltd.

Meeting Procedure of 2022 General Shareholders' Meeting

Method for convening the meeting: A physical shareholders' meeting.

Time: 9 am on June 17 (Friday), 2022.

Venue: No. 49, Section 4, Zhongyang Road, Tucheng District, New Taipei City (Conference Room, 2nd floor).

I. Report on the attendance rate

II. Call Meeting to Order

III. Chairman's Speech

IV. Matters to be Reported

V. Matters for Approval, Discussion and Election

VI. Extempore Motions

VII. Meeting Adjourned

FIT Holding Co., Ltd.

Agenda of 2022 General Shareholders' Meeting

I. Chairman's Speech

II. Matters to be Reported

1. The Company's business report for the year 2021.
2. Audit Committee's report on the review of the Company's final accounts for the year 2021.
3. Report on the Company's distribution of earnings and capital reserve in cash for the year 2021.
4. Report on the Company's distribution of remuneration of employees and directors for the year 2021.

III. Matters for Approval, Discussion and Election

1. Recognition of the Company's final business accounts and earnings distribution table for the year 2021.
2. Discussion of the amendment to the Company's Corporate Charter (Articles of Incorporation).
3. Discussion of the amendment to the Company's "Procedure of Endorsement and Guarantee".
4. Discussion of the amendment to the Company's "Operational Procedures for Acquisition and Disposal of Assets".
5. Election of the Directors.
6. Discussed the release of non-competition restrictions for newly elected directors and their representatives of the Company.

IV. Extempore Motions

V. Meeting Adjourned

Matters to be Reported

Proposal 1

Proposal: The Company's business report for the year 2021; please review.

Explanation: Please refer to Attachment 1 (pages 10~15) for the business report.

Proposal 2

Proposal: Audit Committee's report on the review of the Company's final accounts for the year 2021; please review.

Explanation: Please refer to Attachment 2 (page 16) for the Audit Committee's review report.

Proposal 3

Proposal: Report on the Company's distribution of earnings and capital reserve in cash for the year 2021; please review.

Explanation: I. The board meeting of the Company decides to allocate cash dividends to shareholders from the distributable earnings of 2021 for a total of NT\$123,121,073, at NT\$0.5 per share. The capital reserve of NT\$246,242,146 from the premium over the share issuance amount at face value will be distributed in cash at NT\$1 per share. The distribution will be made according to the shareholdings of shareholders as recorded in the register of shareholders on the ex-dividend date at NT\$1.5 per share (calculated to NT\$1, and the amount less than NT\$1 will be discarded).

II. The chairman of the board is authorized to determine the ex-dividend date, issue date and other relevant matters. If the dividend rate is subject to change due to the change of the number of outstanding ordinary shares of the Company, the chairman of the board is also authorized to handle it with full authority.

Proposal 4

Proposal: Report on the Company's distribution of remuneration of employees and directors for the year 2021; please review.

Explanation: In accordance with the Company Act and the Articles of Association, the Company distributed NT\$30,000,000 as the remuneration of its employees and NT\$4,880,000 as the remuneration of its directors, and all of them were paid in cash. There was no difference between the amount in the resolution above and the expenses recognized in 2021.

Matters for Approval, Discussion and Election

Proposal 1 (Proposed by the Board of Directors)

Proposal: The Company's final business accounts and earnings distribution table for the year 2021; please discuss.

Explanation: I. The financial statements of the Company for the year 2021 have been audited by PwC Taiwan, and have been reviewed together with the business report by the Audit Committee, and a written review report is issued accordingly.

II. The earnings distribution table for the year 2021 was approved by the board meeting, and the review by the Audit Committee has been completed.

III. Please refer to Attachment 1 to Attachment 4 (page 10~43) for the related documents.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Proposal: Amendment to the Company Corporate Charter (Articles of Incorporation). Please proceed to discuss.

Explanation: It is proposed to revise the Company's "Corporate Charter (Articles of Incorporation)" to meet operational needs; please refer to Attachment 5 (page 44 - 47) for the comparison table of the revised articles.

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Proposal: Amendment to the Operational Procedures for Endorsements and Guarantees. Please proceed to discuss.

Explanation: I. It is proposed to revise the Company's "Operational Procedures for Endorsements and Guarantees" to meet operational needs; please refer to Attachment 6 (page 48) for the comparison table of the revised articles.

II. The amended Article 4 (1) of the "Operational Procedures for Endorsement and Guarantee" stipulates that "the total amount of the Company's external endorsement and guarantee shall not exceed 600% of the Company's net worth". The amount of endorsement and guarantee provided by the Company to a single enterprise shall not exceed 600% of the net worth of the Company. The total amount of external endorsements and guarantees provided by the Company and its subsidiaries shall not exceed 600% of the net worth of the Company. The amount of endorsement and guarantee for a single enterprise shall not exceed 600% of the net worth of the Company. The amount of endorsement and guarantee shall not exceed 600% of the Company's net worth for any subsidiary in which the Company owns 90% or more of the shares". The necessity and reasonableness of this requirement is due to the fact that the Company's reinvestment activities continue to grow and the demand for capital is increasing. The shortage of working capital comes mostly from the financial institutions' loans. For the purpose of obtaining the best credit terms, banks often require the Company to provide endorsement guarantees for these loans; therefore, the Company needs to set a higher amount of endorsement/guarantees to prepare for the expansion of its reinvestment activities. This strategy is necessary to maximize the profitability of the investment. The Company will also adopt a prudent approach to the overall financial risk management in order to ensure that shareholders' interests are protected.

Resolution:

Proposal 4 (Proposed by the Board of Directors)

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

Explanation: The Company proposed to revise the "Procedures for the Acquisition or Disposal of Assets" in accordance with the Financial Supervisory Commission's Order Jin Guan Zheng Fa Zi No.1110380465 dated January 28, 2022. The comparison table of the revised articles can be found in Attachment 7 (pages 50 - 64).

Resolution:

Proposal 5 (Proposed by the Board of Directors)

Proposal: The election of the Company's directors, please proceed.

- Note:
- I. The Company's current term of directors will expire on June 20, 2022; therefore, the Company proposes to re-elect all directors prior to the annual general meeting of shareholders this year.
 - II. Nine directors (including three independent directors) will be elected. The terms of office of the Directors to be elected shall be three years, commencing on June 17, 2022 and expiring on June 16, 2025. The Company adopts a candidate nomination system, and shareholders shall elect the directors from the list of director (independent director) candidates.
 - III. The list of director candidates was reviewed and approved by the Board of Directors at their meeting on May 5, 2022. Please refer to Attachment 8 (pages 65~68) for their education qualifications, experience and other relevant information.
 - IV. Please proceed to vote.

Voting Results:

Proposal 6 (Proposed by the Board of Directors)

Proposal: The release of non-competition restrictions for newly elected directors and their representatives of the Company.

Explanation: I. Article 209 (1) of the Company Act stipulates that "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval".

II. The Company proposed to release the non-competition restrictions for newly elected directors and their representatives in other companies in the same industry to be approved by the shareholders' meeting.

III. Please refer to Attachment 9 for the information on the release of non-competition restrictions (Page 69 - 72).

Resolution:

Extempore Motions

Meeting Adjourned

Business Report

The consolidated operating income of the Company in 2021 was NT\$11,241,928 thousand, a increase of 59.38% compared with NT\$7,053,361 thousand in 2020. The net profit after tax attributable to the parent company in 2021 was NT\$434,012 thousand, an increase of 419.16% from the NT\$83,599 thousand net profit after tax attributable to the parent company in 2020; This is mainly due to the significant increase in profit from our subsidiaries Foxlink Image and Shinfox Energy, and also due to the reduction in loss from the team effort made by Glory Science. As the vaccination coverage reaches a high level worldwide, people's lives are gradually back to normal, while the influence of the pandemic on the real economy diminishes, it is expected that the Company's operating results for this year will be very promising; therefore, I would like to thank all employees and shareholders for your contribution and support to the Company over the past year.

The important strategic growth of the Group's next stage is still a focus on the fields of "clean energy" and "energy saving and carbon reduction". The Company is striving for a layout in the green energy and carbon reduction industry. At present, the Group comprises Shifeng Power in charge of hydropower, Shinfox Energy in charge of land wind power and solar power plant turnkey projects and maintenance, and Fuwei Energy in charge of offshore wind power and solar power plant investment, development and operation; Xinxin Natural Gas has obtained the import permit of liquefied natural gas (LNG) to improve air pollution and serve as a cleaner alternative fuel, and it is estimated that the supply operations of the first batch of imported natural gas will be completed by the end of August 2021; Fuwei Power offers green power trading and integrates energy-saving services and power services such as energy storage system to form a comprehensive energy service platform through e-commerce. Junezhe Co., Ltd. was established in February 2021. Its main business is dredging of reservoirs to stabilize water supply and solve the water shortage problem in Taiwan. Jiuwei Power Co., Ltd. was established in November 2021, and it is mainly responsible for the development, construction and operation of natural gas power plant. FIT Group is looking forward to creating a sustainable living environment, building competitiveness for new energy and energy saving industries, and contributing to the wellbeing of the earth.

The Company will thrive on a stable basis and create greater profits for shareholders. Therefore, we need to be prepared to face challenges and solve problems, so as to ensure the growth of the Company's revenue and profit. Lastly, I hope that all shareholders can continue to support and encourage the Company, and I wish all shareholders the best of everything.

Chairman T.C. Gou

I. 2021 Business Results

(1) Implementation Results of Business Plan

Financial report prepared in accordance with the law Unit: NT\$ thousand

item	2021	2020	Growth rate
Operating income	11,241,928	7,053,361	59.38%
Operating cost	9,418,926	6,168,735	52.69%
Operating margin	1,823,002	884,626	106.08%
Operating expenses	1,195,161	1,105,280	8.13%
Operating loss	627,841	(220,654)	384.54%
Non-operating income and expenses	221,759	512,107	(56.70%)
Net profit before tax	849,600	291,453	191.50%
Net profit for the period	626,231	179,775	248.34%
Net profit attributable to the parent company	434,012	83,599	419.16%

(2) Budget Execution Ability

The Company did not prepare the 2021 financial forecast, so it is not applicable.

(3) Profitability Analysis

Year		2021	2020
Return on assets (%)		3.02	1.20
Return on shareholders' equity (%)		6.21	2.39
Percentage of paid-in capital (%)	Operating profit	25.5	(8.96)
	Net profit before tax	34.5	11.84
Net profit rate (%)		5.57	2.55
Basic earnings per share (NT\$) (note)		1.76	0.34

Note: The ratios above are based on the figures in the consolidated financial statements, and the earnings per share are calculated based on the number of shares after retrospective adjustment.

(4) Research development status

3C components:

1. Patent application.

2. Mold technology and molding technology.
3. Improved automation capabilities.
4. Process efficiency and yield.
5. Research and development of new materials.
6. Optical design capability development.
7. Optical inspection capability development.
8. Mold flow and big data analysis capability development.
9. Development and application of new technologies and new products.
10. Application and cooperative development of other optical products.

3C retail and peripheral products:

1. The Company has been developing biometrics in response to the demand for no password authentication on the operating systems used by the leading technology providers, and has launched fingerprint authentication-related products including products that support Windows Hello, Fido2 authentication device key, fingerprint authentication SSD, and cryptocurrency hardware wallet with fingerprint identification for mining and the NFT users to meet the consumer demand in the market. We plan to use NFT to issue fingerprint recognition hardware wallets and integrate with real stores to develop a diversified business ecosystem by offering membership cards and discounted NFT in the future.
2. In response to the needs of the fast charging market, a series of fast charging products have been launched, including fast chargers with output requirements of GaN100W, 65W, 30W and 24W. At the same time, the Company will develop fast charging products such as the 140W for PD3.1 protocol and fast chargers with HDMI ports in the future to meet the demand for charging multiple devices simultaneously and display ports. The unique PPS function allows the fast charging product to automatically adjust the maximum output according to the user's device, significantly increasing the charging efficiency and extending the battery life.
3. A 10000mAh/20000mAh PD 20W portable power bank has been launched, and a high-output power bank is planned to be developed in the future, which can provide mobile charging requirements for laptops, tablets and small laptops.
4. The Company has launched high-performance, high-capacity SSDs for the gaming market by collaborating with brands that specialize in gaming sales to support the high-performance requirements for console and PC gaming.

Energy service management:

1. Development of the renewable energy and clean energy markets.
2. The project contracting business of power plants and the improvement of the operation efficiency of power plant maintenance and operation.

System and peripheral products:

1. Participation in the development process of customers' new products to provide customers with various solutions and technical support.
2. We are also actively striving to cultivate R&D talents across the strait, including talents of software, firmware, optics, electronics and institutions, strengthening on-the-job training, and enriching the capability of the R&D team.
3. Comprehensively promoting the control of prohibited substances to meet environmental protection needs, promoting lead-free products and developing materials and products that meet environmental protection requirements.
4. Continuing to develop products of digital imaging and automatic paper feeder modules, and actively investing in mold development to increase the Company's core mold technology, enhance mold competitiveness, and strengthen one-stop service to customers.
5. Establishing a complete testing center to provide rapid testing and verification services during the R&D phase to improve product design quality.

II. Summary of 2022 Business Plan

(1) Business policy

After the establishment of the Company, Glory Science Co., Ltd., Power Quotient International and Foxlink Image Technology can further strengthen the advantages in their respective professional fields; later, Shifeng Power and Shinfox Energy will get on board to get a foothold in the energy service field. Under the complementation, sharing and full cooperation in marketing, procurement and R&D resources, we will integrate the resources of each company, give full play to the advantages of integrated marketing; after vertically integrating upstream and downstream products, the Company will expand the scale of operations, increase economic benefits, and improve the overall operating performance and competitive capability, so as to expand the space for the future growth of each entity. At the same time, we expect to gain commanding heights and new opportunities for the future development and sustainable operation of the optoelectronic, communication and digital imaging industries, in order to provide customers with better, efficient and comprehensive services, so as to create the Company's best operating

performance and seek the maximum profit for shareholders.

The Company assists in the integration of resources within the Group, so that each business entity can focus on its business, while taking into account the flexibility and efficiency of independent operation and development, and improve the efficiency of corporate division of labor.

(2) Expected sales volume and estimation basis

The Group's products are mainly consumer electronics products. As the industry growth trend of mobile phone lens modules and optical connectors remains unchanged, and the system and peripheral product industries are actively expanding customers and developing new products, the sales volume of each product is expected to reach a trend of stable growth. In terms of energy services, it is mainly energy-saving services, equipment maintenance services, and solar engineering design and development services, the sales volume of which cannot be calculated.

(3) Important production and marketing policies

The Group will enhance its internal management capabilities to reduce various production costs, continue to expand production capacity, actively cultivate talents, strengthen employee training, make good use of group resources, provide customers with the best service and technical resources, and establish a good cooperative relationship with customers to achieve a win-win goal.

III. Future Company Development Strategy

The subsidiaries of the Group further strengthen the advantages in their respective professional fields, and under the complementation, sharing and full cooperation in marketing, procurement and R&D resources, integrate the resources of each company, give full play to the advantages of integrated marketing; after vertically integrating upstream and downstream products, the Company will expand the scale of operations, increase economic benefits, and improve the overall operating performance and competitive capability, so as to expand the space for the future growth of each entity. At the same time, we expect to gain commanding heights and new opportunities for the future development and sustainable operation of the optoelectronic, communication and digital imaging industries, in order to provide customers with better, efficient and comprehensive services, so as to create the Company's best operating performance and seek the maximum profit for shareholders.

IV. Impact from External Competition, Legal Environment and Overall Business Environment

In the face of the rapidly changing industry and business environment, the Group will strengthen its management and promote its operation efficiency, and improve the Company's operation with a more positive attitude and service. In

addition to the continuous control of fixed management and marketing costs, we also use the relevant resources of the Group to develop and produce products, so as to strengthen the cost competitiveness and timeliness of our products. In combination with the technical guidance of the Group, we will develop forward-looking products, strengthen product differentiation and enhance competitiveness. Green energy is supported by current policies and decrees, and will bring a greater vision to the FIT Group.

Person in charge: T.C. Gou Manager: T.C. Gou Head of accounting: Kufn Lin

Audit Committee's Review Report

The board of directors of the Company prepared and submitted the business report, financial statements and earnings distribution proposal for 2021. The financial statements were already audited by PwC Taiwan, and the Independent Auditor's Report was issued accordingly. The above-mentioned business report, financial statements and earnings distribution schedule have been reviewed by the Audit Committee, with no discrepancy detected. Therefore, this report is issued in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act; kindly review and approve.

FIT Holding Co., Ltd.

Convener of Audit Committee: Ralph Chen

March 24, 2022

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 21005347

To the Board of Directors and Shareholders of FIT Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of FIT Holding Co., Ltd. and subsidiaries (the “Group”) as at December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors’ responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the report(s) of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters. Key audit matters for the Group’s

consolidated financial statements of the year ended December 31, 2021 are stated as follows:

Recognition of construction revenue - assessment on the stage of completion

Description

Please refer to Note 4(29) for accounting policy on construction contracts; Note 5(2) for the uncertainty of critical judgement, accounting estimates and assumptions applied to construction contracts and Note 6(24) for details of contract assets and contract liabilities, which amounted to NT\$3,216,453 thousand and NT\$2,293 thousand, respectively, as of December 31, 2021.

The Group's construction revenue and costs mainly arise from undertaking construction works. If the outcome of a construction contract can be estimated reliably, revenue should be recognised by reference to the stage of completion of the contract activity, using the percentage-of-completion method of accounting, over the contract term. The stage of completion of a construction contract is measured by the proportion of contract costs incurred for the construction performed as of the financial reporting date to the estimated total costs for the construction contract. The aforementioned estimated total costs are assessed by the management based on the different nature of constructions and the price fluctuations in the market to estimate the costs for each construction activity such as estimated subcontract charges and material and labour expenses. As the estimate of total cost affects the stage of completion and the recognition of construction revenue, the complexity of aforementioned total cost usually involves subjective judgement and contains a high degree of uncertainty, we consider the assessment on the stage of completion which was applied on construction revenue recognition as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter on the stage of completion:

- A. Obtained an understanding on the nature of business and industry, and assessed the reasonableness of internal process applied to estimate total construction cost, including the basis for estimating the expected total cost for construction contracts of the same nature.
- B. Assessed and tested the internal controls used by the management to recognise construction revenue based on the stage of completion, including checking the supporting documents of additional or reduced constructions and significant constructions performed in the period.
- C. Sampled and tested the subcontracts that have been assigned, and assessed the basis and reasonableness of estimating costs for those that have not been assigned.

- D. Performed substantive procedures relating to the year-end construction profit or loss statement, including sampling and verifying the costs incurred in the period with the appropriate evidence, and recalculating and confirming that construction revenue calculated based on the stage of completion had been accounted for appropriately.

Valuation of goodwill impairment

Description

Please refer to Note 4(20) for accounting policies on impairment loss on non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, and Note 6(13) for details of intangible assets.

The amount of goodwill was generated from the acquisition of subsidiaries, Power Quotient International Co., Ltd. and Foxlink Image Technology Co., Ltd.. The Company valued the impairment of goodwill through the discounted cash flow method which measures the cash generating unit's recoverable amount. As the assumptions of expected future cash flows involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of goodwill impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained the external appraisal report on impairment valuation and examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- B. Assessed that the valuation model used in the appraisal report was widely used and appropriate.
- C. Assessed the reasonableness of significant assumptions (including expected growth rate and discount rate) applied in the appraisal report.

Valuation of property, plant and equipment impairment

Description

Please refer to Note 4(20) for accounting policies on impairment loss on non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumptions applied to property, plant and equipment impairment valuation, and Note 6(9) for details of property, plant and equipment.

As the 3C components' life cycles are relatively short and the market is highly competitive, there is a high risk of property and equipment incurring an impairment loss. The Company's subsidiaries valued the impairment of the cash generating unit's property, plant and equipment which had an indication of impairment. We mainly relied on the external appraisal report. As the external appraisal report on impairment valuation involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of property, plant and equipment impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- B. Verified whether the list of properties for the external appraiser is correct.
- C. Assessed that the valuation method used in the appraisal report was appropriate.
- D. Tested the external appraisal report's valuation basis adequacy.

Other matter - Reference to the reports of other auditors

We did not audit the financial statements of certain investments accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these associates and the information disclosed in Note 13, is based solely on the reports of the other auditors. The balance of these investments accounted for under the equity method amounted to NT\$212,883 thousand, constituting 0.87% of the consolidated total assets as at December 31, 2021, and the share of loss of associates and joint ventures accounted for under the equity method amounted to NT(\$2,358) thousand, constituting (2.41%) of the total comprehensive income for the year then ended.

Other matter-Parent company only financial reports

We have audited and expressed an unqualified opinion and an unqualified opinion with an other matters section on the parent company only financial statements of FIT Holding Co., Ltd. as at and for the years ended December 31, 2021 and 2020, respectively.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors’ responsibilities for the audit of the consolidated financial statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk

of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

Lin, Se-Kai

Liang Yi Chang

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 24, 2022

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Assets		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 4,968,346	20	\$ 5,148,889	23
1136	Current financial assets at amortised cost	6(4) and 8	2,096,938	8	5,574,504	24
1140	Current contract assets	6(24)	3,216,453	13	104,591	
1150	Notes receivable, net	6(5)	4,259	-	4,846	-
1170	Accounts receivable, net	6(5)	1,145,867	5	895,437	4
1180	Accounts receivable - related parties	7	51,547	-	394,721	2
1200	Other receivables		54,757	-	8,061	-
1220	Current tax assets		2,204	-	-	-
130X	Inventory	6(6)	1,359,049	6	867,146	4
1410	Prepayments	6(7)	2,617,461	11	401,542	2
1460	Non-current assets or disposal groups classified as held for sale, net	6(15)	15,599	-	-	-
1470	Other current assets	8	36,744	-	43,292	-
11XX	Current Assets		15,569,224	63	13,443,029	59
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	2,098,520	8	2,345,419	10
1535	Non-current financial assets at amortised cost	6(4) and 8	19,140	-	19,091	-
1550	Investments accounted for under equity method	6(8)	878,483	4	1,017,177	4
1600	Property, plant and equipment	6(9) and 8	3,469,151	14	3,411,488	15
1755	Right-of-use assets	6(10)	552,434	2	574,928	3
1760	Investment property, net	6(12)	400,811	2	391,072	2
1780	Intangible assets	6(13)	966,092	4	985,094	4
1840	Deferred income tax assets	6(30)	234,941	1	339,752	1
1915	Prepayments for business facilities		213,290	1	162,580	1
1990	Other non-current assets, others	6(14) and 8	141,750	1	117,379	1
15XX	Non-current assets		8,974,612	37	9,363,980	41
1XXX	Total assets		\$ 24,543,836	100	\$ 22,807,009	100

(Continued)

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Liabilities and Equity		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(16)	\$ 3,086,000	13	\$ 3,129,800	14
2110	Short-term notes and bills payable	6(17)	1,596,522	6	307,237	1
2130	Current contract liabilities	6(24)	383,882	2	640,316	3
2150	Notes payable		150	-	155	-
2170	Accounts payable		2,732,866	11	982,146	4
2180	Accounts payable to related parties	7	5,317	-	22,070	-
2200	Other payables	6(18)	758,134	3	618,327	3
2220	Other payables to related parties	7	29,869	-	4,037,439	18
2230	Current income tax liabilities		173,693	1	29,029	-
2280	Current lease liabilities	7	61,639	-	70,164	-
2320	Long-term liabilities, current portion	6(19)	302,694	1	502,471	2
2399	Other current liabilities, others		162,645	1	203,411	1
21XX	Current Liabilities		<u>9,293,411</u>	<u>38</u>	<u>10,542,565</u>	<u>46</u>
Non-current liabilities						
2540	Long-term borrowings	6(19)	2,775,173	11	3,542,047	16
2570	Deferred income tax liabilities	6(30)	177,731	1	252,107	1
2580	Non-current lease liabilities	7	254,886	1	266,888	1
2600	Other non-current liabilities		52,117	-	26,147	-
25XX	Non-current liabilities		<u>3,259,907</u>	<u>13</u>	<u>4,087,189</u>	<u>18</u>
2XXX	Total Liabilities		<u>12,553,318</u>	<u>51</u>	<u>14,629,754</u>	<u>64</u>
Equity						
Share capital		6(21)				
3110	Share capital - common stock		2,462,421	10	2,462,421	11
Capital surplus		6(22)				
3200	Capital surplus		4,890,319	20	4,198,013	19
Retained earnings		6(23)				
3310	Legal reserve		8,985	-	-	-
3320	Special reserve		8,361	-	8,361	-
3350	Total unappropriated retained earnings		427,826	2	89,848	-
Other equity interest						
3400	Other equity interest		(220,768)	(1)	299,956	1
31XX	Equity attributable to owners of the parent		<u>7,577,144</u>	<u>31</u>	<u>7,058,599</u>	<u>31</u>
36XX	Non-controlling interest		<u>4,413,374</u>	<u>18</u>	<u>1,118,656</u>	<u>5</u>
3XXX	Total equity		<u>11,990,518</u>	<u>49</u>	<u>8,177,255</u>	<u>36</u>
Significant contingent liabilities		9				
Significant events after the balance		11				
3X2X	Total liabilities and equity		<u>\$ 24,543,836</u>	<u>100</u>	<u>\$ 22,807,009</u>	<u>100</u>

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

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items		Notes	Year ended December 31			
			2021		2020	
			AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(24) and 7	\$ 11,241,928	100	\$ 7,053,361	100
5000	Operating costs	6(6)(29) and 7	(9,418,926) (84)		(6,168,735) (87)	
5900	Gross profit		1,823,002	16	884,626	13
	Operating expenses	6(29)				
6100	Selling expenses		(195,416) (2)		(222,319) (3)	
6200	General and administrative expenses		(603,111) (5)		(498,526) (7)	
6300	Research and development expenses		(395,088) (3)		(383,683) (6)	
6450	Expect credit loss	12(2)	(1,546) -		(752) -	
6000	Total operating expenses		(1,195,161) (10)		(1,105,280) (16)	
6900	Operating profit (loss)		627,841	6	(220,654) (3)	
	Non-operating income and expenses					
7100	Interest income	6(25)	41,084	-	30,038	-
7010	Other income	6(26)	145,258	1	200,938	3
7020	Other gains and losses	6(27)	96,074	1	316,501	5
7050	Finance costs	6(28) and 7	(120,652) (1)		(107,403) (2)	
7060	Share of profit of associates and joint ventures accounted for using equity method		59,995	1	72,033	1
7000	Total non-operating income and expenses		221,759	2	512,107	7
7900	Profit before income tax		849,600	8	291,453	4
7950	Income tax expense	6(30)	(223,369) (2)		(111,678) (1)	
8200	Profit for the year		\$ 626,231	6	\$ 179,775	3

(Continued)

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	Items	Notes	Year ended December 31			
			2021		2020	
			AMOUNT	%	AMOUNT	%
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Other comprehensive income, before tax, actuarial gains (losses) on defined benefit plans	6(20)	\$ 5,994	-	\$ 7,786	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)	(473,948)	(4)	41,754	-
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		-	-	20	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(30)	(1,199)	-	(1,557)	-
8310	Components of other comprehensive income that will not be reclassified to profit or loss		(469,153)	(4)	48,003	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		(75,883)	(1)	(27,551)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		1,143	-	480	-
8399	Income tax relating to the components of other comprehensive income	6(30)	15,447	-	4,658	-
8360	Components of other comprehensive income that will be reclassified to profit or loss		(59,293)	(1)	(22,413)	-
8300	Other comprehensive income for the year		<u>(\$ 528,446)</u>	<u>(5)</u>	<u>\$ 25,590</u>	<u>-</u>
8500	Total comprehensive income for the year		<u>\$ 97,785</u>	<u>1</u>	<u>\$ 205,365</u>	<u>3</u>
	Profit attributable to:					
8610	Owners of the parent		\$ 434,012	4	\$ 83,599	1
8620	Non-controlling interest		192,219	2	96,176	2
	Total		<u>\$ 626,231</u>	<u>6</u>	<u>\$ 179,775</u>	<u>3</u>
	Comprehensive income attributable to:					
8710	Owners of the parent		(\$ 99,017)	(1)	\$ 111,706	2
8720	Non-controlling interest		196,802	2	93,659	1
	Total		<u>\$ 97,785</u>	<u>1</u>	<u>\$ 205,365</u>	<u>3</u>
	Earnings per share					
9750	Basic earnings per share (in dollars)	6(31)	\$ 1.76		\$ 0.34	
9850	Diluted earnings per share (in dollars)		\$ 1.76		\$ 0.34	

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

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Equity attributable to owners of the parent									
		Retained Earnings				Other equity interest					
			Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Total unappropriated retained earnings (accumulated deficit)	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Non-controlling interest	Total equity
Notes	Share capital - common stock										
Year 2020											
Balance at January 1, 2020	\$ 2,462,421	\$ 4,237,390	\$ -	\$ 8,361	(\$ 281,965)	(\$ 219,533)	\$ 497,631	\$ 6,704,305	\$ 159,850	\$ 6,864,155	
Profit	-	-	-	-	83,599	-	-	83,599	96,176	179,775	
Other comprehensive income (loss)	-	-	-	-	6,249	(19,896)	41,754	28,107	(2,517)	25,590	
Total comprehensive income (loss)	-	-	-	-	89,848	(19,896)	41,754	111,706	93,659	205,365	
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		59,741	-	-	-	-	-	59,741	-	59,741	
Capital surplus used to cover accumulated deficits	6(22)	-	(281,965)	-	-	281,965	-	-	-	-	
Changes in non-controlling interest	6(22)	-	182,847	-	-	-	-	182,847	864,920	1,047,767	
Compensation costs		-	-	-	-	-	-	-	227	227	
Balance at December 31, 2020	\$ 2,462,421	\$ 4,198,013	\$ -	\$ 8,361	\$ 89,848	(\$ 239,429)	\$ 539,385	\$ 7,058,599	\$ 1,118,656	\$ 8,177,255	
Year 2021											
Balance at January 1, 2021	\$ 2,462,421	\$ 4,198,013	\$ -	\$ 8,361	\$ 89,848	(\$ 239,429)	\$ 539,385	\$ 7,058,599	\$ 1,118,656	\$ 8,177,255	
Profit	-	-	-	-	434,012	-	-	434,012	192,219	626,231	
Other comprehensive income (loss)	-	-	-	-	4,795	(63,876)	(473,948)	(533,029)	4,583	(528,446)	
Total comprehensive income (loss)	-	-	-	-	438,807	(63,876)	(473,948)	(99,017)	196,802	97,785	
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		-	4,858	-	-	(871)	-	3,987	-	3,987	
Cash dividends paid by additional paid-in capital	6(22)	-	(172,370)	-	-	-	-	(172,370)	-	(172,370)	
Legal reserve	6(23)	-	-	8,985	-	(8,985)	-	-	-	-	
Cash dividends to shareholders	6(23)	-	-	-	-	(73,873)	-	(73,873)	-	(73,873)	
Changes in non-controlling interest	6(32)	-	859,818	-	-	-	-	859,818	3,092,180	3,951,998	
Compensation costs		-	-	-	-	-	-	-	5,736	5,736	
Disposal of equity investments at fair value through other comprehensive income	6(3)	-	-	-	-	(17,100)	-	17,100	-	-	
Balance at December 31, 2021	\$ 2,462,421	\$ 4,890,319	\$ 8,985	\$ 8,361	\$ 427,826	(\$ 303,305)	\$ 82,537	\$ 7,577,144	\$ 4,413,374	\$ 11,990,518	

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

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2021	2020
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 849,600	\$ 291,453
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit loss	12(2)	1,546	752
Depreciation (including investment property and right-of-use)	6(27)(29)		
Amortisation	6(29)	398,577	469,758
Loss on disposal of property, plant and equipment	6(27)	13,335	15,823
Financial assets at fair value through profit or loss	6(2)(27)	(21)	1,555
Share of profit of associates and joint ventures accounted for using the equity method		-	(1,387)
Gain on disposal of investments	6(27)	(59,995)	(72,033)
Interest expense	6(28)	(112,689)	(266,613)
Interest income	6(25)	120,652	107,403
Dividend income	6(26)	(41,084)	(30,038)
Compensation cost		(72,193)	(72,193)
Deferred government grants revenue recognised	6(27)	5,736	227
		(7,709)	(11,233)
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss - current		-	129,202
Current contract assets		(3,111,862)	65,401
Notes receivable, net		587	3,790
Accounts receivable		(251,976)	176,357
Accounts receivable - related parties		343,174	(348,424)
Other receivables		(45,451)	(4,900)
Inventories		(491,903)	284,696
Prepayments		(2,215,919)	114,769
Other current assets		9,139	83,757
Changes in operating liabilities			
Contract liabilities - current		(256,434)	360,774
Notes payable		(5)	(3,118)
Accounts payable		1,750,720	(321,197)
Accounts payable to related parties		(16,753)	(96,137)
Other payables		93,610	246,787
Increase in other payables to related parties		(7,570)	4,104
Other current liabilities		(40,766)	50,730
Cash (outflow) inflow generated from operations		(3,145,654)	1,180,065
Interest received		39,839	32,365
Interest paid		(120,616)	(107,214)
Dividend received		72,193	168,111
Income tax paid		(25,861)	(15,995)
Net cash flows (used in) from operating activities		(3,180,099)	1,257,332

(Continued)

FIT Holding Co., Ltd. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2021	2020
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of financial assets at fair value through other comprehensive income		\$ 128,776	\$ -
Increase in financial assets at amortised cost		3,477,517	(4,085,922)
Acquisition of investments accounted for using the equity method		(216,760)	(210,000)
Proceeds from disposal of investments accounted for using the equity method		138,721	73,620
Acquisition of property, plant and equipment		(364,300)	(894,071)
Proceeds from disposal of property, plant and equipment	6(9)	2,397	3,089
Acquisition of intangible assets	6(13)	(3,810)	(3,431)
Increase in prepayments for business facilities		(57,205)	-
Increase in refundable deposits		(7,535)	4,830
Cash received due to disposal of subsidiaries		-	441,275
Proceeds from capital reduction of investments accounted for using equity method		-	342,528
Increase (decrease) in other non-current assets		(16,836)	4,612
Net cash flows from (used in) investing activities		3,080,965	(4,323,470)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings		20,404,954	23,994,140
Decrease in short-term borrowings		(20,448,754)	(22,861,084)
Increase (decrease) in short-term notes payable		1,289,285	(7,721)
Increase in long-term borrowings		6,587,792	6,369,016
Decrease in long-term borrowings		(7,554,444)	(5,915,480)
Repayment of lease liabilities		(87,721)	(75,122)
Increase in other payables to related parties		(4,000,000)	4,000,000
Increase in guarantee deposits received		17,969	-
Increase (decrease) in other non-current liabilities		15,710	6,702
Cash dividends paid	6(23)	(73,873)	-
Cash dividends paid by additional paid-in capital	6(22)	(172,370)	-
Disposal of subsidiaries	6(32)	802,809	-
Subsidiary's cash dividends paid		(55,396)	-
Changes in non-controlling interest	6(32)	3,204,585	1,047,767
Net cash flows (used in) from financing activities		(69,454)	6,558,218
Changes in foreign currency exchange		(11,955)	(163,495)
Net (decrease) increase in cash and cash equivalents		(180,543)	3,328,585
Cash and cash equivalents at beginning of year		5,148,889	1,820,304
Cash and cash equivalents at end of year		<u>\$ 4,968,346</u>	<u>\$ 5,148,889</u>

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of FIT HOLDING CO., LTD.

Opinion

We have audited the accompanying parent company only balance sheets of FIT HOLDING CO., LTD. as at December 31, 2021 and 2020, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of FIT HOLDING CO., LTD. as at December 31, 2021 and 2020, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants” and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the parent company only Financial Statements* section of our report. We are independent of FIT HOLDING CO., LTD. in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

The balance of investments accounted for under the equity method recognized amounted to NT\$8,643,898 thousand, constituting 95% of the Company's total assets as at December 31, 2021, and the investment profit (shown as operating revenue) amounted to NT\$512,752 thousand. Please refer to Note 4(7) for accounting policies on investments accounted for under the equity method and Note 6(1) for details of investments accounted for under the equity method. As the amounts are material to the parent company only financial statements of the Company, the investments accounted for under equity method - recognition of construction revenue - assessment on the stage of completion, investments accounted for under equity method - valuation of goodwill impairment and investments accounted for under equity method -valuation of property, plant and equipment impairment were identified as key audit matters.

Key audit matters for FIT HOLDING CO., LTD. parent company only financial statements of the current period are stated as follows:

Recognition of construction revenue - assessment on the stage of completion

Description

Please refer to Note 4(29) for accounting policy on construction contracts; Note 5(2) for the uncertainty of critical judgement, accounting estimates and assumptions applied to construction contracts and Note 6(24) for details of contract assets and contract liabilities, which amounted to NT\$3,216,453 thousand and NT\$2,293 thousand, respectively, as of December 31, 2021.

The construction revenue and costs mainly arise from undertaking construction works. If the outcome of a construction contract can be estimated reliably, revenue should be recognised by reference to the stage of completion of the contract activity, using the percentage-of-completion method of accounting, over the contract term. The stage of completion of a construction contract is measured by the proportion of contract costs incurred for the construction performed as of the financial reporting date to the estimated total costs for the construction contract. The aforementioned estimated total costs are assessed by the management based on the different nature of constructions and the price fluctuations in the market to estimate the costs for each construction activity such as estimated subcontract charges and material and labour expenses. As the estimate of total cost affects the stage of completion and the recognition of construction revenue, the complexity of aforementioned total cost usually involves subjective judgement and contains a high degree of uncertainty, we consider the assessment on the stage of completion which was applied on construction revenue recognition as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter on the stage of completion:

- A. Obtained an understanding on the nature of business and industry, and assessed the reasonableness of internal process applied to estimate total construction cost, including the basis for estimating the expected total cost for construction contracts of the same nature.
- B. Assessed and tested the internal controls used by the management to recognise construction revenue based on the stage of completion, including checking the supporting documents of additional or reduced constructions and significant constructions performed in the period.
- C. Sampled and tested the subcontracts that have been assigned, and assessed the basis and reasonableness of estimating costs for those that have not been assigned.
- D. Performed substantive procedures relating to the year-end construction profit or loss statement, including sampling and verifying the costs incurred in the period with the appropriate evidence, and recalculating and confirming that construction revenue calculated based on the stage of completion had been accounted for appropriately.

Investments accounted for under equity method - Valuation of goodwill impairment

Description

Please refer to Note 4(20) in the consolidated financial statements for accounting policies on impairment loss on non-financial assets, Note 5(2) in the consolidated financial statements for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, and Note 6(13) in the consolidated financial statements for details of intangible assets. The amount of goodwill was generated from the acquisition of subsidiaries, Power Quotient International Co., Ltd. and Foxlink Image Technology Co., Ltd.. The Company valued the impairment of goodwill through the discounted cash flow method which measures the cash generating unit's recoverable amount. As the assumptions of expected future cash flows involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of goodwill impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained the external appraisal report on impairment valuation and examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- B. Assessed that the valuation model used in the appraisal report was widely used and appropriate.
- C. Assessed the reasonableness of significant assumptions (including expected growth rate and discount rate) applied in the appraisal report.

Investments accounted for under equity method - Valuation of property, plant and equipment impairment

Description

Please refer to Note 4(20) in the consolidated financial statements for accounting policies on impairment loss on non-financial assets, Note 5(2) in the consolidated financial statements for the uncertainty of accounting estimates and assumptions applied to property, plant and equipment impairment valuation, and Note 6(9) in the consolidated financial statements for details of property, plant and equipment. As the 3C components' life cycles are relatively short and the market is highly competitive, there is a high risk of plant and equipment incurring an impairment loss. The Company's subsidiaries valued the impairment of the cash generating unit's property, plant and equipment which had an indication of impairment. We mainly relied on the external appraisal report. As the external appraisal report on impairment valuation involved subjective judgement, various assumptions and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of property, plant and equipment impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- B. Verified whether the list of properties for the external appraiser is correct.
- C. Assessed that the valuation method used in the appraisal report was appropriate.
- D. Tested the external appraisal report's valuation basis adequacy.

Other matter - Reference to the reports of other auditors

We did not audit the financial statements of certain investments accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these associates and the information disclosed in Note 13, is based solely on the reports of the other auditors. The balance of these investments accounted for under the equity method amounted to NT\$212,883 thousand, constituting 2.34% of the consolidated total assets as at December 31, 2021, and the share of loss of associates and joint ventures accounted for under the equity method amounted to NT(\$2,358) thousand, constituting (2.38%) of the total comprehensive income for the year then ended.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing FIT HOLDING CO., LTD. financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of FIT HOLDING CO., LTD. internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on FIT HOLDING CO., LTD. ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within FIT HOLDING CO., LTD. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Lin, Se-Kai

Liang Yi Chang

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 24, 2022

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Assets		Notes	December 31, 2021		December 31, 2020			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents		\$	1,532	-	\$	2,150	-
1136	Current financial assets at amortised cost	6(2)		227,626	3		-	-
1210	Other receivables - related parties	7		26,666	-		350,364	4
1410	Prepayments			78	-		89	-
1470	Other current assets			3,090	-		-	-
11XX	Current Assets			258,992	3		352,603	4
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(1)		210,529	2		-	-
1550	Investments accounted for under equity method	6(3)		8,643,898	95		7,876,626	96
15XX	Non-current assets			8,854,427	97		7,876,626	96
1XXX	Total assets		\$	9,113,419	100	\$	8,229,229	100
Liabilities and Equity								
Current liabilities								
2100	Short-term borrowings	6(5)	\$	910,000	10	\$	757,800	9
2200	Other payables			41,722	-		12,800	-
2230	Current income tax liabilities			54,515	1		-	-
2300	Other current liabilities			38	-		30	-
21XX	Current Liabilities			1,006,275	11		770,630	9
Non-current liabilities								
2540	Long-term borrowings	6(6)		530,000	6		400,000	5
25XX	Non-current liabilities			530,000	6		400,000	5
2XXX	Total Liabilities			1,536,275	17		1,170,630	14
Equity								
Share capital								
3110	Share capital - common stock	6(7)		2,462,421	27		2,462,421	30
Capital surplus								
3200	Capital surplus	6(8)		4,890,319	53		4,198,013	51
Retained earnings								
3310	Legal reserve			8,985	-		-	-
3320	Special reserve			8,361	-		8,361	-
3350	Total unappropriated retained earnings (accumulated deficit)	6(9)		427,826	5		89,848	1
Other equity interest								
3400	Other equity interest		(220,768)	(2)		299,956	4
3XXX	Total equity			7,577,144	83		7,058,599	86
Significant contingent liabilities and unrecognised contract commitments		9						
Significant events after the balance sheet date		11						
3X2X	Total liabilities and equity		\$	9,113,419	100	\$	8,229,229	100

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except earnings per share)

			Year ended December 31			
			2021		2020	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(3)	\$ 512,752	100	\$ 102,367	100
5000	Operating costs	6(3)	-	-	-	-
5900	Net operating margin		512,752	100	102,367	100
	Operating expenses	6(11)				
6200	General & administrative expenses		(42,691)	(8)	(24,917)	(24)
6000	Total operating expenses		(42,691)	(8)	(24,917)	(24)
6900	Operating profit		470,061	92	77,450	76
	Non-operating income and expenses					
7100	Interest income	7	7,845	1	1,536	1
7010	Other income	6(10)	973	-	2,015	2
7020	Other gains and losses		(2,276)	-	12,054	12
7050	Finance costs		(14,563)	(3)	(9,456)	(9)
7900	Profit before income tax		462,040	90	83,599	82
7950	Income tax expense	6(12)	(28,028)	(5)	-	-
8200	Profit for the year		\$ 434,012	85	\$ 83,599	82
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		(\$ 469,153)	(92)	\$ 48,003	47
8310	Components of other comprehensive income that will not be reclassified to profit or loss		(469,153)	(92)	48,003	47
	Components of other comprehensive income that will be reclassified to profit or loss					
8380	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		(63,876)	(12)	(19,896)	(20)
8360	Components of other comprehensive income that will be reclassified to profit or loss		(63,876)	(12)	(19,896)	(20)
8300	Other comprehensive income for the year		(\$ 533,029)	(104)	\$ 28,107	27
8500	Total comprehensive income for the year		(\$ 99,017)	(19)	\$ 111,706	109
9750	Total basic earnings per share (in dollars)	6(13)	\$ 1.76		\$ 0.34	
9850	Total diluted earnings per share (in dollars)		\$ 1.76		\$ 0.34	

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Share capital - common stock	Total capital surplus, additional paid-in capital	Retained Earnings			Other equity interest		Total
				Legal reserve	Special reserve	Total unappropriated retained earnings (accumulated deficit)	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
<u>Year 2020</u>									
Year 2020		\$ 2,462,421	\$ 4,237,390	\$ -	\$ 8,361	(\$ 281,965)	(\$ 219,533)	\$ 497,631	\$ 6,704,305
Profit		-	-	-	-	83,599	-	-	83,599
Other comprehensive income (loss)		-	-	-	-	6,249	(19,896)	41,754	28,107
Total comprehensive income		-	-	-	-	89,848	(19,896)	41,754	111,706
Capital surplus used to cover accumulated deficits	6(8)	-	(281,965)	-	-	281,965	-	-	-
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		-	59,741	-	-	-	-	-	59,741
Changes in investees' capital increase not recognized by shareholding percentage		-	125,447	-	-	-	-	-	125,447
Capital surplus, difference between consideration and carrying amount of subsidiaries acquired or disposed		-	57,400	-	-	-	-	-	57,400
Year 2020		<u>\$ 2,462,421</u>	<u>\$ 4,198,013</u>	<u>\$ -</u>	<u>\$ 8,361</u>	<u>\$ 89,848</u>	<u>(\$ 239,429)</u>	<u>\$ 539,385</u>	<u>\$ 7,058,599</u>
<u>Year 2021</u>									
Year 2021		\$ 2,462,421	\$ 4,198,013	\$ -	\$ 8,361	\$ 89,848	(\$ 239,429)	\$ 539,385	\$ 7,058,599
Profit		-	-	-	-	434,012	-	-	434,012
Other comprehensive income (loss)		-	-	-	-	4,795	(63,876)	(473,948)	(533,029)
Total comprehensive income		-	-	-	-	438,807	(63,876)	(473,948)	(99,017)
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		-	4,858	-	-	(871)	-	-	3,987
Cash dividends paid from additional paid-in capital	6(8)	-	(172,370)	-	-	-	-	-	(172,370)
Legal reserve	6(9)	-	-	8,985	-	(8,985)	-	-	-
Cash dividends	6(9)	-	-	-	-	(73,873)	-	-	(73,873)
Changes in investees' capital increase not recognized by shareholding percentage		-	712,436	-	-	-	-	-	712,436
Capital surplus, difference between consideration and carrying amount of subsidiaries acquired or disposed		-	147,382	-	-	-	-	-	147,382
Disposal of investments in equity instruments at fair value through other comprehensive income		-	-	-	-	(17,100)	-	17,100	-
Year 2021		<u>\$ 2,462,421</u>	<u>\$ 4,890,319</u>	<u>\$ 8,985</u>	<u>\$ 8,361</u>	<u>\$ 427,826</u>	<u>(\$ 303,305)</u>	<u>\$ 82,537</u>	<u>\$ 7,577,144</u>

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Year ended December 31 2021	2020
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 462,040	\$ 83,599
Adjustments			
Adjustments to reconcile profit (loss)			
Share of profit (loss) of associates accounted for using the equity method	6(3)	(512,752)	(102,367)
Interest expense		14,563	9,456
Interest income		(7,845)	(1,536)
Changes in operating assets and liabilities			
Changes in operating assets			
Other current assets		(1,430)	-
Changes in operating liabilities			
Other payables		28,716	8,281
Prepayments		11	(89)
Other current liabilities		8	11
Cash outflow generated from operations		(16,689)	(2,645)
Interest received		6,476	1,536
Income taxes paid		(468)	-
Dividend received		412,485	329,988
Interest paid		(14,357)	(9,830)
Net cash flows from operating activities		<u>387,447</u>	<u>319,049</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Increase in financial assets at amortised cost		(227,626)	-
Acquisition of investments accounted for under the equity method		(1,236,760)	(210,000)
Increase in other receivables from related parties		350,364	(350,364)
Net cash flows used in investing activities		<u>(1,114,022)</u>	<u>(560,364)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings		152,200	142,800
Increase in long-term borrowings		1,760,000	1,300,000
Decrease in long-term borrowings		(1,630,000)	(1,200,000)
Cash dividends paid		(73,873)	-
Cash dividends paid by additional paid-in capital		(172,370)	-
Disposal of subsidiaries		690,000	-
Net cash flows from financing activities		<u>725,957</u>	<u>242,800</u>
Net (decrease) increase in cash and cash equivalents		(618)	1,485
Cash and cash equivalents at beginning of year		2,150	665
Cash and cash equivalents at end of year		<u>\$ 1,532</u>	<u>\$ 2,150</u>

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

FIT Holding Co., Ltd.
Earnings Distribution Table
Year 2021

Unit: NT\$

Item	Amount		Remarks
	Subtotal	Total	
Undistributed earnings at the beginning of the period		6,990,920	
Add: adjustment of retained earnings for 2021	(13,177,059)		
Adjusted undistributed earnings		(6,186,139)	
Add: net profit after tax of the year	434,012,018		
Less: legal reserve allocation	(42,083,496)		
Less: Special reserve allocation	(220,767,498)		
Distributable earnings		164,974,885	
Distribution item:			
Cash dividend	(123,121,073)		NT\$0.5 per share
Undistributed earnings at the end of the period		41,853,812	

Note 1: For the Company's earnings distribution, the distributable earnings in 2021 will be allocated first.

Note 2: The dividend distribution is calculated based on 246,242,146 shares outstanding at the time of the resolution of the board meeting on March 24, 2022.

Note 3: According to the Articles of Association of the Company, the earnings will be distributed in cash, and the board meeting is authorized to decide by resolution.

Person in charge: T.C. Gou Manager: T.C. Gou Head of accounting: Kufn Lin

The Comparison Table of Revised Articles of Corporate Charter
(Articles of Incorporation)

Article after revision	Article before revision	Reason for revision
Article 6-1: The Company may <u>repurchase the Company's shares to transfer to employees, issue new transfers to employees, issue new shares, issue employee stock warrants or issue new restricted employee shares for the employees of parent or subsidiaries of the Company meeting certain specific requirements.</u>		It shall be stipulated in the Articles of Incorporation in accordance with Article 167-1, Paragraph 4, Article 167-2, Paragraph 3, Article 267, Paragraph 7 and Article 11 of the Company Act.
Article 10: Shareholders' meetings of the Company are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws and regulations. <u>The Company may convene a shareholders' meeting by means of visual communication network or other methods promulgated by the central competent authority.</u>	Article 10: Shareholders' meetings of the Company are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws and regulations.	The Articles of Incorporation shall stipulate in accordance with Article 172-2 and Article 356-8 of the Company Act.

Article after revision	Article before revision	Reason for revision
<u>The Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters when holding a virtual shareholders' meeting.</u>		
<p>Article 17: The Company shall have five to nine Directors.</p> <p>The term of office for Directors shall be three (3) years, and the elections of directors of the Company shall be conducted in accordance with the candidate nomination system.</p> <p>There shall be <u>no less than three</u> independent directors. The shareholders' meeting shall elect the directors from among the nominees listed in the roster of director candidates. All directors are eligible for re-election.</p> <p><u>The professional qualifications, shareholdings, limits on concurrent service, nomination and election of independent directors and other matters to be followed shall be in accordance with the relevant regulations of the competent authority.</u></p> <p>The election of directors shall be handled in accordance with Article 198 of the Company Act and related provisions.</p>	<p>Article 17: The board of directors of the Company has five to nine seats of directors for a term of three years. The candidate nomination system is adopted, and the number of independent directors shall not be <u>less than two and shall not be less than one-fifth of the number of directors.</u> The shareholders shall elect from the list of candidates, and the directors may be re-elected.</p> <p>The election of directors shall be handled in accordance with Article 198 of the Company Act and related provisions.</p>	To be in line with the operating needs of the Company.
Article 27: If the Company has an earnings surplus as evidenced by the year-end accounting settlement, it shall pay taxes and make up for	Article 27: If the Company has an earnings surplus as evidenced by the year-end accounting settlement, it shall pay taxes and make up for	To be in line with the operating needs of the

Article after revision	Article before revision	Reason for revision
<p>losses in accordance with the law and set aside 10% as a legal reserve, except when the legal reserve has reached the Company's total paid-in capital. In addition, after setting aside or reversing the special reserve <u>in accordance with the relevant laws and regulations or requested by the competent authority</u>, for the distributable earnings, including the undistributed earnings at the beginning of the period, the Board of Directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution. If all or part of the dividend and bonus or legal reserve and capital reserve is to be paid in cash, the board meeting shall be authorized to make a resolution where the meeting is attended by more than two-thirds of the directors and the consent is obtained from more than half of the directors present, and the resolution shall be reported to the shareholders' meeting.</p> <p>The Company's dividend policy is to appropriate no more than 90% of the Company's distributable earnings in dividends to its stockholders. Depending on future capital expenditure budget and capital needs, the cash dividends to be paid by the Company shall not be less than 20% of the total dividends.</p>	<p>losses in accordance with the law and set aside 10% as a legal reserve, except when the legal reserve has reached the Company's total paid-in capital. for the distributable earnings, including the undistributed earnings at the beginning of the period, the Board of Directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution.</p> <p>If all or part of the dividend and bonus or legal reserve and capital reserve is to be paid in cash, the board meeting shall be authorized to make a resolution where the meeting is attended by more than two-thirds of the directors and the consent is obtained from more than half of the directors present, and the resolution shall be reported to the shareholders' meeting.</p> <p>The Company's dividend policy is to appropriate no more than 90% of the Company's distributable earnings in dividends to its stockholders. Depending on future capital expenditure budget and expenditure budget and capital demand situation, the cash dividend portion of the Company's dividends will not be less than 20%.</p> <p><u>When distributing profits, aside from the legal reserve stipulated by law, the Company shall abide by Paragraph 1, Article 41 of the</u></p>	<p>Company.</p>

Article after revision	Article before revision	Reason for revision
	<p><u>Securities and Exchange Act in applying deduction amounts to shareholders' equity occurring in the current year (e.g., unrealized losses of financial products, cumulative conversion adjustments, etc.)</u></p> <p><u>Since the current year's after-tax profit and the previous period's undistributed profit would allocate the same amount of special reserve, no such distribution would be made.</u></p> <p><u>When reversals are made to deduction amounts applied to shareholders' equity, the reversal portion of the.</u></p>	
<p>The Articles of Association were established on June 19, 2018.</p> <p>The first revision was made on June 21, 2019.</p> <p><u>The second revision was made on June 17, 2022.</u></p>	<p>The Articles of Association were established on June 19, 2018.</p> <p>The first revision was made on June 21, 2019.</p>	<p>Added the date of revision.</p>

FIT Holding Co., Ltd.

The Comparison Table of Revised Articles of Operational Procedures for Endorsements and Guarantees

Article after revision	Article before revision	Reason for revision
<p>Article 4: Amount of endorsement and guarantee</p> <p>The total amount of endorsement and guarantee shall not exceed <u>600%</u> of the Company's net worth. The amount of the endorsement and guarantee provided by the Company to any single enterprise shall not exceed <u>600%</u> of the Company's net worth. The total amount of external endorsements and guarantees provided by the Company and its subsidiaries shall not exceed <u>600%</u> of the net worth of the Company. The amount of the endorsement and guarantee provided by the Company and its subsidiaries to any single enterprise shall not exceed <u>600%</u> of the Company's net worth. The amount of endorsement and guarantee shall not exceed <u>600%</u> of the Company's net worth for any subsidiary in which the Company owns 90% or more of the shares. The total amount of endorsement and guarantee provided by the Company to the parties deriving from business relations shall not exceed 150% of the total amount of transactions with the Company in the most recent year (the</p>	<p>Article 4: Amount of endorsement and guarantee</p> <p>The total amount of endorsement and guarantee shall not exceed <u>150%</u> of the Company's net worth. The amount of the endorsement and guarantee provided by the Company to any single enterprise shall not exceed <u>140%</u> of the Company's net worth. The total amount of external endorsements and guarantees provided by the Company and its subsidiaries shall not exceed <u>150%</u> of the net worth of the Company. The amount of the endorsement and guarantee provided by the Company and its subsidiaries to any single enterprise shall not exceed <u>140%</u> of the Company's net worth. The amount of endorsement and guarantee shall not exceed <u>150%</u> of the Company's net worth for any subsidiary in which the Company owns 90% or more of the shares. The total amount of endorsement and guarantee provided by the Company to the parties deriving from business relations shall not exceed 150% of the total amount of transactions with the Company in the most recent year (the</p>	<p>The Company's subsidiaries are expanding their business operations; sometimes, the Company may need to provide an endorsement/guarantee in order to obtain the best terms for the transaction. Therefore, the Company has revised the ceiling of the endorsement/guarantee to facilitate the Group's business expansion.</p>

Article after revision	Article before revision	Reason for revision
<p>transaction amount refers to the purchase amount or sales amount of the goods between the parties, whichever is higher).</p> <p>The net value is determined based on the most recent financial statements audited or reviewed by the certified public accountants.</p>	<p>transaction amount refers to the purchase amount or sales amount of the goods between the parties, whichever is higher).</p> <p>The net value is determined based on the most recent financial statements audited or reviewed by the certified public accountants.</p>	
<p>Article 13: Period of implementation</p> <p>1. These Operational Procedures were established on June 19, 2018.</p> <p>2. The first revision was made on June 21, 2019.</p> <p>3. The second revision was made on June 24, 2020.</p> <p><u>4. The third revision was made on June 17, 2022.</u></p>	<p>Article 13: Period of implementation</p> <p>1. These Operational Procedures were established on June 19, 2018.</p> <p>2. The first revision was made on June 21, 2019.</p> <p>3. The second revision was made on June 24, 2020.</p>	<p>Added the date of revision.</p>

Comparison Table of the Revised Articles of the Procedures for the Acquisition and Disposal of Assets

Article after revision	Article before revision	Reason for revision
<p>Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties to each other. <p>When issuing an appraisal report or opinion, the personnel referred to in the</p>	<p>Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties to each other. <p>When issuing an appraisal report or opinion, the personnel referred to in the</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28, 2022.</p>

Article after revision	Article before revision	Reason for revision
<p>preceding paragraph shall comply with <u>the self-regulatory rules of their respective associations, and</u> the following matters:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the <u>appropriateness and reasonableness</u> of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and reasonable</u>, and that they have complied with applicable laws and regulations. 	<p>preceding paragraph shall comply with the following:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy</u>, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>accurate</u>, and that they have complied with applicable laws and regulations. 	
<p>Article 8: Disposition Procedures for the Acquisition or Disposal of Real Property, Equipment or Right-of-Use Assets</p> <p>1. Evaluation and Processing</p> <p>In acquiring or disposing real property, equipment or right-of-use assets, the Company shall comply with the Regulations Governing the Management of <u>Property, Plant and Equipment</u> and the <u>Property, Plant and Equipment Lifecycle</u></p>	<p>Article 8: Disposition Procedures for the Acquisition or Disposal of Real Property, Equipment or Right-of-Use Assets</p> <p>1. Evaluation and Processing</p> <p>In acquiring or disposing real property, equipment or right-of-use assets, the Company shall comply with the Regulations Governing the Management of <u>Fixed Assets</u> and the <u>Fixed Assets Lifecycle Management Policy</u> under the</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28,</p>

Article after revision	Article before revision	Reason for revision
<p>Management Policy under the Internal Control System of the Company.</p> <p>2. Procedures to Determine Transaction Terms and Approval Limits</p> <p>(1) In acquiring or disposing real property, the Board of Directors shall discuss and determine the transaction terms and price based on the current value published and assessed value of the property, as well as the prices of neighboring properties sold, and present an analysis report to the Chairman of the Board. For the transaction amount exceeding NT\$300 million, it shall be submitted to the <u>Audit Committee for approval and</u> resolved by the Board of Directors in advance.</p> <p>(2) The acquisition or disposal of equipment or right-to-use assets shall be determined in any of the following methods: by inquiring quotations, collecting and comparing quotations, negotiating prices, or through a bid process and shall follow the approval hierarchy pursuant to the authorization rules; transactions more than NT\$300 million shall be approved by the Chairman of the Board, then submitted to the <u>Audit Committee for approval and</u> resolved by the Board of Directors in advance.</p> <p>3. Execution Departments</p> <p>After the transaction has been approved according to the preceding paragraph, the acquisition or disposition of real property or other fixed assets shall be executed by the using department and the responsible unit.</p> <p>4.Appraisal report of real estate, equipment or right-of-use assetsIn acquiring or disposing of real property,</p>	<p>Internal Control System of the Company.</p> <p>2. Procedures to Determine Transaction Terms and Approval Limits</p> <p>(1) In acquiring or disposing real property, the Board of Directors shall discuss and determine the transaction terms and price based on the current value published and assessed value of the property, as well as the prices of neighboring properties sold, and present an analysis report to the Chairman of the Board. For the transaction amount exceeding NT\$300 million, it shall be resolved by the Board of Directors in advance.</p> <p>(2) The acquisition or disposal of equipment or right-to-use assets shall be determined in any of the following methods: by inquiring quotations, collecting and comparing quotations, negotiating prices, or through a bid process and shall follow the approval hierarchy pursuant to the authorization rules; transactions more than NT\$300 million shall be approved by the Chairman of the Board and resolved by the Board of Directors in advance.</p> <p>3. Execution Departments</p> <p>After the transaction has been approved according to the preceding paragraph, the acquisition or disposition of real property or other fixed assets shall be executed by the using department and the responsible unit.</p> <p>4.Appraisal report of real estate, equipment or right-of-use assetsIn acquiring or disposing of real property,</p>	<p>2022, and to be in line with the operating needs of the Company.</p>

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<p>equipment, or right-of-use assets where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall render a specific opinion regarding the reason for the discrepancy and the appropriateness</p>	<p>domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant <u>shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the</u></p>	

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<p>of the transaction price:</p> <p>A.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4)No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(5)Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	<p>appropriateness of the transaction price:</p> <p>A.The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B.The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4)No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(5)When the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	
<p>Article 9: Disposition procedures for the acquisition or disposal of the securities</p> <p>1. Evaluation and Processing</p> <p>In acquiring or disposing of securities, the Company shall follow the investment lifecycle management policy under the internal control system.</p> <p>2. Procedures to Determine Transaction Terms and Approval Limits In making purchases or sales of securities that are traded on a centralized market or over-the-counter market, the authorized department shall make such determination based on market trends. For trading of bond funds or other principal-protected securities, the</p>	<p>Article 9: Disposition procedures for the acquisition or disposal of the securities</p> <p>1. Evaluation and Processing</p> <p>In acquiring or disposing of securities, the Company shall follow the investment lifecycle management policy under the internal control system.</p> <p>2. Procedures to Determine Transaction Terms and Approval Limits In making purchases or sales of securities that are traded on a centralized market or over-the-counter market, the authorized department shall make such determination based on market trends. For trading of bond funds or other principal-protected securities, the</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28, 2022.</p>

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<p>transaction shall be approved by the head of the Finance Department if the single transaction amount is less than NT\$300 million (inclusive), and shall be approved by the Chairman of the Board if the transaction amount exceeds NT\$300 million; for trading other securities, the transaction shall be approved by the Chairman of the if the transaction amount exceeds NT\$100 million; for the transaction amount exceeding NT\$300 million, the transaction shall be approved by the Audit Committee and by the Board of Directors in advance.</p> <p>In making purchases or sales of securities that are not traded on a centralized market or over-the-counter market, the Company shall obtain the most recent financial statements of the issuing company certified or reviewed by an auditor prior to the transaction and consider its earnings per share, profitability and potential for future development, etc. The transaction amount of NT\$100 million or more shall be approved by the Chairman of the Board; if the amount exceeds NT\$300 million, the transaction shall be approved by the Audit Committee and then resolved by the Board of Directors in advance. Where the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations</p>	<p>transaction shall be approved by the head of the Finance Department if the single transaction amount is less than NT\$300 million (inclusive), and shall be approved by the Chairman of the Board if the transaction amount exceeds NT\$300 million; for trading other securities, the transaction shall be approved by the Chairman of the if the transaction amount exceeds NT\$100 million; for the transaction amount exceeding NT\$300 million, the transaction shall be approved by the Audit Committee and by the Board of Directors in advance.</p> <p>In making purchases or sales of securities that are not traded on a centralized market or over-the-counter market, the Company shall obtain the most recent financial statements of the issuing company certified or reviewed by an auditor prior to the transaction and consider its earnings per share, profitability and potential for future development, etc. The transaction amount of NT\$100 million or more shall be approved by the Chairman of the Board; if the amount exceeds NT\$300 million, the transaction shall be approved by the Audit Committee and then resolved by the Board of Directors in advance. Where the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>and the CPA engaged needs to use the report of an expert as evidence, the CPA shall comply with the provisions of Statement of Auditing Standards No. 20</u></p>	

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of the Financial Supervisory Commission (FSC).	<u>published by the ARDF</u> . This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).	
<p>Article 10: Transaction with Related Parties</p> <p>1. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding article and this article.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 11-1 herein.</p> <p>When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Evaluation and Processing When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic</p>	<p>Article 10: Transaction with Related Parties</p> <p>1. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding article and this article.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 11-1 herein.</p> <p>When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Evaluation and Processing When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28, 2022.</p>

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<p>government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not enter into any transaction contract or make a payment until the following matters have been approved by more than one-half of the members of the Audit Committee and then submitted to the Board of Directors for approval:</p> <p>(1)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2)The reason for choosing the related party as a transaction counterparty.</p> <p>(3) With respect to the acquisition of real property, equipment or right-of-use assets from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraphs 3 (1) and (4) of this Article.</p> <p>(4)The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(5)Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, an evaluation of the necessity of the transaction, and the reasonableness of the funds utilization.</p> <p>(6)An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(7)Restrictive covenants and other</p>	<p>government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not enter into any transaction contract or make a payment until the following matters have been approved by more than one-half of the members of the Audit Committee and then submitted to the Board of Directors for approval:</p> <p>(1)The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2)The reason for choosing the related party as a transaction counterparty.</p> <p>(3) With respect to the acquisition of real property, equipment or right-of-use assets from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraphs 3 (1) and (4) of this Article.</p> <p>(4)The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.</p> <p>(5)Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(6)An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(7)Restrictive covenants and other</p>	

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<p>important stipulations associated with the transaction.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may delegate the Board Chairman to decide such matters when the transaction is within NT\$500 million and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(2) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>The Company has created the position of independent director in accordance with the provisions of the laws and regulations. When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p> <p>The Company has established the audit committee in accordance with the provisions of the laws and regulations. Paragraphs 4 and 5 of Article 17 shall be applied in accordance with the provisions of Paragraph 1, provided that the approval of one half or more of all members of the Audit Committee and a resolution of the Board of Directors have</p>	<p>important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 14, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may delegate the Board Chairman to decide such matters when the transaction is within NT\$500 million and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(2) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>The Company has created the position of independent director in accordance with the provisions of the laws and regulations. When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter,</p>	

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<p>been submitted.</p> <p><u>If the transaction in the first paragraph occurs in a public company or a subsidiary that is not itself a public company in Taiwan and the transaction amount reaches 10% or more of the total assets of the public company, that public company shall submit the information listed in the first paragraph to the shareholders' meeting for approval before entering into any transaction contract and making the payment.</u></p> <p><u>However, it is not applicable to transactions of the Company with its parent company or subsidiary, or the dealing between its subsidiaries.</u></p> <p>The calculation of the transaction amounts referred to in the <u>first paragraph</u> and the preceding paragraph shall be made in accordance with Article 14, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the <u>Shareholders' Meeting</u> and the Board of Directors need not be counted toward the transaction amount.</p>	<p>it shall be recorded in the minutes of the board of directors meeting.</p> <p>The Company has established the audit committee in accordance with the provisions of the laws and regulations. Paragraphs 4 and 5 of Article 17 shall be applied in accordance with the provisions of Paragraph 1, provided that the approval of one half or more of all members of the Audit Committee and a resolution of the Board of Directors have been submitted.</p>	
<p>Article 11: Disposition procedures for the acquisition or disposal of the memberships, intangible assets or right-of-use assets.</p> <p>When the Company acquires or disposes of intangible assets, right-of-use assets or memberships, it shall follow the procedures of <u>property, plant and equipment</u> cycle under the internal control system of the Company. If the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the</p>	<p>Article 11: Disposition procedures for the acquisition or disposal of the memberships, intangible assets or right-of-use assets.</p> <p>When the Company acquires or disposes of intangible assets, right-of-use assets or memberships, it shall follow the procedures of <u>fixed asset</u> cycle under the internal control system of the Company. If the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28, 2022.</p>

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<p>company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. The procedures for determining the terms of the transaction and the authorization amount shall be in accordance with the provisions of Article 8, Paragraph 2.</p>	<p>certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDE.</u> The procedures for determining the terms of the transaction and the authorization amount shall be in accordance with the provisions of Article 8, Paragraph 2.</p>	
<p>Article 14: Information Disclosure</p> <p>1. Required Filings and Standards</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to the trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction</p>	<p>Article 14: Information Disclosure</p> <p>1. Required Filings and Standards</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to the trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction</p>	<p>Revised in accordance with Letter of Jin Guan Zheng Fa Zi No. 1110380465 dated January 28, 2022.</p>

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<p>amount meets any of the following criteria:</p> <p>A. When the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. When the Company's paid-in capital reaches NT\$10 billion, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Acquisition or disposal by the Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</p> <p>(6) Where land is acquired under an arrangement of engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds <u>or foreign government bonds with</u></p>	<p>amount meets any of the following criteria:</p> <p>A. When the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. When the Company's paid-in capital reaches NT\$10 billion, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Acquisition or disposal by the Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</p> <p>(6) Where land is acquired under an arrangement of engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds</p>	

Article after revision	Article before revision	Reason for revision
<p><u>credit ratings not lower than the sovereign rating of Taiwan.</u></p> <p>B.Where done by professional investors—securities trading on securities exchanges or OTC markets, <u>or subscription of foreign government bonds, ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt)</u> that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscribed or sold back the exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</u></p> <p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.The transaction amounts in the preceding paragraph are calculated as follows. "Within the preceding year" as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the regulations need not be counted toward the transaction amount.</p> <p>(1)The amount of any individual transaction.</p> <p>(2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within</p>	<p>B.Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription or redemption of securities investment trust funds or futures trust funds.</p> <p>C.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.The transaction amounts in the preceding paragraph are calculated as follows. "Within the preceding year" as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the regulations need not be counted toward the transaction amount.</p> <p>(1)The amount of any individual transaction.</p> <p>(2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>(3) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>(4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>3.Timeline and standards for public disclosure of information</p> <p>Should acquisition or disposal of assets</p>	

Article after revision	Article before revision	Reason for revision
<p>the preceding year.</p> <p>(3) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>(4) The cumulative transaction amount of acquisition or disposals (cumulative acquisitions and disposals, respectively) of the same security within one year.</p> <p>3. Timeline and standards for public disclosure of information</p> <p>Should acquisition or disposal of assets meet the standards for public disclosure of information, the Company needs to file and make a public announcement within two days from the date of the event.</p> <p>4. Filing Procedures</p> <p>(1) The Company shall submit relevant information on the website designated by the competent authority for public announcement and filing.</p> <p>(2) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic companies and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month.</p> <p>(3) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their</p>	<p>meet the standards for public disclosure of information, the Company needs to file and make a public announcement within two days from the date of the event.</p> <p>4. Filing Procedures</p> <p>(1) The Company shall submit relevant information on the website designated by the competent authority for public announcement and filing.</p> <p>(2) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic companies and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month.</p> <p>(3) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowledge of such error or omission.</p> <p>(4) The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) If any of the following occurs after the Company has filed the information with regard to the transaction pursuant to the preceding paragraph, the Company shall submit relevant</p>	

Article after revision	Article before revision	Reason for revision
<p>entirety within two days counting inclusively from the date of knowledge of such error or omission.</p> <p>(4)The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) If any of the following occurs after the Company has filed the information with regard to the transaction pursuant to the preceding paragraph, the Company shall submit relevant information on the website designated by the competent authority within two days as of the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p>	<p>information on the website designated by the competent authority within two days as of the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p>	
<p>It was established on June 19, 2018.</p> <p>The first amendment was made on June 21, 2019.</p> <p><u>The second amendment was made on June 17, 2022.</u></p>	<p>It was established on June 19, 2018.</p> <p>The first amendment was made on June 21, 2019.</p>	<p>Added the date of revision.</p>

FIT Holding Co., Ltd.

Attachment 8

List of director and independent director candidates

1. List of director candidates

Name	Educational Background	Work Experience	Title	Number of shares held (unit: shares)	Name of the government or corporate represented
T.C. Gou	Bachelor degree	Chairman, FIT Holding Co., Ltd. Chairman, Cheng Uei Precision Industry Co., Ltd. Chairman, Shinfox Energy Co., Ltd. Chairman, Foxlink Image Technology Co., Ltd. Chairman, Power Quotient International Co., Ltd. Chairman, Glory Science Co., Ltd. Chairman, Central Motion Picture Co.	Chairman, FIT Holding Co., Ltd. Chairman, Cheng Uei Precision Industry Co., Ltd. Chairman, Shinfox Energy Co., Ltd. Chairman, Foxlink Image Technology Co., Ltd. Chairman, Power Quotient International Co., Ltd. Chairman, Glory Science Co., Ltd. Chairman, Central Motion Picture Co.	58,303,464	Foxlink International Investment Ltd.
Kufn Lin	Bachelor degree	Special Assistant to the Chairman's Office of Cheng Uei Precision Industry Co., Ltd. Director, FIT Holding Co., Ltd. Director, Shinfox Energy Co., Ltd.	Special Assistant to the Chairman's Office of Cheng Uei Precision Industry Co., Ltd. Director, FIT Holding Co., Ltd. Director, Shinfox Energy Co., Ltd.	58,303,464	Foxlink International Investment Ltd.
Jeffery Cheng	Bachelor degree	Vice President of Component Business, Cheng Uei Precision Industry Co., Ltd. President, Power Quotient International Co., Ltd. Director, FIT Holding Co., Ltd.	President, Studio A Inc. Director, FIT Holding Co., Ltd. Director, Jing Jing Technology Co., Ltd. Director, Straight A Inc.	5,419,329	Hsin Hung International Investment Co., Ltd.
Hwee Kian Lim	Bachelor degree	President, Foxlink Image Technology Co., Ltd. Director, Dongguan Fu Wei Electronics Co., Ltd. Director, Dong Guan Fu Zhang Precision Industry Co., Ltd. Director, Wei Hai Fu Kang Electric Co., Ltd. Director, FIT Holding Co., Ltd.	President, Foxlink Image Technology Co., Ltd. Director, Dongguan Fu Wei Electronics Co., Ltd. Director, Dong Guan Fu Zhang Precision Industry Co., Ltd. Director, Wei Hai Fu Kang Electric Co., Ltd. Director, FIT Holding Co., Ltd.	5,419,329	Hsin Hung International Investment Co., Ltd.

Name	Educational Background	Work Experience	Title	Number of shares held (unit: shares)	Name of the government or corporate represented
Wilson Hu	Master's degree	Standing Supervisor, Taiwan Electrical and Electronic Manufacturers' Association. Chairman, Energy Management Service Committee of TEEMA. Standing Director, Association of National Tsing Hua University Alumni. Director, Friends of the Police Association of the Republic of China Standing Director. Sino-Indonesia Cultural and Economic Association. Director, FIT Holding Co., Ltd.	President and Director, Shinfox Energy Co., Ltd. Chairman, Foxwell Energy Co., Ltd. Chairman, Foxwell Power Co., Ltd. Chairman, Junezhe Co., Ltd Director, Shinfox Natural Gas Co., Ltd. Director, FIT Holding Co., Ltd.	2,771,276	Foxlink Taiwan Industry Co., Ltd.
Semi Wang	Master's degree	President and Vice Chairman of NexPower Optoelectronics Co., Ltd. Chairman, Uwiz Technology Co., Ltd. President, South Epitaxy Corp. Chairman, Highlink Technology Corporation. Deputy General Manager, King Yuan Electronics Co., Ltd. Director, FIT Holding Co., Ltd.	Chairman, Ming Hsin Creative Management Consultants, Inc. Director, Taiwan Electrical and Electronic Manufacturers' Association. Independent director, King Yuan Electronics Co., Ltd. Independent director, Creative Sensor Inc. Monitor, Kuo Kuang Power Co., Ltd. Director, FIT Holding Co., Ltd.	2,771,276	Foxlink Taiwan Industry Co., Ltd.

II. List of independent director candidates

Name	Educational Background	Work Experience	Title	Number of shares held (unit: shares)	Whether served as an independent director for three consecutive terms
Ralph Chen	Bachelor degree	Assistant Manager, Audit & Assurance Services Department, PWC Taiwan. Senior Manager, Audit & Assurance Services, PWC China. Special Assistant to the Chairman's Office of Cheng Uei Precision Industry Co., Ltd. Independent director, Jingyue Microwave Integrated Circuit Manufacturing Co., Ltd. Independent director, Independent director, Power Quotient International Co., Ltd. Monitor, Lifestyle Global Enterprise Inc. Independent Director, FIT Holding Co., Ltd.	CPA of Shangjin Certified Public Accountants Independent Director, FIT Holding Co., Ltd. Independent director, Reber Genetics Co., Ltd. Independent director, Triocean Industrial Co., Ltd. Independent director, TungThih Electronic Co., Ltd.	0	No
Chen-Rong Chiang	Master's degree	Chairman, Taiwan Environmental Manufacturers Association. Chairman, Domestic Environmental Equipment Quality Certification Committee, MOEAIDB. Independent Director, Chenfull Internaional Co., Ltd. Independent Director, Glory Science Co., Ltd. Monitor, Giga Solar Materials Corp. Independent Director, FIT Holding Co., Ltd.	Chairman and President, Taiwan-Asahi Environmental Technology Co., Ltd. Chairman and President, Diamond Technical and Trading Corp. Independent Director, FIT Holding Co., Ltd. Independent Director, Sampo Corporation. Independent Director, Chernan Metal Industrial Corp. Independent Director, Alpha Networks Inc. Adjunct Professor, Department of Aerospace Engineering, Tamkang University.	0	No

Name	Educational Background	Work Experience	Title	Number of shares held (unit: shares)	Whether served as an independent director for three consecutive terms
Wei-Lin Wang	Master's degree	Full-time Professor and Dean of the Department of Finance and Law, School of Law, Ming Chuan University. Associate Professor and Dean of the Department of Finance and Law, School of Law, Ming Chuan University. Senior Attorney at Lee and Li, Attorneys-at-Law. Foreign Attorney at Haynes & Boone (Dallas Headquarters). Attorney at New Hope Law. Firm Taipei Exchange Review Committee Member. Independent Director, FIT Holding Co., Ltd.	Full-time Professor of the Department of Finance and Law, School of Law, Ming Chuan University. Director, Science and Technology Law Institute. Independent Director, FIT Holding Co., Ltd. Senior Chief Strategy Officer, Technology Transfer and Law Center of ITRI. Independent Director, Cigna Taiwan Life Assurance Company Ltd.	0	No

FIT Holding Co., Ltd.

Attachment 9

The Director Candidates Concurrently Hold Positions in Other Companies

Name of Director Candidates	Companies and positions concurrently hold	Items of competitive conduct in which the director is permitted to engage	Period of permission to engage in the competitive conduct
Representative of Foxlink International Investment Ltd.: T.C. Gou	Chairman, Cheng Uei Precision Industry Co., Ltd. Chairman, Shinfox Energy Co., Ltd. Chairman, Microlink Communications Inc. Chairman, Du Precision Industry Co., Ltd. Chairman, Studio A Technology Inc. Chairman, Shinfox Natural Gas Co., Ltd. Chairman, Shih Fong Power Co., Ltd. Director, Chung Chia Power Co., Ltd. Chairman, Central Motion Picture Co. Chairman, Central Motion Picture Industry Co. Chairman, Central Motion Picture Cultural & Creative Co. Chairman, Central Motion Picture Bade Co. Chairman, Central Motion Picture Culture City Co. Chairman, Central Motion Picture International Co. Chairman, Deepwaters Digital Support Inc. Chairman, Foxlink International Investment Ltd. Chairman, Hsin Hung International Investment Co., Ltd. Director, Central Motion Picture USA Corporation. Director, Luminys Systems Corp. Director, Well Benefit Limited. Director, Pilot Time Limited.	Companies that are within the same or similar business scope of the Company	Term of office as a director of the Company
Representative of Foxlink International Investment Ltd.: Kufn Lin	Special Assistant to the Chairman's Office of Cheng Uei Precision Industry Co., Ltd. Director, Shinfox Co., Ltd. Director, Well Shin Technology Co., Ltd. Director, Microlink Communications Inc. Director, Darts Technologies Corporation Director, Studio A Technology Inc. Chairman, Va Product Inc. Director, Foxwell Energy Co., Ltd. Director, Trinity Investment Corporation. Director, Central Motion Picture Co. Director, Central Motion Picture Cultural & Creative Co. Director, Central Motion Picture International Co. Chairman, Central Motion Picture Management Consultants Co. Director, Deepwaters Digital Support Inc.	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.

Name of Director Candidates	Companies and positions concurrently hold	Items of competitive conduct in which the director is permitted to engage	Period of permission to engage in the competitive conduct
	Chairman, Great Show Creative&Entertainment Corp. Chairman, Sheng Ji Music Inc. Chairman, Fresh Air Co., Ltd. Director, Foxlink International Investment Ltd. Chairman, Fuwei International Investment Co., Ltd. Supervisor, Xingke International Co., Ltd. Director, Foxlink International Investment Co., Ltd. Chairman, Cheng-Fa Investment Co., Ltd. Director, Taifu International Investment Co., Ltd. Director, Fulian International Investment Co., Ltd. Director, Chi-De Investment Co., Ltd. Director, Taiwan Star Telecom Corporation Limited. Director, Shinfox Natural Gas Co., Ltd. Director, Straight A Inc. Director, Studio A Technology Inc. Director, WellGen Biomedical Co., Ltd. Director, Shih Fong Power Co., Ltd. Director, Foxwell Power Co., Ltd. Supervisor, Chung Chia Power Co., Ltd. Director, Studio A Technology Limited. Director, Studio A Macau Limited President, Culink Tianjin Co., Ltd. President, Foxlink Energy (Tianjin) Ltd. Vice Chairman, Fugang Electronics (Dongguan) Co., Ltd. Director, Fushineng Electronics (Kunshan) Co., Ltd. Chairman, Fu Shi Xiang Research & Development Center (Kunshan) Co., Ltd. Legal representative, Fugang Electric (Yancheng) Co., Ltd. Legal representative, Fugang Electric (Yancheng) Co., Ltd. Legal representative, Fugang Electric (Kushan) Co., Ltd. Legal representative, Fugang Electric (Dongguan) Co., Ltd. Legal representative, Fugang Electric (Maanshan) Co., Ltd. Legal representative, Fugang Electric (Maanshan) Co., Ltd. Supervisor, Fugang Electronics (Xuzhou) Co., Ltd. Legal representative, Kunshan Fugang Electric Trading Co., Ltd. Legal representative, Fugang Investment (Kushan) Co., Ltd. Director, Foxlink Automotive Technology (Kunshan) Co., Ltd.		

Name of Director Candidates	Companies and positions concurrently hold	Items of competitive conduct in which the director is permitted to engage	Period of permission to engage in the competitive conduct
	Legal representative, Suzhou Keyu Rui Automobile Technology Co., Ltd. Supervisor, Fuzhan Electronics (Shanghai) Co., Ltd. Director, Fugang Electronics (Nanchang) Co., Ltd. Chairman, Shanghai Fugang Electric Trading Co., Ltd. Cu International Ltd. Director. Culink International Ltd. Director. New Start Industries Ltd. Director. Benefit Right Ltd. Director. Director, Foxlink Technology Limited. Director, Power Channel Limited. Director, Foxlink Technical India Private Limited. Director, Foxlink India Electric Private Limited. Director, Sinobest Brothers Limited. Director, Foxlink Myanmar Company Limited. Director, Gloryteks Science India Private Limited. Director, World Circuit Technology (Hong Kong) Limited. Value Success Ltd. Director Capital Guardian Ltd. Director, Ashop Co., Ltd. Director, Sharetronic Data Technology CO.,LTD.		
Representative of Hsin Hung International Investment Co., Ltd. Jeffery Cheng	President, Studio A Inc. Director, Va Product Inc. Director, Studio A Technology Inc. Chairman, Straight A Inc. Director, Studio A Technology Limited. Director, Studio A Macau Limited. Director, Shanghai Fugang Electric Trading Co., Ltd. Executive Director, Kunshan Fu Shi You Trading Co., Ltd. Director, Sinocity Industries Limited. Chairman, Ashop Co., Ltd. Executive Director, Shanghai Standard Information Technology Co., Ltd. Director, Kunshan Fugang Electric Trading Co., Ltd. Director, Dg Lifestyle Store Limited. Director, Junezhe Co., Ltd.	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.
Representative of Taiwan Foxlink Investment Co., Ltd.: Wison Hu	Director, Shinfox Co., Ltd. Chairman, Foxwell Energy Co., Ltd. Director, Shinfox Natural Gas Co., Ltd. Chairman, Foxwell Power Co., Ltd. Director, Shih Fong Power Co., Ltd. Legal representative, Kunshan Jiuwei Information Technology Co., Ltd. Chairman, Junezhe Co., Ltd.	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.

Name of Director Candidates	Companies and positions concurrently hold	Items of competitive conduct in which the director is permitted to engage	Period of permission to engage in the competitive conduct
	Director, Chung Chia Power Co., Ltd. Chairman, Jiuwei Power Co., Ltd. Chairman, Yuanshan Forest Natural Resources Co., Ltd. Chairman, Elegant Energy TECH Co., Ltd. Director, Sfi Electronics Technology Inc. Independent director, Gudeng Precision Industrial Co., Ltd. Independent director, Ebm Technologies Incorporated.		
Representative of Taiwan Foxlink Investment Co., Ltd.: Semi Wang	Chairman, Ming Hsin Creative Management Consultants, Inc. Independent director, King Yuan Electronics Co., Ltd. Independent director, Creative Sensor Inc. Supervisor, Kuo Kuang Power Co., Ltd.	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.
Ralph Chen	Independent director, Reber Genetics Co., Ltd. Independent director, Triocean Industrial Co., Ltd. Independent director, TungThih Electronic Co., Ltd	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.
Chen-Rong Chiang	Chairman, Taiwan-Asahi Environmental Technology Co., Ltd. Chairman, Diamond Technical & Trading Corp. Independent Director, Sampo Corporation. Independent Director, Alpha Networks Inc. Independent Director, Chernan Metal Industrial Corp.	Companies that are within the same or similar business scope of the Company.	Term of office as a director of the Company.

FIT Holding Co., Ltd.

Articles of Association

Appendix 1

Chapter I General Provisions

- Article 1: The Company is organized in accordance with the Company Act and is named FIT Holding Co., Ltd.
- Article 2: The businesses of the Company:
H201010 Investment.
- Article 3: The Company may provide endorsement guarantees due to business requirements with the approval of the board meeting, and the operations shall be handled in accordance with the Company's Procedures of Endorsements and Guarantees.
- Article 4: The Company has its head office established in New Taipei City, and may establish branches, offices or business offices at home and abroad upon the resolution of the board meeting when necessary. The Company may reinvest at home and abroad through a resolution of the board meeting; if the reinvestee is a limited liability shareholder of the Company, the total investment amount is not subject to the restriction of 40% of its paid-in share capital as in Article 13 of the Company Act.
- Article 5: The Company's announcement method shall be handled in accordance with Article 28 of the Company Act.

Chapter II Shares

- Article 6: The total authorized capital of the Company is NT\$3 billion, divided into 300 million shares, with the amount of NT\$10 per share. The board meeting is authorized to issue the shares in installments as required.
- Within the authorized capital amount in the preceding paragraph, NT\$300 million is reserved for the issuance of employee stock option certificates for a total of 30 million shares at NT\$10 per share, which may be issued in installments in accordance with the resolution of the board meeting.
- Article 7: The shares of the Company are all registered, which are signed or sealed by the director representing the Company and issued after being certified by the certifying bank for share issuance in accordance with the law.
- The printing of share certificates may be exempt for shares issued by the Company, but registration with a central securities depository institution is required.
- Article 8: Unless otherwise provided by laws and regulations, the stock affairs of the Company shall be handled in accordance with the "Regulations Governing the Administration

of Shareholder Services of Public Companies" promulgated by the competent authority.

Article 9: The transfer of ownership of shares shall be suspended within 60 days before the general shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within 5 days before the benchmark date on which the Company decides to distribute dividends or other benefits.

Chapter III Shareholders' Meeting

Article 10: The shareholders' meeting includes the general meeting and the extraordinary meeting. The general meeting shall be convened at least once a year by the board of directors according to law within six months after the end of each accounting year. The extraordinary meeting shall be convened according to law when necessary.

Article 11: The chairman of the board shall preside over the shareholders' meeting. When the chairman is unable to attend, the chairman shall designate a director to act as his proxy; if the chairman does not appoint a director as his proxy, the directors shall elect one among themselves as the proxy. If the shareholders' meeting is convened by someone other than a member of the board of directors who has the right to convene, the person shall act as the chairman. If there are two or more persons with the right to convene, one person shall be selected among them.

Article 12: If a shareholder is unable to attend the shareholders' meeting, he may appoint a proxy to attend on his behalf by signing the power of attorney printed by the Company and stating the scope of powers authorized to the proxy. Except as specified in Article 177 of the Company Act, the attendance of a shareholder's proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 13: Unless otherwise stipulated by laws and regulations, each shareholder of the Company has one voting right per share.

Article 14: On the resolution of the shareholders' meeting, unless otherwise provided by the Company Act, the shareholders' meeting shall be attended by shareholders representing more than half of the total number of shares issued, and the motion shall be approved by more than half of the voting rights of the shareholders present. The shareholders of the Company may also exercise their voting rights electronically. Shareholders who exercise their voting rights electronically are deemed to be present in person, and related matters shall be handled in accordance with laws and

regulations.

Article 15: The resolutions of the shareholders' meeting shall be recorded in the meeting minutes, signed or sealed by the chairman, and distributed to the shareholders within 20 days after the meeting.

The production, distribution, recorded contents and retention period of the minutes shall comply with Article 183 of the Company Act.

The minutes shall contain the date and place of the meeting, the name of the chairman, the method of resolution, and the essentials and results of the proceedings. The minutes shall be kept permanently during the existence of the Company.

Chapter IV Directors and Audit Committee

Article 16: (deleted)

Article 17: The board of directors of the Company has five to nine seats of directors for a term of three years. The candidate nomination system is adopted, and the number of independent directors shall not be less than two and shall not be less than one-fifth of the number of directors. The shareholders shall elect from the list of candidates, and the directors may be re-elected.

The election of directors shall be handled in accordance with Article 198 of the Company Act and related provisions.

Article 18: The board of directors is organized by directors; the chairman shall be elected in a board meeting attended by more than two-thirds of the directors and approved by more than half of the directors' present. If the chairman is on leave or unable to perform his duties for some reason, the chairman shall designate a director to act as his proxy. When the chairman does not appoint a proxy, the directors shall elect one among themselves as the proxy.

Article 19: Unless otherwise provided by the Company Act, the board meeting shall be convened by the chairman of the board and serve as the chairman at the same time; The venue of the board meeting shall be at the location of the Company or at a place suitable for the attendance of the directors and suitable for the board meeting, or the meeting may be held by video conferencing.

For the convening of the board meeting, the reasons shall be specified and the directors be notified seven days in advance. However, the meeting may be called at any time in case of an emergency.

The notice of the convening of the board meeting mentioned in the preceding

paragraph may be made in writing, by fax or by electronic means.

When a director is unable to attend the board meeting for some reason, he may issue a power of attorney to entrust another director to attend the meeting in accordance with Article 205 of the Company Act, but only one agent may be appointed. If the board meeting is held by videoconferencing, the directors who participate in the meeting by video shall be deemed to have attended the meeting in person.

Article 20: The functions and powers of the board of directors are as follows:

1. Review of business policies and medium and long-term development plans, and review and supervision of the implementation of the annual business plan.
2. Proposal of the budget and final accounts.
3. Formulation of the capital increase and reduction plan.
4. Proposal of earnings distribution or loss compensation.
5. Proposal of important external contracts.
6. Proposal of amendment to the Articles of Association.
7. Formulation of the Company's organization rules and important business rules.
8. Establishment and abolition of branches; drafting of reorganization or dissolution.
9. Appointment and dismissal of the president and vice president of the Company.
10. Convening of shareholders' meetings.
11. Proposal of purchase and disposal of the Company's important assets.
12. Formulation of the Company's external endorsements and guarantees and external investment plans.
13. Proposal of capital increase with dividends or reserves.
14. Functions and powers in accordance with Article 202 of the Company Act.

Article 21: The resolutions of the board meeting shall be recorded in the meeting minutes, signed or sealed by the chairman, and distributed to the directors within 20 days after the meeting. The minutes shall be taken in the order of the date, place, name of the chairman and resolution method, as well as the essentials of the proceedings and voting results. The minutes shall be kept permanently during the existence of the Company.

Article 22: When the term of office of a director has expired but a re-election cannot be held in time, the director's execution of duties shall be extended until the new director takes office.

This company has established an audit committee in accordance with Article 14-4

of the Securities and Exchange Act which is responsible for performing the functions and powers of supervisors as stipulated in the Company Act, the Securities and Exchange Act and other laws and regulations. The audit committee shall be composed of all independent directors with at least three members, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. The term of office, exercise of powers and other matters to be observed of the audit committee shall be handled in accordance with the relevant laws and regulations. The board of directors shall also formulate the organizational rules of the audit committee in accordance with the relevant laws and regulations.

Article 23: The board meeting is authorized to determine the remuneration of all directors in accordance with the usual standards of the same industry. In addition, the Company may purchase liability insurance for directors, so as to reduce their risk of being sued by shareholders or other related parties due to performing their duties in accordance with the law.

Chapter V Managers

Article 24: The Company may have a president, a vice president, a chief executive, and several general managers and deputy general managers of business groups. Their appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 25: At the end of each accounting year, the board of directors of the Company shall prepare (1) the business report, (2) financial statements, (3) proposals for earnings distribution or loss compensation, and have them submitted to the regular general shareholders' meeting for recognition in accordance with the law.

Article 26: If the Company makes any profit in the year (the so-called profit refers to the profit before tax deducting the distribution of employees' remuneration and directors' remuneration), it shall allocate no less than 6% as the employees' remuneration and no more than 3% as the directors' remuneration. However, if the Company still has a cumulative loss, it shall reserve the amount of compensation in advance. The employees' remuneration referred to in the preceding paragraph may be paid in the form of shares or cash. The objects of payment include employees of controlling or subordinate companies who meet certain conditions, and the board meeting is authorized to decide the conditions and distribution methods. The

directors' remuneration shall be paid in cash only. The two items above shall be decided by the board meeting and reported to the shareholders' meeting.

Article 27: If there are any earnings in the annual final accounts of the Company, it shall first pay the tax and make up for the previous losses, and then allocate 10% of the balance as the legal reserve; however, the requirement does not apply when the accumulated legal reserve has reached the total capital of the Company. If there is still a balance of earnings in the current year, then the board meeting shall draw up a proposal on the distribution of earnings based on the balance together with the accumulated undistributed earnings in the previous year, and submit it to the shareholders' meeting for resolution.

If all or part of the dividend and bonus or legal reserve and capital reserve is to be paid in cash, the board meeting shall be authorized to make a resolution where the meeting is attended by more than two thirds of the directors and the consent is obtained from more than half of the directors' present, and the resolution shall be reported to the shareholders' meeting.

The Company's dividend policy is to distribute no more than 90% of the Company's distributable earnings to shareholders by way of dividend. Based on the future capital expenditure budget and capital demand, the cash dividend will not be less than 20% of the total dividend of the Company. When a company allocates its earnings, it shall, in addition to the legal reserve according to law, set aside a special reserve from the current year's after-tax earnings plus the previous period's undistributed earnings at the same deduction amount of the shareholders' equity in the current year (such as unrealized losses on financial products, cumulative conversion adjustments, etc.) in accordance with paragraph 1, Article 41 of the Securities and Exchange Act. The legal reserve shall not be distributed. When there is a reversal in the deduction amount of the shareholders' equity, the earnings may be distributed in respect of the reversal.

Chapter VII Supplementary Provisions

Article 28: Matters not stipulated in the Articles of Association shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 29: The Articles of Association were established on June 19, 2018.

The first revision was made on June 21, 2019.

FIT Holding Co., Ltd.
Rules of Procedure of Shareholders' Meetings

Appendix 2

1. The shareholders' meeting of the Company shall be conducted in accordance with these rules unless otherwise provided by laws and regulations.
2. The shareholder (or proxy) attending the meeting shall hand in the attendance card to replace sign-in. The number of share rights present shall be calculated according to the number of share rights on the above-mentioned attendance cards plus the number of share rights exercised by electronic means.
3. The attendance and voting at the shareholders' meeting shall be based on the number of shares.
4. The place of the shareholders' meeting shall be the place where the Company is located or where it is convenient for the shareholders to attend. The meeting time shall not be before 9 a.m. or after 3 p.m.
5. If the shareholders' meeting is convened by the board of directors, the chairman of the board shall preside over the meeting. When the chairman is on leave or unable to perform his duties for some reason, the vice chairman shall act as his proxy. If there is no vice chairman or when the vice chairman is also on leave or unable to perform his duties for some reason, the chairman shall appoint a managing director as the proxy; if there are no managing directors, the chairman shall appoint a director as the proxy. If the chairman does not appoint any proxy, the managing directors or the directors shall elect one among them to act as the proxy.

If the shareholders' meeting is convened by a convener other than a member of the board of directors, the convener shall be the chairman of the meeting.

6. The Company may appoint its designated lawyers, accountants or related personnel to attend the shareholders meeting as non-voting delegates.
Personnel handling the affairs of the shareholders' meeting shall wear identification cards or armbands.
7. The entire process of the shareholders' meeting shall be audio or video recorded. The recording shall be kept for at least one year.
8. The chairman shall call the meeting to order at the specified meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares,

the chairman may announce a meeting postponement, provided that the number of such postponement is no more than two, and the total time no more than 1 hour. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to paragraph 1, Article 175 of the Company Act.

Before the end of the meeting, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may, in accordance with Article 174 of the Company Act, re-submit the tentative resolution to the meeting for voting.

9. If a shareholders' meeting is convened by the board of directors, the agenda of the meeting shall be set by the board of directors. The meeting shall be conducted according to the scheduled agenda which shall not be changed without the resolution of the shareholders' meeting.

If a shareholders' meeting is convened by a person other than the board of directors who has the right to convene, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

Before the conclusion of the agenda (including extemporary motions) set out in the two paragraphs above, the chairman shall not declare the meeting adjourned without a resolution.

If the chairman violates the rules of procedure and announces the meeting adjourned, with the consent of more than half of the voting rights of the shareholders present, another person may be elected to be the chairman to continue the meeting.

After the closing of the meeting, the shareholders shall not elect another chairman to continue the meeting at the original place or at another place.

10. Before speaking, an attending shareholder shall fill out a speech slip, specifying his/her shareholder account number (or attendance card number) and account name. The order in which shareholders speak will be set by the chairman.

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

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the shareholder that

has the floor; the chairman shall stop any violation.

11. For the same proposal, each shareholder shall not speak more than twice without the consent of the chairman, and each speech shall not exceed five minutes. If the shareholder's speech violates the rules above or exceeds the scope of the agenda item, the chairman may terminate the speech.

12. When a legal person is entrusted to attend the shareholders' meeting, it may only appoint one representative to attend.

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

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

14. When the chairman is of the opinion that the motion and the amendment or extraordinary motion put forward by the shareholder has been discussed sufficiently for a vote, the chairman may announce the discussion closed and call for a vote.

15. Vote scrutinizing and counting personnel for the voting on a motion, if required, shall be appointed by the chairman, provided that all the scrutinizing personnel shall be shareholders of the Company. The results of voting shall be reported on the spot and recorded.

16. The chairman may announce a break during the meeting at his discretion.

17. Unless otherwise stipulated in the Company Act and the Articles of Association of the Company, a proposal shall be approved with the consent of more than half of the voting rights of the shareholders present. If the chairman makes an inquiry to the shareholders present and there is no objection to the resolution, the resolution shall be deemed to be approved, and its effect shall be the same as the result of voting.

18. When there is an amendment or replacement to a proposal, the chairman shall determine the order of voting together with that of the original proposal. If one of the proposals is approved, the other proposals shall be deemed to be rejected and no more voting shall be needed.

19. The chairman may command the picket (or security personnel) to assist in maintaining the order of the meeting venue. When assisting in maintaining order, the picket (or security personnel) shall wear an armband or identification card with the word "picket".

20. Matters not specified in these Rules shall be handled in accordance with the Company Act,

relevant laws and regulations and the Articles of Association of the Company.

21. These Rules shall come into force after being approved by the shareholders' meeting, and the same procedure shall apply when they are amended.

Procedures for Election of Directors

Article 1: Unless otherwise provided in the laws and regulations or the Articles of Incorporation of the Company, the directors of the Company shall be elected in accordance with the procedures specified herein.

Article 2: The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. Ability to make judgments about operations.
2. Ability to perform accounting and financial analysis.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director. The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 3: The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7,

8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

Article 4: The election of directors of the Company shall be conducted in accordance with the by the Board of Directors in advance.

If the number of directors is less than five due to dismissal for any reason, the Company shall make up for the vacancies in the by-election at the latest shareholders' meeting. However, if the number of director vacancies reaches one-third of the number of seats as prescribed in the Articles of Association, the Company shall hold an extraordinary shareholders' meeting for a by-election within 60 days from the date of occurrence.

If the number of independent directors is less than that specified in the proviso of paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held in the latest shareholders' meeting; when all the independent directors are dismissed, an extraordinary shareholders' meeting shall be convened for a by-election within 60 days from the date of occurrence.

The Company shall adopt the cumulative voting system for the election of directors. Each share has the same voting rights as the number of directors to be elected, and all the votes may be given to only one candidate or the votes may be distributed among several candidates.

The person with the convening right of the shareholders' meeting shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

The voting rights won by independent directors and non-independent directors shall be respectively calculated according to the number of directors specified in the Articles of Incorporation of the Company. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 6: Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the person with the convening right of

the shareholders' meeting and publicly checked by the vote monitoring personnel before voting commences.

Article 7: (deleted)

Article 8: The vote shall not be valid in any of the following circumstances:

1. The vote is not prepared by the person with the convening right.
2. The vote cast in the ballot box is blank.
3. The handwriting is illegible or altered.
4. The candidate filled in does not correspond to the person on the list of director candidates.
5. There are additional words filled in on the vote other than the allocated number of voting rights.

Article 9: The ballots shall be calculated on site immediately after the end of the poll, and the chair or the MC shall announce on the site the results of the calculation including the list of persons elected as directors and the numbers of votes with which they were elected, as well as the candidates not elected and their numbers of votes.

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

Article 10: (deleted)

Article 11: The Procedures, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Article 12: Period of implementation.

Established on June 19, 2018.

The first revision was made on June 21, 2019.

The second revision was made on July 20, 2021.

FIT Holding Co., Ltd.

Shareholdings of Directors

Appendix 4

I. Details of shares held by Directors.

Position	Account name	Number of shares registered in the register of shareholders
Chairman	Foxlink International Investment Ltd. representative:T.C. Gou	58,303,464
Director	Foxlink International Investment Ltd. representative: Kufn Lin	58,303,464
Director	Foxlink International Investment Ltd. . representative: Jeffery Cheng	58,303,464
Director	Fu Uei International Investment Ltd. representative: Hwee Kian Lim	14,690,257
Director	Fu Uei International Investment Ltd. representative:Semi Wang	14,690,257
Director	Fu Uei International Investment Ltd. representative: Wilson Hu	14,690,257
Independent director	Ralph Chen	0
Independent director	Chen-Rong Chiang	0
Independent director	Wei-Lin Wang	0

II. Minimum number of shares to be held by all directors and details of shares registered in the register of shareholders.

Position	Number of shares registered in the register of shareholders	Minimum number of shares to be held
Director	72,993,721	12,000,000