(Notice to Readers: This document is prepared in accordance with the Chinese version and for reference only. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Trio Technology International Group Co., Ltd.

2026 Annual Shareholders' Meeting Agenda

Type of Meeting: Physical Meeting

Meeting Time: 09:00 AM, June 9, 2026 (Tuesday)

Place: B2, No. 716, Zhongzheng Road, Zhonghe District, New Taipei City, Taiwan, ROC. (Far East Century Park Phase II conference room)

Attendance: Attending shareholders and proxy represented 36,067,951 shares (including 840,951 shares which attended through electronic voting) accounting for 72.14% of 50,000,000 shares, the Company's total outstanding shares.

Attendants' directors: Chairman Lin Huo-Li; Director Wu, Shih-Lu, Director Chang Kuo-Wei, Director Tsao Yun-Hua, Independent Director Chen, Chia-Yu (Convener of Audit Committee), Independent Director Wan, Chia-Sen, Independent Director Chen, Li-Yuan, Independent Director Ding, Jiann-Shing.

Attendants as guest or observer: Accountant Hong, Kuo-Tyan of Deloitte & Touche.

Chairman: Lin, Huo-Li

Recorder: Huang, Ching-Ting

I. Call meeting to order (Report on the number of shares present)

The aggregate shareholding of the shareholders presents in person or by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairman's Address:

(Omitted)

III. Reported Matters:

Proposal 1: To report the 2025 Business Report. (Proposed by the Board of Directors)

Explanation: 2025 Business Report, please refer to Attachment 1 on page 11 of this manual.

Proposal 2: To report the Audit Committee's Review Report of 2025. (Proposed by the Board of Directors)

Explanation: 2025 Audit Committee's Review Report, please refer to Attachment 5 on page 35 of this manual.

Proposal 3: To report the 2025 distribution of employees' and directors' remuneration. (Proposed by the Board of Directors)

Explanation:

I. According to Article 100 of the Company's Memorandum and Articles of Association: During the listing period, unless otherwise provided by the Cayman Islands law, listing regulations, or these articles, if the Company has profit for the year, it shall be appropriated not less than 5% as employees' remuneration, to be distributed to employees in shares and/or cash, subject to a resolution passed by more than half of the directors present at a meeting attended by two-thirds of the directors; and may appropriate not more than 3% as directors' remuneration to be distributed to directors, subject to a resolution passed by more than half of the directors present at a meeting attended by two-thirds of the directors.

II. The Company's pre-tax profit for the year 2025 is NTD 512,644,138, and it is proposed to allocate 5% of the pre-tax profit before deducting employee remuneration and directors' remuneration as employee remuneration amounting to NTD 27,000,000 and directors' remuneration of 0% amounting to NTD 0 (nil), to be paid in cash.

Proposal 4: To report the issuance of the 1st Domestic Unsecured Convertible Corporate Bonds. (Proposed by the Board of Directors)

Explanation:

In accordance with the proviso of Paragraph 1, Article 246 of the Company Act, the reasons for and relevant matters concerning the issuance of corporate bonds are reported as follows:

Types of Corporate Bonds	1st Domestic Unsecured Convertible Bonds
Date of Board Resolution	September 25, 2025
Approval Document No. from Competent Authority	Letter No. Jin-Guan-Zheng-Fa-Zi No. 1140369418 dated February 2, 2026; Letter No. Zheng-Gui-Zhai-Zi No. 11500008702 dated March 9, 2026
Use of Proceeds	Investment in a Thai subsidiary

Issue Date	March 13, 2026
Face Value	NTD 100 thousand
Place of Issuance and Trading	Within the territory of the Republic of China
Issue Price	Issued at 101% of the face value
Total Amount of Issuance	NTD 1.01 billion
Interest Rate	Coupon Rate: 0% per annum
Duration	Duration: Three years; Maturity Date: March 13, 2029
Guarantee Institution	Not applicable
Trustee	E.SUN Commercial Bank
Underwriter	Hua Nan Securities Co., Ltd.
Attesting Attorney	Chia-Yu (Arthur) Chang, Attorney-at-Law, and Ching-Yang (Derrick) Huang, Attorney-at-Law, of LCS & Partners
Attesting CPAs	Deloitte & Touche, CPAs Wu, Ke-Chang and Chang, Chih-Yi
Repayment Method	Except for the bondholders converting the bonds into common shares of the Company in accordance with Article 12 of the Issuance and Conversion Rules, exercising the put option in accordance with Article 21, the Company calling back the bonds in advance in accordance with Article 20, or the Company repurchasing and cancelling them from the securities broker's business premises, the Company will repay the convertible bonds held by the bondholders in cash in a lump sum based on the face value of the bonds within ten business days after the maturity date.
Outstanding Balance	NTD 1 billion
Terms of Redemption or Early Repayment	Please refer to the Issuance and Conversion Rules for the Company's 1st Domestic Unsecured Convertible Bonds.
Current Conversion Price	NTD 197 per share
Conversion Period	June 14, 2026 to March 13, 2029
Amount of converted (exchanged or subscribed) common shares, GDRs, or other securities	As of the book closure date of this Annual Shareholders' Meeting, the conversion cannot be processed yet.

Issuance and Conversion (Exchange or Subscription) Rules	Please refer to the Issuance and Conversion Rules for the Company's 1st Domestic Unsecured Convertible Bonds.
Potential dilution of equity and impact on existing shareholders' equity	As of the book closure date of the Annual Shareholders' Meeting, the outstanding balance is NTD 1 billion. Calculated based on the current conversion price of NTD 197, if fully converted into common shares, 5,076 thousand shares will need to be issued. Calculated based on the Company's current 50,000 thousand outstanding common shares plus the estimated number of convertible shares, the dilution ratio is approximately 9.22%,;there should be no material impact on shareholders' interests.

Subject 5: To report the amendment of the Company's "Ethical Corporate Management Best Practice Principles", "Sustainable Development Best Practice Principles", and "Rules of Procedure for Board of Directors Meetings". (Proposal of the Board of Directors)

Explanation:

I. To enhance the regulatory framework of the Company's "Ethical Corporate Management Best Practice Principles" and explicitly stipulate the authority for amendments, partial amendments to the said Principles are hereby proposed. For the comparison table of the amendments, please refer to Attachment 2 on page 19 of this manual.

II. To strengthen the management of sustainable development, and by reference to the "Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies" amended and issued by the Taiwan Stock Exchange on September 2, 2025, partial amendments to the Company's "Sustainable Development Best Practice Principles" are hereby proposed. For the comparison table of the amendments, please refer to Attachment 3 on page 25 of this manual..

III. In accordance with the reference example of "Rules of Procedure for Board of Directors Meetings of OO Co., Ltd." amended by the Taiwan Stock Exchange on August 23, 2024, the Company's "Rules of Procedure for Board of Directors Meetings" have been amended. For the comparison table of amended articles, please refer to Attachment 4 on page 28 of this manual.

IV. Acknowledged Matters:

Proposal 1: Adoption of the 2025 Business Report and Consolidated Financial Statements. (Proposed by the Board of Directors)

Explanation:

I. The Company's 2025 Business Report and Consolidated Financial Statements (including balance sheet, statement of comprehensive income, statement of changes in equity, and statement of cash flows), among which the Consolidated Financial Statements have been audited by Deloitte & Touche.

II. The Business Report and the abovementioned Consolidated Financial Statements, please refer to Attachment 1 on page 11 and Attachment 6 on pages 36~46 of this manual.

Resolution: The Voting Results:

Shares represented at the time of voting：36,067,951 Votes Voting Results

Voting Results*	**% of Votes Held by Attending Shareholders**
Votes Cast in Favor: 35,923,721 Votes (Including 788,721 cast electronically)	99.60%
Votes against： 24,714 Votes (Including 24,714 cast electronically)	0.07%
Votes invalid： 0 Votes (Including 0 cast electronically)	0%
Votes abstained： 119,516 Votes (Including 27,516 cast electronically)	0.33%

RESOLVED, that the above proposal was hereby approved as proposed.

Proposal 2: Adoption of the 2025 Earnings Distribution Proposal. (Proposed by the Board of Directors)

Explanation:

I. The Company plans to distribute cash dividends to shareholders from distributable earnings for the fiscal year 2025, at NTD 5 per share, total NTD 250,000,000. Please refer to the earnings distribution table and Attachment 7 on page 47 of this manual.

II. The proposal for earning appropriation will be submitted for approval at the Company's 2026 shareholders' meeting resolution. It is proposed to authorize the chairman to determine the ex-dividend date and other related matters at a later date. If there are changes in the number of outstanding shares that affect the dividend rate

for shareholders, the chairman is authorized to handle and adjust this matter with full discretion.

III. The appropriation of the legal reserve and special reserve, including the methods and ratios thereof, shall be conducted in accordance with the Company Act and relevant regulations. Cash dividends shall be distributed to shareholders on a pro-rata basis, according to their respective shareholdings recorded in the shareholders' roster on the record date for cash dividends. The distribution amount shall be calculated down to the nearest NT$1, with fractional amounts rounded down. The sum of such fractional amounts less than NT$1 shall be recognized as other income of the Company.

Resolution: The Voting Results:

Shares represented at the time of voting：36,067,951 Votes Voting Results

Voting Results*	**% of Votes Held by Attending Shareholders**
Votes Cast in Favor: 35,923,713 Votes (Including 788,713 cast electronically)	99.60%
Votes against： 24,721 Votes (Including 24,721 cast electronically)	0.07%
Votes invalid： 0 Votes (Including 0 cast electronically)	0%
Votes abstained： 119,517 Votes (Including 27,517 cast electronically)	0.33%

RESOLVED, that the above proposal was hereby approved as proposed.

V. Matters for Discussion：

Proposal 1: To discuss the amendment of the Company's Articles of Association. (Proposal of the Board of Director)

Explanation:

I. To comply with the requirement of the revised "Checklist for the Protection of Shareholders' Equity in the Country of Registration of Foreign Issuers" announced by the Taiwan Stock Exchange via Letter No. Tai-Zheng-Shang-Er-Zi 1151700475 on February 4, 2026, it is proposed to amend the Company's "Memorandum and Articles of Association". For the comparison table of amended articles (Chinese and English versions), please refer to Attachment 8 on page 48 of this manual.

II. The Company's registered agent is hereby instructed and authorized to file the necessary documents with the Registrar of Companies in the Cayman Islands after the resolution to amend the Articles of Association is passed at the Annual Shareholders' Meeting.

Resolution: The Voting Results:

Shares represented at the time of voting：36,067,951 Votes Voting Results

Voting Results*	**% of Votes Held by Attending Shareholders**
Votes Cast in Favor: 35,923,713 Votes (Including 788,713 cast electronically)	99.60%
Votes against： 28,721 Votes (Including 28,721 cast electronically)	0.08%
Votes invalid： 0 Votes (Including 0 cast electronically)	0%
Votes abstained： 115,517 Votes (Including 23,517 cast electronically)	0.32%

RESOLVED, that the above proposal was hereby approved as proposed.

Proposal 2: To discuss the amendment of the Company's "Procedures for Acquisition or Disposal of Assets". (Proposal of the Board of Director)

Explanation: In accordance with the amended provisions issued by the Financial Supervisory Commission via Order No. Jin-Guan-Zheng-Fa-Zi 1140383333 on July 24, 2025, and considering the Company's operational needs, it is proposed to amend the contents of the Company's "Procedures for Acquisition or Disposal of Assets". For the comparison table of amended articles, please refer to Attachment 9 on page 51 of this manual.

Resolution: The Voting Results:

Shares represented at the time of voting：36,067,951Votes Voting Results

Voting Results*	**% of Votes Held by Attending Shareholders**
Votes Cast in Favor: 35,922,720 Votes (Including 787,720 cast electronically)	99.60%
Votes against： 28,714 Votes (Including 28,714 cast electronically)	0.08%
Votes invalid： 0 Votes (Including 0 cast electronically)	0%
Votes abstained： 116,517 Votes (Including 24,517 cast electronically)	0.32%

RESOLVED, that the above proposal was hereby approved as proposed.

Proposal 3: To discuss the amendment of the Company's " Procedures for Lending Funds to Other Parties " . (Proposal of the Board of Director)

Explanation: Pursuant to Article 3 of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies," the recipients of loans shall be limited to companies and firms with which the Company has business transactions or those in need of short-term financing. To ensure regulatory compliance and clearly define the eligible counterparties, partial amendments to the Company's "Procedures for Loaning of Funds to Others" are hereby proposed. For the comparison table of the amendments, please refer to Attachment 10 on page 59 of this manual.

Resolution: The Voting Results:

Shares represented at the time of voting：36,067,951 Votes Voting Results

Voting Results*	**% of Votes Held by Attending Shareholders**
Votes Cast in Favor: 35,920,713 Votes (Including 785,713 cast electronically)	99.59%
Votes against： 30,721 Votes (Including 30,721 cast electronically)	0.09%
Votes invalid： 0 Votes (Including 0 cast electronically)	0%
Votes abstained： 116,517 Votes (Including 24,517 cast electronically)	0.32%

RESOLVED, that the above proposal was hereby approved as proposed.

VI. Election Matters

Proposal 1: By-election of one director. (Proposed by the Board of Directors)

Explanation:

I. Mr. Lin, Hsiang-Jung, a director of the Company, passed away on February 13, 2026. Therefore, it is proposed to conduct a by-election for one director at this Annual Shareholders' Meeting.

II. In accordance with Article 192-1 of the Company Act and the Company's Articles of Association, the election of directors shall adopt a candidate nomination system, and the shareholders' meeting shall elect from the list of director candidates. The newly elected director shall take office immediately upon the completion of the election at the shareholders' meeting, with a term ending on April 8, 2027. The rights and obligations are the same as the second term of directors.

III The Company hereby instruct and authorized the Corporate Services Provider, Portcullis (Cayman) Ltd to update the Register of Directors and Officers to reflect the changes and file the same with the Registrar as prescribed by the Act after the new director is elected at the shareholders' meeting.

Director Candidate	1
Name	TSAI, CHIEN-SUNG Mr.
Identity Card Number	F12266○○○○
Shareholder account number	-.
Shareholding	0
Major Education	School of Medicine, National Defense Medical University. Visiting Scholar, Deutsches Herzzentrum Berlin
Current Position	Director General, Medical Affairs Bureau, Ministry of National Defense (Lieutenant General) Deputy Director General, Medical Affairs Bureau, Ministry of National Defense (Major General) Commander, Tri-Service General Hospital (Major General)
Experience	President, Taiwan Surgical Association. Professor, National Defense Medical Center Senior Attending Physician, Tri-Service General Hospital

VI. The proposal has been submitted for Election.

Election Result:

The list of the elected Director with votes received follows:

Title	ID	Name	Votes Received
Director	F12266xxxx	TSAI, Chien-Sung Mr.	35,760,947 Votes

Summary of Statement by Shareholder (Account No. 900001) :

1. What is the current progress of the Thailand plant? Could you provide an exact percentage?
2. How much monthly revenue is the Thailand plant expected to contribute?
3. What is the company's current R&D headcount, and what is its percentage of the total workforce?
4. I suggest advancing the financial results announcement date to the 5th of each month, rather than waiting until the 10th.

Chairman's Responses:

1. We aim to complete construction within the fourth quarter (Q4)—specifically before the end of October—with plans to commence mass production within Q4.
2. The Thailand plant was primarily established to align with our customers' diversified regional layouts. It currently accounts for approximately 10% of our total revenue, serving as a strategic preparation for future capacity expansion. As you know, Thailand has become a major manufacturing hub for servers and automotive electronics. Combined with our years of deep cultivation in the AI and server sectors, we anticipate growth this year. Moving forward, the Thailand plant will focus on automotive and server products, which will be manufactured locally and shipped directly to customers.
3. In the first half of this year, revenue for the first and second quarters fell short of expectations due to shortages of raw materials, such as memory components. Our total workforce across Taiwan, mainland China, and Hong Kong stands at approximately 760 employees, with the R&D team comprising about 85 to 90 personnel. We are still actively expanding the team and continuously developing new products.
4. (The Chairman instructed the Chief Financial Officer to respond): Regarding the schedule for financial data announcements, we will make every effort to publish them as early as possible in the future.

VII. Extemporary Motions

The Chairperson inquired of all shareholders present, and no extemporary motions were proposed.

VIII. End of the Meeting

The meeting was adjourned at 09:30 AM on June 9, 2026 (Tuesday).

Attachment 1

Business Report

In 2025, the global technology industry officially entered a new phase of structural growth, driven by the continuous advancement of key applications such as Artificial Intelligence (AI), High-Performance Computing (HPC), and automotive electronics. The rapid evolution of Generative AI technology, extending from cloud computing to edge devices, has synchronized the climbing demand for AI servers, AI PCs, smart terminals, and automotive electronics. This trend has pushed the overall power architecture toward high power density, high frequency, low loss, and miniaturization. The technical capabilities and manufacturing standards of key magnetic components, such as inductors, have become crucial factors affecting system performance and reliability.

Since 2025, global Generative AI technology has continued to evolve rapidly. Major established players and emerging contenders in key technology markets, including the United States and China, have successively launched high-performance and cost-effective AI modules and solutions, accelerating the implementation of AI technology across diverse application scenarios. In the future, if edge devices such as NBs and PCs are to be equipped with AI functions, their power supply architecture must evolve toward high efficiency, low loss, high reliability, and miniaturization. Consequently, the usage and technical barriers of key components like inductors will also increase.

Leveraging its long-term R&D strength in magnetic materials, molding processes, and high-power power applications, the Company continues to launch high-end inductor products that meet the requirements of AI servers, edge computing, and automotive electronics. The Company has successfully entered the supply chains of major global PC brands, system OEMs, and internationally renowned AI chip giants. Despite external environmental challenges such as raw material price fluctuations, geopolitical tensions, and supply chain adjustments, the Company has maintained operational flexibility and growth momentum, steadily advancing technical upgrades and market layout. Notably, the new production base in Thailand officially broke ground in January 2026, with plans to introduce fully automated smart production lines, expected to commence production in the second half of 2026. Through the advantages of production line automation and technical generation gaps, we precisely seize opportunities in a changing environment to maintain long-term and steady growth momentum for all shareholders.

The 2025 operating results, 2026 operating plans, and future development strategies are explained as follows:

I. 2025 Operating Results

(i) Operating Results

The Company's operating revenue for 2025 was NT$2,265,718 thousand, an increase of NT$65,478 thousand compared to NT$2,200,240 thousand in 2024, representing an increase of 2.98%. Net income for the current period was NT$414,511 thousand, a decrease of NT$101,112 thousand compared to the net income of NT$515,623 thousand in 2024, representing a decrease of 19.61%.

(ii) Analysis of Operating Income and Expenses, and Profitability

1. Operating Income and Expenses

Unit: NT$ thousands

Item	2025		2024		Increase (Decrease) Amount	Change(%)
	Amoun	%	Amoun	%		
Operating Revenue	2,265,718	100.00%	2,200,240	100.00%	65,478	2.98%
Operating Costs	911,367	40.22%	915,067	41.59%	-3,700	-0.40%
Operating Gross Profit	557,874	24.62%	544,197	24.73%	13,677	2.51%
Non-operating income and expenses	-45,230	-2.00%	129,607	5.89%	-174,837	-134.90%
Profit before tax	512,644	22.63%	673,804	30.62%	-161,160	-23.92%
Net Income	414,511	18.29%	515,623	23.43%	-101,112	-19.61%
EPS	8.29	-	11.41	-	-3.12	-27.36%

2 Profitability Analysis

Item	Analysis Item	2025	2024
Profitability Analysis	Return on Assets	10.05%	15.68%
	Return on Equity	14.12%	23.67%
	Net Margin	18.29%	23.43%

(iii) Budget Execution: Not applicable as the Company is not required to prepare financial forecasts.

(iv) Research and Development Status

1. Products and Technologies Completed in 2025

No.	Process Category	Application Description	Application Field
1	SMD Molding Inductors	Large-size, high-current molding inductors.	Power applications, output inductors.
2	High-density SMD Molding Inductors	Automotive high-density molding inductors, high inductance value, high reliability applications.	Automotive, Server applications.
3	SMD Molding TLV Inductors / Assembled TLVR Inductors	Server VR applications; transition from Ferrite assembly to molding process provides soft saturation characteristics, offering R&D designs greater flexibility. Next-generation TLVR products for servers.	AI Server, Server applications.
4	Assembled Power Module Inductors	Multi-winding inductors applicable to DC/DC multi-phase power applications; effectively reduces design area and increases PCB efficiency.	AI PC, Automotive, Multimedia.
5	Molding Dual Inductors	Dual inductor products for audio power amplifiers.	Automotive, Multimedia.
6	Low-profile High-density SMD Molding Inductors	Developed in collaboration with IC solution providers for power module inductors used in servers and AI computing boards.	AI GPU

2.Products and Technologies Currently Under Development

No	Process Category	Application Description	Application Field
1	Miniaturized Molding Inductors	Collaborating with highly integrated PMIC IC power solutions to effectively reduce design area and improve power density.	AI NB, Drones, Networking, Wearable devices.
2	High-power Copper-plate Molding Inductors	In response to the increasing demand for high current and dynamic loads in CPU and GPU power supplies, the winding of molding inductors has evolved from traditional wire-wound to copper plates to reduce copper loss and improve efficiency.	AI Server、PC
3	Molding Module Inductors	Collaborating with IC solution providers to develop molding inductors using new processes to integrate signal transmission and power conversion in power solutions, effectively enhancing power density and	MB, AI Server, Server, AI GPU.

No	Process Category	Application Description	Application Field
		reducing design difficulty.。	
4	HVDC High-power Power Assembled Magnetic Components	Developing high-insulation voltage power magnetic components (PFC inductors, transformers) for 800V DC high-power power applications.	HVDC Power、BBU
5	Anti-noise Molding Inductors	Developing anti-noise molding inductors by optimizing materials and processes to resolve LC resonance effects derived from next-generation dense power inductors.	MB, Server, Graphics cards.
6	Assembled High-power Power Magnetic Components	Next-generation power supply conversion magnetic components: PFC inductors, resonant inductors, transformers.	Automotive, Server, ATX Power Supply.

II. 2026 Operating Plan and Future Development Strategy

Looking ahead to 2026, the Company will continue to deepen its technical accumulation in AI computing infrastructure and energy management systems. Following the precise requirements for power supply architecture in global data centers, the Company has completed a comprehensive technical layout for the TLVR (Trans-inductor Voltage Regulator) series in line with the evolution of new-generation server platforms. Simultaneously, the Company is actively engaging in strategic collaborative development with world-renowned IC solution providers to offer highly integrated inductor solutions for next-generation Power Modules, assisting customers in achieving miniaturization goals for System-in-Package (SiP).

By providing diverse technical paths ranging from assembled to molding processes, and from discrete components to integrated modules, the Company can accurately meet customers' dual demands for high-performance computing and energy-saving indicators, steadily expanding its market presence in AI servers and mobile computing:

1. Standard Assembled TLVR: Providing stable and cost-competitive solutions through mature ferrite assembly processes.
2. ZB TLVR (Zero-bias Trans-inductor): Developing zero-bias technology for high-end AI computing environments, providing ultimate transient response without increasing additional bias power consumption.
3. Molding TLVR: Utilizing integrated packaging processes to achieve better miniaturization and magnetic shielding characteristics, adapting to high-density layout requirements.
4. Power Module Inductors: Developed in collaboration with IC manufacturers, featuring high power density and excellent EMI shielding performance, specifically designed for highly integrated power management modules.

(I) Target Application Fields

1. Server and High-Performance Computing (HPC) Market: In response to new platform solutions from major chip suppliers, the Company is promoting a series of products including ZB TLVR and Power Module Inductors. For next-generation CPU/GPU power requirements, the Company provides high-performance and high-reliability solutions through automated production lines and precision electrical testing equipment.
2. Development of Automotive High-power Molding Inductors: Fully establishing a product line for automotive-grade sizes from 6x6 to 15x10, flexibly addressing the design requirements of Advanced Driver Assistance Systems (ADAS) and powertrain systems.

(II) Product Development Directions

1. Performance Optimization and High Integration: Focusing on high frequency, high current resistance (e.g., demands over 1000A), and Low DCR (Direct Current Resistance) characteristics. Through close collaboration with IC manufacturers on reference designs, the Company develops low-profile inductors suitable for high-integration packaging to optimize system power density.
2. High Anti-noise Characteristic Products: Effectively mitigating LC resonance noise issues that may occur in high-frequency application environments through material formula adjustments and process improvements.
3. Smart Production Processes: Investing in fully automated production lines to reduce the impact of labor cost fluctuations and maintain stable quality output and global price competitiveness.

The Company's core direction for future product development, centered on the increasing demand for power conversion in the server and AI industries, includes: focusing on high frequency and low loss, miniaturized integration, high reliability, and thermal management optimization, while adapting to structural evolution and scenario-based needs. Details are as follows:

(i) Inductor R&D for AI Servers

AI servers place extreme demands on inductors due to soaring GPU and CPU power consumption (reaching 1400W per unit), power architectures shifting to 48V direct-to-core low voltage, and severe space and heat flow density constraints.

1. High Frequency, Low Loss, and Material Optimization:
   Inductors must adapt to high-frequency switching power supplies (500kHz to several MHz) and reduce losses to help power efficiency reach over 97%–98%.
   (1)Material Optimization: Developing new composite alloy materials and high-Bs iron-based powder cores to reduce core loss and allow products to operate at high temperature ranges.
   (2)Structural Optimization: Using flat wires or copper plate windings to reduce AC impedance and enhancing high-temperature molding processes to effectively suppress magnetic leakage and improve EMI.
2. Miniaturization, Integration, and Low DCR Design:
   Adapting to new circuit architectures for Vertical Power Delivery (VPD) and integrated power architectures to reduce PCB design space.
   (1)Process Upgrading: Developing multi-wire winding designs, module inductors, and micro inductors (from 3225 to 1005 sizes), using high-temperature molding processes to improve power density.
   (2)Low DCR Design: Selecting high-purity copper and optimizing winding structures to significantly lower DCR and reduce line loss under high current (1000A).
3. High Heat Dissipation and Anti-noise Inductor Design
   (1)Heat Dissipation Structure: Adapting to liquid cooling (immersion) designs and using thermal conductive/interface materials to shorten heat flow paths and enhance heat dissipation efficiency.
   (2)Anti-noise Design: Optimizing core materials and external structures to reduce LC resonance noise issues on the circuit.

(ii) Inductor R&D for High-power Power Conversion

High-power power conversion (e.g., new energy inverters, industrial power, data center HVAC) pursues high power density, efficiency, and reliability, adapting to medium-to-high voltages (e.g., 800V) and wide load ranges.

1. High Power Density and Topology Adaptation:
   Carrying high current (tens to hundreds of Amps) within limited volumes, adapting to interleaved PFC, LLC resonance, and other topologies.
   (1)Structural Innovation: Coupled inductor designs simplify multi-phase interleaved circuits, reducing component count and loss; integrated magnetic components (e.g., inductor-transformer) reduce volume and improve system integration.
   (2)Material Upgrading: Combining metal magnetic powder cores (e.g., Sendust, High

Flux) with molding processes to balance saturation magnetic flux density, loss, and cost, adapting to medium-to-high frequency high-power scenarios.

2. Low Loss and Energy Efficiency Improvement:
   Reducing no-load/load losses to meet energy efficiency standards.
   (1) Material Optimization: Replacing traditional ferrite with amorphous alloys for high-frequency transformers to reduce loss by more than 50%; employing gradient-functional multi-layer coating technology for powder cores to enhance thermal conductivity and insulation performance.
   (2) Modularization and Standardization: Aiming to reduce design complexity, enhance interchangeability and maintainability, and lower the development difficulty for engineers.

III. Impact of External Competitive Environment, Regulatory Environment, and Macroeconomic Environment

Regarding the rapid evolution of global Generative AI technology since 2025, with major tech giants and emerging stars in markets like the U.S. and China launching high-performance and cost-effective AI modules, the Company believes this trend will continue to drive the popularization of AI across diverse scenarios and expand the overall market scale of the AI component supply chain. In the future, power architectures for edge devices (including NBs and PCs), servers, and automotive electronics will continue to evolve toward high efficiency, low loss, high reliability, and miniaturization. Consequently, market demand and technical barriers for key magnetic components like inductors will increase simultaneously.

Leveraging its R&D foundation and process integration capabilities, the Company has established a diverse product portfolio and successfully positioned itself in AI PC, server, and automotive electronics applications, possessing a solid market foundation and clear growth momentum. Moving forward, the Company will continue to deepen its core technologies, expand AI and server-related product lines, advance automotive-grade high-power inductor series, and gradually expand capacity to meet market demand.

Looking ahead, the trend of high-performance power architecture upgrades driven by AI, servers, and automotive electronics will continue to raise the market demand and technical threshold for high-end inductors and magnetic components. As 48V architecture, Vertical Power Delivery (VPD), high power density, and liquid cooling become mainstream, suppliers with capabilities in material R&D, process integration, and system application will gain medium-to-long-term growth advantages.

Trio Technology will continue to focus on core technologies such as high frequency and low loss, miniaturized integration, high reliability, and automated manufacturing, deepening cooperative relationships with international customers. Simultaneously, the Company will prudently respond to changes in global regulations and supply chains, optimizing capacity allocation and operational efficiency to strengthen overall competitiveness.

In terms of regulatory compliance, corporate governance, and Environmental, Social, and Governance (ESG), the Company continues to follow relevant laws and regulations, implementing internal control and risk management mechanisms. Currently, no major regulatory changes or ESG-related factors have had a significant adverse impact on the Company's operations.

Under the collective efforts of all employees, the Company will continue to expand its technical leadership and market footprint, steadily promoting revenue and profit growth, creating long-term growth value for all shareholders, and moving toward becoming a key globally competitive supplier in the field of high-end power magnetic components.

Chairman: Lin, Huo-Li

President: Lin, Huo-Li

Chief Accounting Officer: Tsao, Yun-Hua

Attachment 2

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the "Ethical Corporate Management Best Practice Principles"

Amended Articles	Current Articles	Explanation
Article 1: Purpose and Scope The Principles are established to implement a corporate culture of integrity, ensure sound development, and establish a good commercial operation environment. The scope of these Principles extends to subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50% of the total assets, and other institutions or legal entities under the Company's substantial control (hereinafter referred to as "group enterprises and organizations").	**Article 1: Purpose and Scope** The Principles are established to implement a corporate culture of integrity, ensure sound development, and establish a good commercial operation environment. The scope of these Principles extends to subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50% of the total assets, and other institutions or legal entities under the Company's substantial control (hereinafter referred to as "group enterprises and organizations"). ~~**During the period when the Company's shares are publicly issued or listed on the TWSE/TPEx in the R.O.C. (the "Listing Period"), matters shall be handled in accordance with these Principles, unless otherwise provided by laws or the Articles of Association.**~~	As the Company is already a listed company, the provision regarding the "Listing Period" is deleted.
Article 7: Scope of Prevention Programs The Company shall **establish a risk assessment mechanism for unethical conduct, periodically** analyze **and evaluate** business	**Article 7: Scope of Prevention Programs** ~~**When establishing prevention programs**~~, the Company shall analyze business activities within its business scope that carry a higher	Amended in accordance with Article 7 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM

Amended Articles	Current Articles	Explanation
activities within its business scope that carry a higher risk of unethical conduct**, formulate prevention programs accordingly, and regularly review the adequacy and effectiveness of such programs.** The prevention programs established by the Company shall at least include preventive measures against the following conduct: (Omitted below)	risk of unethical conduct~~ and strengthen relevant preventive measures~~. The prevention programs established by the Company shall at least include preventive measures against the following conduct: (Omitted below)	Listed Companies" dated May 23, 2019.
Article 14: Prohibition against Infringement of Intellectual Property Rights The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with intellectual property laws and regulations, the Company's internal operating procedures, and contractual provisions. No use, disclosure, disposal, or destruction of intellectual property, or any other act that infringes upon intellectual property rights, shall be committed without the consent of the intellectual property owner.	**Article 14: ~~Prevention of~~ Infringement of Intellectual Property Rights** The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with intellectual property laws and regulations, the Company's internal operating procedures, and contractual provisions. No use, disclosure, disposal, or destruction of intellectual property, or any other act that infringes upon intellectual property rights, shall be committed without the consent of the intellectual property owner.	Amended in accordance with Article 14 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" dated May 23, 2019.
Article 17: Organization and Responsibility The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of a good administrator to urge the Company to prevent unethical conduct and shall review the implementation results and strive for continuous	**Article 17: Organization and Responsibility** The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of a good administrator to urge the Company to prevent unethical conduct and shall review the implementation results and strive for continuous	1. Defined the responsible unit in accordance with the scoring guidelines of Indicator 4.2 of the

Amended Articles	Current Articles	Explanation
improvement to ensure the fulfillment of ethical management policies. For the sound management of ethical conduct, the **Finance Center** of the Company shall be responsible for formulating and supervising the ethical management policies and prevention programs, **shall primarily oversee the following matters,** and shall report to the Board of Directors at least once a year**.** **I. Assist in incorporating integrity and ethical values into the Company's business strategy, and formulate relevant anti-fraud measures in accordance with laws and regulations to ensure ethical management.** **II. Periodically analyze and evaluate the risk of unethical conduct within the business scope, and based on such evaluations, establish prevention programs, standard operating procedures, and behavioral guidelines for related business operations.** **II. Periodically analyze and evaluate the risk of unethical conduct within the business scope, and based on such evaluations, establish prevention programs, standard operating procedures, and behavioral guidelines for related business operations.** **IV.Promote and coordinate**	improvement to ensure the fulfillment of ethical management policies. For the sound management of ethical conduct, the ~~**designated unit**~~ of the Company shall be responsible for formulating and supervising the ethical management policies and prevention programs, and shall report to the Board of Directors at least once a year.	Corporate Governance Evaluation. 2. Amended in accordance with Article 17 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" dated May 23, 2019.

Amended Articles	Current Articles	Explanation
awareness training and education for ethical management policies. **V. Plan the whistle-blowing system and ensure its effective implementation.** **VI. Assist the Board and management in auditing and evaluating the effectiveness of preventive measures, periodically assess compliance within relevant business processes, and prepare reports.**		
Article 22:Training and Evaluation **The Chairman, President, or senior management of the Company shall periodically communicate the importance of integrity to directors, employees, and mandataries.** The Company shall periodically organize training and awareness sessions for directors, managers, employees, mandataries, and substantial controllers... The Company shall integrate ethical management policies with employee performance appraisals and human resources policies, and establish clear and effective reward and punishment systems.	**Article 22:Training and Evaluation** The Company shall periodically organize training and awareness sessions for directors, managers, employees, mandataries, and substantial controllers... The Company shall integrate ethical management policies with employee performance appraisals and human resources policies, and establish clear and effective reward and punishment systems.	Amended in accordance with Article 22 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" dated May 23, 2019.。
Article 23:Whistle-Blowing System The Company shall establish a whistle-blowing system for violations of ethical management, covering the following: 1. Establish and publicize an independent internal whistle-	**Article 23:Whistle-Blowing System** The Company shall establish a whistle-blowing system for violations of ethical management, covering the following: 1. Establish and publicize an independent internal whistle-	Amended in accordance with Article 23 of the "Ethical Corporate Management Best Practice

Amended Articles	Current Articles	Explanation
blowing mailbox and hotline... 2. Appoint dedicated personnel or units to handle whistle-blowing; if the case involves a director or senior management, it shall be reported to the Independent Directors. **3. Establish follow-up measures based on the severity of the case, and if necessary, report to the competent authority or refer to judicial authorities for investigation.** **4.** Records and preservation of case handling, investigation, and results. **5.** Confidentiality of the whistle-blower's identity and content. **6.** Measures to protect whistle-blowers from inappropriate treatment. **7. Reward measures for whistle-blowers.** If a major violation or risk of significant loss to the Company is discovered, the dedicated personnel or unit shall immediately prepare a report and notify the Independent Directors in writing.	blowing mailbox and hotline... 2. Appoint dedicated personnel or units to handle whistle-blowing; if the case involves a director or senior management, it shall be reported to the Independent Directors. ~~3~~. Records and preservation of case handling, investigation, and results. ~~4.~~ Confidentiality of the whistle-blower's identity and content. ~~5.~~ Measures to protect whistle-blowers from inappropriate treatment. If a major violation or risk of significant loss to the Company is discovered, the dedicated personnel or unit shall immediately prepare a report and notify the Independent Directors in writing.	Principles for TWSE/GTSM Listed Companies" dated May 23, 2019.
Article 25: Information Disclosure The Company **shall establish quantitative data for promoting ethical management and** disclose the implementation of its Ethical Corporate Management Best Practice Principles on the Company's website, in annual reports, and in prospectuses.	**Article 25: Information Disclosure** The Company shall disclose the implementation of its Ethical Corporate Management Best Practice Principles on the Company's website, in annual reports, and in prospectuses.	Amended in accordance with Article 25 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM

Amended Articles	Current Articles	Explanation
		Listed Companies" dated May 23, 2019.
Article 27: Implementation When these Principles are submitted to the Board for discussion, the opinions of each Independent Director shall be fully considered... The Principles shall be implemented after approval by the Board of Directors and reported to the Shareholders' Meeting; **the same shall apply to any amendments.**	**Article 27: Implementation** When these Principles are submitted to the Board for discussion, the opinions of each Independent Director shall be fully considered... The Principles shall be implemented after approval by the Board of Directors and reported to the Shareholders' Meeting; ~~**future amendments may be made by a resolution of the Board of Directors.**~~	Clearly defined the authority for amending these Principles.。

Attachment 3

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the "Sustainable Development Best Practice Principles"

Amended Articles	Current Articles	Explanation
Article 1 The Company fulfills its corporate social responsibility and promotes economic, environmental, and social progress to achieve the goal of sustainable development; and accordingly manages the risks and impacts on the economy, environment, and society. These Principles are formulated with reference to the "Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies" and relevant laws and regulations for compliance.	**Article 1** The Company fulfills its corporate social responsibility and promotes economic, environmental, and social progress to achieve the goal of sustainable development; and accordingly manages the risks and impacts on the economy, environment, and society. These Principles are formulated with reference to the "Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies" and relevant laws and regulations for compliance. ~~**During the period when the Company's shares are primary listed on the TWSE/TPEx in the R.O.C. (the "Listing Period"), matters shall be handled in accordance with these Principles, unless otherwise provided by laws or the Articles of Association.**~~	As the Company is already a listed company, the provision regarding the "Listing Period" is deleted.
Article 15 The Company considers the impact of its operations on ecological efficiency, promotes and advocates the concept of sustainable consumption, and engages in R&D, procurement, production, operations, and service activities in accordance	**Article 15** The Company considers the impact of its operations on ecological efficiency, promotes and advocates the concept of sustainable consumption, and engages in R&D, procurement, production, operations, and service activities in accordance	Added in accordance with the announcement (Ref. No. Tai-Zheng-Zhi-Li-Zi-1140016118) issued by the Taiwan Stock

Amended Articles	Current Articles	Explanation
with the following principles to reduce the impact of its operations on the natural environment, **organisms**, and humanity: 1. Reduce the consumption of resources and energy in products and services. 2. Reduce emissions of pollutants, toxins, and waste, and properly dispose of waste. 3. Enhance the recyclability and reusability of raw materials or products. 4. Maximize the sustainable use of renewable resources. 5. Extend the durability of products. 6. Increase the efficiency of products and services. **7. Enhance the conservation of marine or terrestrial biodiversity and ecosystems, the sustainable use of resources, and fair and equitable benefits.**	with the following principles to reduce the impact of its operations on the natural environment and humanity: 1. Reduce the consumption of resources and energy in products and services. 2. Reduce emissions of pollutants, toxins, and waste, and properly dispose of waste. 3. Enhance the recyclability and reusability of raw materials or products. 4. Maximize the sustainable use of renewable resources. 5. Extend the durability of products. 6. Increase the efficiency of products and services.	Exchange Corporation (TWSE) on September 2, 2025.
Article 21 The Company shall create a favorable environment for the career development of its employees and establish effective training programs for career capability development. **The Company shall establish industry-academia collaboration programs to cultivate seed talents for the industry.** The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave, and other welfare benefits), and appropriately	**Article 21** The Company shall create a favorable environment for the career development of its employees and establish effective training programs for career capability development. The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave, and other welfare benefits), and appropriately	Amended by adding the provisions in accordance with the TWSE announcement No. Tai-Zheng-Zhi-Li-Zi-1140016118 dated September 2, 2025.

Amended Articles	Current Articles	Explanation
reflect business performance or achievements in employee remuneration to ensure the recruitment, retention, and motivation of human resources, thereby achieving the goal of sustainable operations.	reflect business performance or achievements in employee remuneration to ensure the recruitment, retention, and motivation of human resources, thereby achieving the goal of sustainable operations.	
Article 27-1 **The Company continuously injects resources into cultural and arts activities or cultural and creative industries through donations, sponsorships, investments, procurements, strategic cooperation, corporate volunteer technical services, or other supportive models to promote cultural development.**		Added in accordance with the amended announcement (Ref. No. Tai-Zheng-Zhi-Li-Zi-1110024366) issued by the TWSE on December 23, 2022.

Attachment 4

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the "Rules of Procedure for Board of Directors Meetings"

Amended Articles	Current Articles	Explanation
Article 1 (Basis for Adoption) To establish a strong governance system and sound supervisory functions, and to strengthen the management capabilities of the Board of Directors, these Rules are hereby adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.	**Article 1 (Basis for Adoption)** To establish a strong governance system and sound supervisory functions, and to strengthen the management capabilities of the Board of Directors, these Rules are hereby adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies ~~**of the jurisdiction where the securities are issued**~~.	Amended based on the Company's actual operational needs, the Taiwan Stock Exchange (TWSE) letter No. Tai-Zheng-Zhi-Li-Zi-1130015652 dated August 23, 2024, and the reference example of the "Audit Committee Charter."
Article 2 (Scope of Application) The rules of procedure for the Company's Board of Directors meetings, including its main agenda items, operational procedures, items to be recorded in the meeting minutes, public announcements, and other compliance matters, shall be handled in accordance with these Rules, provided that they comply with relevant laws and the Company's Articles of Incorporation.	**Article 2 (Scope of Application)** The rules of procedure for the Company's Board of Directors meetings, including its main agenda items, operational procedures, items to be recorded in the meeting minutes, public announcements, and other compliance matters, shall be handled in accordance with these Rules, subject to relevant laws and the Company's Articles of Incorporation ~~**For the preceding paragraph, if the Company has not yet issued securities outside its home country, these Rules may be formulated by incorporating relevant laws and regulations of the location where**~~	Same as above.

Amended Articles	Current Articles	Explanation
	~~**the securities are issued (as necessary), provided that they do not violate the Company's Articles of Incorporation and relevant laws of the Company's location..**~~	
Article 3 (Convening and Notice of Meetings) The Board of Directors of the Company shall meet at least once a quarter. ... (Omitted below)	**Article 3 (Convening and Notice of Meetings)** The Board of Directors of the Company shall meet at least once a quarter. ... (Omitted below) ~~**During the non-listing period, the aforementioned convening notice may be given to each director 48 hours in advance in accordance with Article 88 of the Company's Articles of Incorporation. The notice of the meeting may be waived with the consent of all directors before, during, or after the meeting.**~~	Same as above.
Article 4 (Meeting Notice and Materials) The agenda affairs unit designated by the Board of Directors is the Finance Department. The agenda affairs unit shall draft the agenda items and provide sufficient meeting materials, which shall be sent together with the convening notice. If a director deems the meeting materials insufficient, they may request the agenda affairs unit to supplement them, and the agenda affairs unit shall provide them within five days, and no later than the date of the meeting.	**Article 4 (Meeting Notice and Materials)** The agenda affairs unit designated by the Board of Directors is the Finance Department. The agenda affairs unit shall draft the agenda items and provide sufficient meeting materials, which shall be sent together with the convening notice. If a director deems the meeting materials insufficient, they may request the agenda affairs unit to supplement them, and ~~**if during the listing period,**~~ the agenda affairs unit shall provide them within five days, and no later than the date of the	Same as above.

Amended Articles	Current Articles	Explanation
... (Omitted below)	meeting. ... (Omitted below)	
Article 4-1 (Standard Operating Procedures for Handling Directors' Requests) ... (Omitted above) The Company shall appoint a corporate governance officer. All directors of the Company may request assistance from the corporate governance officer or the agenda affairs unit to ensure that the exercise of directors' powers and the Board procedures comply with all applicable laws and rules, and to ensure good information exchange among Board members and between directors and the management. ... (Omitted below)	**Article 4-1 (Standard Operating Procedures for Handling Directors' Requests)** ... (Omitted above) The Company shall appoint a corporate governance officer ~~**during the listing period**~~. All directors of the Company may request assistance from the corporate governance officer or the agenda affairs unit to ensure that the exercise of directors' powers and the Board procedures comply with all applicable laws and rules, and to ensure good information exchange among Board members and between directors and the management. ... (Omitted below)	Same as above.
Article 8: Reference Materials, Attendees, and Convening of Board of Directors Meetings When a meeting of the Board of Directors is convened, the department handling the proposal or the agenda affairs unit designated by the Board of Directors shall prepare relevant materials for the attending directors' reference at any time. When convening a Board meeting, personnel from relevant departments or subsidiaries may be notified to attend depending on the content of the agenda items. When necessary, certified public accountants, attorneys, or other professionals may also be invited to attend the meeting	**Article 8: Reference Materials, Attendees, and Convening of Board of Directors Meetings** When a meeting of the Board of Directors is convened, the department handling the proposal or the agenda affairs unit designated by the Board of Directors shall prepare relevant materials for the attending directors' reference at any time. When convening a Board meeting, personnel from relevant departments or subsidiaries may be notified to attend depending on the content of the agenda items. When necessary, certified public accountants, attorneys, or other professionals may also be invited to attend the meeting	Same as above.

Amended Articles	Current Articles	Explanation
and provide explanations. However, they shall leave the meeting during discussion and voting. When the time for a meeting has arrived and more than half of all directors are present, the chair shall immediately call the meeting to order. If a majority of the directors are not yet present, the chair may announce the postponement of the meeting **on the same day** and the postponements shall be limited to twice. If the quorum is still not met after two postponements, the chair may reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The term "all directors" in the preceding paragraph shall be calculated based on those currently in office.	and provide explanations. However, they shall leave the meeting during discussion and voting. When the time for a meeting has arrived and more than half of all directors are present, the chair shall immediately call the meeting to order. If a majority of the directors are not yet present, the chair may announce the postponement of the meeting, and the postponements shall be limited to twice. If the quorum is still not met after two postponements, the chair may reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The term "all directors" in the preceding paragraph shall be calculated based on those currently in office.	
Article 11 (Discussion of Agenda Items) The Board of Directors shall proceed with the agenda in the scheduled order... However, it may be changed with the consent of more than half of the directors present. The chair may not declare the meeting adjourned without the consent of more than half of the directors present. During the meeting, if the number of directors present falls below half of	**Article 11 (Discussion of Agenda Items)** The Board of Directors shall proceed with the agenda in the scheduled order... However, it may be changed with the consent of more than half of the directors present. The chair may not declare the meeting adjourned without the consent of more than half of the directors present. During the meeting, if the number of directors present falls below half of	Same as above.

Amended Articles	Current Articles	Explanation
the attending directors, upon the motion of a present director, the chair shall declare a suspension of the meeting, and the provisions of Article 8, paragraph 3 shall apply mutatis mutandis. **During the meeting, if the chair is unable to preside over the meeting for any reason or fails to declare the meeting adjourned in accordance with paragraph 2, the election of an acting chair shall apply mutatis mutandis to the provisions of Article 7, paragraph 3.**	the attending directors, upon the motion of a present director, the chair shall declare a suspension of the meeting, and the provisions of Article 8, paragraph 3 shall apply mutatis mutandis.	
Article 12 The following matters shall be submitted to the Board of Directors for discussion: 1 to 5... (omitted) **6.** The appointment or discharge of a financial, accounting, or internal audit officer. **7.** A donation to a related party or a major donation to a non-related party. However, a public-interest donation for disaster relief in a major natural disaster may be retroactively recognized by the next Board meeting. **8**. Any matter that, under Article 14-3 of the Securities and Exchange Act, or other laws, regulations, or the Articles of Incorporation, shall be resolved by the shareholders'	**Article 12** The following matters shall be submitted to the Board of Directors for discussion: 1 to 5... (omitted) ~~**6. Election or discharge of the Chairman of the Board.**~~ ~~**7.** The appointment or discharge of a financial, accounting, or internal audit officer. ~~**8.** A donation to a related party or a major donation to a non-related party. However, a public-interest donation for disaster relief in a major natural disaster may be retroactively recognized by the next Board meeting. ~~**9.** Any matter that, under Article 14-3 of the Securities and Exchange Act, or other laws, regulations, or the Articles of Incorporation, shall be resolved by the shareholders'	Same as above.

Amended Articles	Current Articles	Explanation
meeting or the Board of Directors meeting, or any material matter as prescribed by the competent authority. The "related party" in subparagraph **7** of the preceding paragraph refers to a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers; .. (omitted below)	meeting or the Board of Directors meeting, or any material matter as prescribed by the competent authority. The "related party" in subparagraph **~~8~~** of the preceding paragraph refers to a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers; ... (omitted below)	
Article 16: Meeting Minutes and Signatures The discussions at the Company's Board of Directors meetings shall be recorded in the meeting minutes. The minutes shall fully and accurately record the following items: ... (omitted below) If any of the following circumstances apply to a matter resolved by the Board of Directors, in addition to being recorded in the meeting minutes, a public announcement and filing shall be made on the Market Observation Post System (MOPS) designated by the competent authority within two days from the date of the meeting:	**Article 16: Meeting Minutes and Signatures** The discussions at the Company's Board of Directors meetings shall be recorded in the meeting minutes. The minutes shall fully and accurately record the following items: ... (omitted below) **~~If the Company complies with the relevant laws and regulations of the location where the securities are issued and the requirements of the competent authority, and~~** if any of the following circumstances apply to a matter resolved by the Board of Directors, in addition to being recorded in the meeting minutes, a public announcement and filing shall be made on the Market Observation Post System (MOPS) designated by the competent authority within two days from the date of the meeting:	Same as above.
Article 17: Principles of Board Authorization Except for the matters that must be submitted to the Company's Board of Directors for discussion under	**Article 17: Principles of Board Authorization** Except for the matters that must be submitted to the Company's Board of Directors for discussion under	Same as above.

Amended Articles	Current Articles	Explanation
Article 12, paragraph 1, when the Board of Directors **authorizes the exercise of its powers**, the content of the authorization shall be handled in accordance with the Company's relevant regulations, Articles of Incorporation, resolutions of the shareholders' meeting, resolutions of the Board of Directors, or legal provisions.	Article 12, paragraph 1, ~~**during the recess of the Board of Directors**~~, the content of the authorization shall be handled in accordance with the Company's relevant regulations, Articles of Incorporation, resolutions of the shareholders' meeting, resolutions of the Board of Directors, or legal provisions.	
None	**Article 18** ~~**The election or discharge of the Chairman of the Board shall apply mutatis mutandis to the provisions of Article 3, paragraph 4.**~~	Same as above.
Article 18 (Supplementary Provisions)	**Article 19 (Supplementary Provisions)**	Same as above.

Attachment 5

TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD

Audit Committee's Audit Report

The Board of Directors has prepared the Company's 2025 Business Report and Consolidated Financial Statements, among which the Consolidated Financial Statements have been audited by Deloitte & Touche. The aforementioned Business Report and Consolidated Financial Statements have been examined by the Audit Committee and found no discrepancies. Pursuant to the relevant provisions of the Securities and Exchange Act and the Company Act, we hereby submit this report for your acknowledgment.

To

The 2026 Annual Shareholders' Meeting of

Trio Technology International Group Co., Ltd.

Trio Technology International Group Co., Ltd.

Convener of the Audit Committee: Chen, Chia-Yu

March 12, 2026

Attachment 6

Independent Auditors' Report

The Board of Directors and Shareholders
Trio Technology International Group Co., Ltd.

Opinion

We have audited the Consolidated Balance Sheets of Trio Technology International Group Co., Ltd. and its subsidiaries (the "Group") as of December 31, 2025 and 2024, and the Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, and Consolidated Statements of Cash Flows for the years then ended, and Consolidated Financial Statements (including a summary of significant accounting policies).

In our opinion, the accompanying Consolidated Financial Statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, 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 (IFRS), International Accounting Standards (IAS), International Financial Reporting Interpretations (IFRIC), and Statement on Internal Control (SIC) endorsed and issued into effect by the Financial Supervisory Commission of Republic of China.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Auditing Standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for Audit for the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with International Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with the

requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for year 2025. 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 matter for Group’s Year 2025 Consolidated Financial Statements are stated as follows:

The Group's sales not conducted through the HUB warehouse accounted for 55% of the consolidated Operating revenue in Year 2025. Compared to HUB warehouse sales, which have standardized third-party delivery confirmation mechanisms, sales not conducted through HUB warehouse involve more varied transaction conditions. Therefore, we have identified the authenticity of Sales revenue not conducted through the HUB warehouse in 2025 as a Key audit matter. For information related to the Sales revenue recognition policy, please refer to Note 4 of the Consolidated Financial Statements.

Our audit procedures included understanding the design and implementation of the Group's internal controls related to sales revenue recognition and sales returns, examining documentation for sales revenue and returns, sampling non-HUB warehouse sales transactions, and testing for significant sales returns in the subsequent period to confirm the authenticity of these transactions.

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

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal controls 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 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 are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for Auditing 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 it is not a guarantee that an audit conducted in accordance with the Standards on Auditing of 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.

We exercise professional judgment and maintain professional skepticism throughout the audit in accordance with Auditing Standards. 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 Company's internal control.

3. Evaluate the appropriateness of the accounting policies used and the reasonableness of the 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 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 Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the Group. 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 the matters that were of most significance in the audit of the Group's Year 2025 Consolidated Financial Statements and are therefore the Key audit matters. We describe these matters in our auditors' report unless law or regulation

precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Wu, Ke-Chang and Chang, Chih-Yi.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 12, 2026

Trio Technology International Group Co., Ltd. and subsidiaries

Consolidated Balance Sheets

As of December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2025 Amount	%	December 31, 2024 Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	$ 717,589	16	$ 1,033,514	26
1136	Current financial assets at amortized cost (Notes 4, 7 and 26)	115,608	3	138,543	3
1170	Notes receivable and accounts receivable (Notes 4, 8 and 26)	830,491	19	904,614	23
1200	Other receivables (Note 4)	3,559	-	6,123	-
1220	Income tax assets for the current period (Note 21)	-	-	2,340	-
130X	Inventories (Notes 4 and 9)	334,204	7	381,794	10
1470	Other current assets (Note 14)	32,118	1	44,333	1
11XX	Total current assets	2,033,569	46	2,511,261	63
	Non-current assets				
1600	Property, plant and equipment (Notes 4, 11 and 26)	1,883,384	42	999,472	25
1755	Right-of-use assets (Notes 4, 12 and 26)	225,883	5	103,756	3
1760	Investment properties (Notes 4 and 13)	-	-	9,666	-
1780	Other intangible assets, net (Notes 4)	5,445	-	6,034	-
1840	Deferred tax assets (Notes 4 and 21)	39,254	1	23,665	1
1900	Other non-current assets (Note 14)	263,184	6	317,920	8
15XX	Total non-current assets	2,417,150	54	1,460,513	37
1XXX	Total assets	$ 4,450,719	100	$ 3,971,774	100
Code	Liability and equity				
	Current liabilities				
2100	Short-term borrowings (Notes 15, 25 and 26)	$ 537,780	12	$ 50,000	1
2170	Notes and accounts payable	273,865	6	387,349	10
2200	Other payables (Note 16)	330,386	7	318,568	8
2230	Income tax liabilities for the current period (Notes 4 and 21)	152,889	4	135,889	3
2280	Lease liabilities - current (Notes 4 and 12)	20,103	1	17,787	1
2320	Current portion of long-term borrowings (Notes 15, 25 and 26)	4,212	-	4,179	-
2399	Other current liabilities	3,485	-	7,132	-
21XX	Total current liabilities	1,322,720	30	920,904	23
	Non-current liabilities				
2540	Long-term borrowings (Notes 15, 25 and 26)	65,391	2	69,603	2
2570	Deferred tax liabilities (Notes 4 and 21)	460	-	5,391	-
2580	Lease liabilities - non-current (Notes 4 and 12)	61,908	1	76,323	2
2630	Deferred revenue (Note 4)	15,698	-	11,455	-
2670	Other non-current liabilities	63	-	1,429	-
25XX	Total non-current liabilities	143,520	3	164,201	4
2XXX	Total liability	1,466,240	33	1,085,105	27
	Equity attributable to owners of the company (Notes 4 and 18)				
3110	Ordinary share	500,000	11	500,000	13
3200	capital surplus	1,202,283	27	1,202,283	30
3350	Unappropriated retained earnings	1,270,216	29	1,155,705	29
3410	Exchange differences on translation of foreign financial statements	11,980	-	28,681	1
3XXX	Total equity	2,984,479	67	2,886,669	73
	Total liabilities and equity	$ 4,450,719	100	$ 3,971,774	100

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

Trio Technology International Group Co., Ltd. and subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

Unit: NTD thousand, provided that Earnings per share is in NT$

Code		2025 Amount	2025 %	2024 Amount	2024 %
4000	Operating revenue (Notes 4 and 19)	$ 2,265,718	100	$ 2,200,240	100
5110	Operating costs (Notes 4 and 9)	1,354,351	60	1,285,173	59
5900	Gross profit from operations	911,367	40	915,067	41
	Operating expenses (Note 25)				
6100	Selling expenses	77,475	3	93,721	4
6200	General and administrative expenses	201,843	9	214,734	10
6300	Research and development expenses	74,454	3	61,896	3
6450	Expected credit impairment (reversal gain) loss (Note 8)	(279)	-	519	-
6000	Total operating expenses	353,493	15	370,870	17
6900	Operating profit	557,874	25	544,197	24
	Non-operating income and expenses (Note 20)				
7100	Interest revenue	12,495	1	15,237	1
7010	Other income	15,395	1	20,298	1
7020	Other gains and losses	(61,985)	(3)	111,523	5
7050	Finance costs	(11,135)	(1)	(17,451)	(1)
7000	Total non-operating income and expenses	(45,230)	(2)	129,607	6
7900	Profit before tax	512,644	23	673,804	30
7950	Tax expense (Notes 4 and 21)	(98,133)	(4)	(158,181)	(7)
8200	Profit (loss) for the year	414,511	19	515,623	23

(Continued)

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Code		2025 Amount	2025 %	2024 Amount	2024 %
	Other comprehensive income				
8361	Exchange differences on translation of foreign financial statements (Note 18)	($ 16,701)	(1)	$ 39,215	2
8300	Other comprehensive income (loss), net of income tax	(16,701)	(1)	39,215	2
8500	Total comprehensive income	$ 397,810	18	$ 554,838	25
	Earning per share (Note 22)				
	From continuing operations				
9710	Basic	$ 8.29		$ 11.41	
9810	Diluted	$ 8.25		$ 11.41	

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

Trio Technology International Group Co., Ltd. and subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code		Ordinary shares	Capital surplus	Retained earnings		Exchange differences on translation of the financial statements of foreign operations	Total
				Legal reserve	Unappropriated retained earnings		
A1	Balance at January 1, 2024	$ 440,000	$ 220,000	$ -	$ 820,482	($ 10,534)	$ 1,469,948
	Appropriation of 2023 earnings:						
B5	Cash dividends (Note 18)	-	-	-	(180,400)	-	(180,400)
N1	Employee stock options (Note 20)	-	866	-	-	-	866
E1	Issuance of ordinary shares for cash (Note 18)	60,000	981,417	-	-	-	1,041,417
D1	Net profit for the year ended December 31, 2024	-	-	-	515,623	-	515,623
D3	Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	39,215	39,215
D5	Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	515,623	39,215	554,838
Z1	Balance at December 31, 2024	500,000	1,202,283	-	1,155,705	28,681	2,886,669
	Appropriation of 2024 earnings:						
B1	Legal reserve	-	-	51,562	(51,562)	-	-
B5	Cash dividends (Note 18)	-	-	-	(300,000)	-	(300,000)
D1	Net profit for the year ended December 31, 2025	-	-	-	414,511	-	414,511
D3	Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	(16,701)	(16,701)
D5	Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	414,511	(16,701)	397,810
Z1	Balance at December 31, 2025	$ 500,000	$ 1,202,283	$ 51,562	$ 1,218,654	$ 11,980	$ 2,984,479

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

Trio Technology International Group Co., Ltd. and subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code		2025	2024
	Cash flows from operating activities		
A10000	profit before tax	$ 512,644	$ 673,804
A20010	Reconcile profit item		
A20100	Depreciation expense	139,251	121,790
A20200	Amortization expense	3,191	1,823
A20300	Expected credit impairment loss (reversal gain)	(279)	519
A20400	Net loss on financial assets at Fair value	1,024	-
A20900	Finance costs	11,135	17,451
A21200	Interest revenue	(12,495)	(15,237)
A21900	Share-based payments	-	866
A22500	Losses on disposals of property, plant and equipment	302	1,277
A22800	Losses on disposals of intangible assets other than goodwill	-	6
A23800	Inventories write-down and obsolescence loss (reversal gain)	11,763	(13,651)
A29900	Gain from lease modifications	(6)	-
A29900	Long-term deferred revenue amortization	(3,142)	(2,263)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	701	(6,063)
A31150	Accounts receivable	73,710	(222,823)
A31180	Other receivables	(507)	(245)
A31200	Inventories	35,582	(115,615)
A31240	Other current assets	12,215	(26,268)
A31990	Other non-current assets	793	867
A32130	Notes payable	-	(275)
A32150	Accounts payable	(113,484)	169,057
A32180	Other payables	963	99,883
A32230	Other current liabilities	(3,647)	4,135
A32250	Deferred Revenue	7,614	5,960
A33000	Cash inflow generated from operations	677,328	694,998
A33300	Interest paid	(7,968)	(14,311)

(Continued)

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Code		2025	2024
A33100	Interest received	$ 15,566	$ 12,979
A33500	Income taxes paid	(99,313)	(188,825)
AAAA	Net cash flows from operating activities	585,613	504,841
	Cash flows from (used in) investing activities		
B00100	Disposal of financial assets at Fair value	(1,024)	-
B00040	Acquisition of financial assets at amortized cost	(201,610)	(382,402)
B00050	Proceeds from disposal of financial assets at amortized cost	224,545	477,605
B02700	Purchase of Property, plant, and equipment	(1,094,246)	(550,762)
B02800	Proceeds from disposal of property, plant, and equipment price	1,141	14
B03700	Refundable deposit	18,372	(15,436)
B04500	Purchase of Intangible assets	(2,696)	(5,946)
B05400	Purchase of investment property	-	(686)
BBBB	Net cash flows used in investing activities	(1,055,518)	(477,613)
	Cash flows from financing activities		
C00100	Increase in short-term loans	1,179,095	1,108,507
C00200	Decrease in short-term loans	(692,771)	(1,631,174)
C01600	Proceeds from long-term debt	-	53,220
C01700	Repayments of long-term debt	(4,179)	(3,709)
C04020	Payments of lease liabilities	(21,513)	(21,286)
C03000	Deposits received	(1,366)	(146)
C04600	Proceeds from issuing shares	-	1,041,417
C04500	Cash dividends paid	(300,000)	(180,400)
CCCC	Net cash flows from financing activities	159,266	366,429
DDDD	Effect of exchange rate changes on cash and cash equivalents	(5,286)	5,808
EEEE	Net increase (decrease) in cash and cash equivalents	(315,925)	399,465
E00100	Cash and cash equivalents at the beginning of the year	1,033,514	634,049
E00200	Cash and cash equivalents at the end of the year	$ 717,589	$ 1,033,514

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

Attachment 7

TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.

2025 Earnings Distribution Table

. Unit:NTD

Beginning unappropriated retained earnings	804,142,588
Add: Net profit for 2025	414,511,129
Item	
Less: Legal reserve (10%)	(41,451,113)
Distributable surplus for the current year	1,177,202,604
Allocate Item	
Less: Cash dividends	(250,000,000)
End of period unappropriated retained earnings	927,202,604

Chairman: Lin, Huo-Li
Managerial officers: Lin, Huo-Li Accounting
Supervisor: Tsao, Yun-Hua

Attachment 8

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the "Memorandum and Articles of Association"

Amended Articles	Current Articles	Explanation
Article 34 (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.	**Article 34** (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member~~,~~ ~~**and subject to the Law and the Applicable Listing Rules, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member**~~. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules. (1) 於掛牌期間，股東常會之召集，	To comply with the requirements of the Taiwan Stock Exchange (TWSE) announcement No. Tai-Zheng-Shang-Er-Zi-1151700475 dated February 4, 2026, which amended the "Checklist for the Protection of Shareholders' Equity in the Country of Registration of Foreign Issuers" (hereinafter referred to as the "Shareholder Equity Protection Checklist"), the provisions of Article 34, paragraph 1 are amended.

Amended Articles	Current Articles	Explanation
(1) 於掛牌期間，股東常會之召集，應於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。	應於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。~~對於持股未滿 1,000 股之股東，公司得依據開曼法令及上市（櫃）規範之規定以公告方式通知之。~~通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。	
Article 37 During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) **thirty (30)** days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.	**Article 37** During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) ~~**twenty-one (21)**~~ days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. ~~**However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial**~~	To comply with the requirements of the "Shareholder Equity Protection Checklist", the provisions of Article 37 are amended.

Amended Articles	Current Articles	Explanation
於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前三十日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。	~~year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.~~ 於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前~~二十一~~日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。~~但本公司於最近會計年度終了當日實收資本額達新台幣20億元以上或最近會計年度召開股東常會時股東名簿記載之僑外投資人及大陸地區投資人持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。~~	

The English version of the Company's amended Memorandum and Articles of Association shall prevail. Corrections of typos or numbering in the Memorandum and Articles of Association that do not involve substantive changes, or minor adjustments to the Chinese translation, are not listed herein.

Attachment 9

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the "Procedures for Acquisition or Disposal of Assets"

Amended Articles	Current Articles	Explanation
Article 19 When engaging in derivatives trading, the Company shall pay attention to the control of the following important risk management and auditing matters: I. Trading principles and strategies: (I) ~ (V)... (Omitted below) (VI) Total contract amount and the maximum loss limit on total and individual contracts: 1. Total contract amount: (1) ~ (2) Omitted 2. Setting of maximum loss limits (1) For hedging-purpose trading contracts, if the loss of the overall hedging position exceeds 20% of the Company's risk position, the relevant management shall be notified immediately to discuss countermeasures, and the situation shall be immediately reported to the Chairman and subsequently reported to the Board of Directors. (2) For specific-purpose trading contracts, a stop-loss point shall be	**Article 19** When engaging in derivatives trading, the Company shall pay attention to the control of the following important risk management and auditing matters: I. Trading principles and strategies: (I) ~ (V)... (Omitted below) (VI) Total contract amount and the maximum loss limit on total and individual contracts: 1. Total contract amount: (1) ~ (2) Omitted 2. Setting of maximum loss limits (1) For hedging-purpose trading contracts, if the loss of the overall hedging position exceeds 20% of the Company's risk position, the relevant management shall be notified immediately to discuss countermeasures, and the situation shall be immediately reported to the Chairman and subsequently reported to the Board of Directors. (2) For specific-purpose trading contracts, a stop-loss point shall be	Reviewed the relevant provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", and amended the overly strict part of the maximum loss limit for individual contracts of derivatives trading to improve operational flexibility.

<table>
<tr><th>Amended Articles</th><th>Current Articles</th><th>Explanation</th></tr>
<tr>
<td>established after the position is built to prevent excess losses. The stop-loss point shall be set with an upper limit not exceeding 10% of the trading contract amount. If the loss amount exceeds 10% of the trading amount, it shall be immediately reported to the Chairman and reported to the Board of Directors to discuss necessary countermeasures.
(3) The loss amount of an individual contract shall not exceed 1<u>5</u>% of the trading contract amount as the maximum loss limit.
(4) The maximum annual loss limit for specific-purpose trading operations of the Company is US$300,000.
The overall and individual contract loss limits are summarized as follows:
<table>
<tr><td>Item</td><td>Hedging-purpose trading contracts</td><td>Specific-purpose trading contracts</td></tr>
<tr><td>Overall contract maximum loss limit</td><td>20% of the Company's risk position</td><td>Maximum annual loss limit is US$300,000</td></tr>
</table>
</td>
<td>established after the position is built to prevent excess losses. The stop-loss point shall be set with an upper limit not exceeding 10% of the trading contract amount. If the loss amount exceeds 10% of the trading amount, it shall be immediately reported to the Chairman and reported to the Board of Directors to discuss necessary countermeasures.
(3) The loss amount of an individual contract shall not exceed <s>US$50,000 or 10%</s> of the trading contract amount<s>, whichever is lower,</s> as the maximum loss limit.
(4) The maximum annual loss limit for specific-purpose trading operations of the Company is US$300,000.
The overall and individual contract loss limits are summarized as follows:
<table>
<tr><td>Item</td><td>Hedging-purpose trading contracts</td><td>Specific-purpose trading contracts</td></tr>
<tr><td>Overall contract maximum loss limit</td><td>20% of the Company's risk position</td><td>Maximum annual loss limit is US$300,000</td></tr>
<tr><td></td><td></td><td></td></tr>
</table>
</td>
<td></td>
</tr>
</table>

Amended Articles	Current Articles	Explanation
<table><tr><td>Individual contract maximum loss limit</td><td>15% of the trading contract amount</td><td>10% of the trading contract amount</td></tr></table> II. ~ V. ... (Omitted below)	<table><tr><td>Individual contract maximum loss limit</td><td>~~US$50,000 or 10%~~ of the ~~individual~~ trading contract amount, ~~whichever is lower~~</td><td>10% of the trading contract amount</td></tr></table> II. ~ V. ... (Omitted below)	
Article 31 During the period of public issuance or securities trading in the location where securities are traded, if the Company acquires or disposes of assets under any of the following circumstances, it shall publicly announce and report the relevant information on the website designated by the competent authority in the location where the securities are traded, in the prescribed format by nature, within two days commencing immediately from the date of occurrence of the event: I. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT$300 million or more. Provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements,	**Article 31** During the period of public issuance or securities trading in the location where securities are traded, if the Company acquires or disposes of assets under any of the following circumstances, it shall publicly announce and report the relevant information on the website designated by the competent authority in the location where the securities are traded, in the prescribed format by nature, within two days commencing immediately from the date of occurrence of the event: I. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT$300 million or more. Provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements,	In conjunction with the addition of the public announcement and reporting standards for public companies with a paid-in capital of NT$50 billion or more in Paragraph 1 of Article 31, Paragraph 2 is amended to stipulate the calculation method for 5% of paid-in capital and paid-in capital reaching NT$50 billion for companies whose shares have no par value or a par value other than NT$10.

Amended Articles	Current Articles	Explanation
or subscription or redemption of money market funds issued by securities investment trust enterprises in the location where the securities are traded. II. Merger, spin-off, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on total or individual contract losses set out in the procedures adopted by the company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (I) For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more (II) For a public company whose paid-in capital is NT$10 billion or more **but less than NT$50 billion**, the transaction amount reaches NT$1 billion or more. **(III) For a public company whose paid-in capital is NT$50 billion or more, the transaction amount reaches 5% or more of paid-in capital.**	or subscription or redemption of money market funds issued by securities investment trust enterprises in the location where the securities are traded. II. Merger, spin-off, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on total or individual contract losses set out in the procedures adopted by the company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (I) For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more (II) For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more.	

Amended Articles	Current Articles	Explanation
V. Where land for construction or right-of-use assets thereof is acquired or disposed of by a subsidiary in the construction business, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million or more; among which, if the paid-in capital is NT$10 billion or more, and it is disposing of real estate from a completed self-constructed project to a non-related party, the transaction amount reaches NT$1 billion or more.	V. Where land for construction or right-of-use assets thereof is acquired or disposed of by a subsidiary in the construction business, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million or more; among which, if the paid-in capital is NT$10 billion or more, and it is disposing of real estate from a completed self-constructed project to a non-related party, the transaction amount reaches NT$1 billion or more.	
VI. Where real estate is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million or more.	VI. Where real estate is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million or more.	
VII. For a public company whose paid-in capital is NT$50 billion or more, where it trades government bonds, regular corporate bonds, and general financial bonds not		

Amended Articles	Current Articles	Explanation
involving equity (excluding subordinated bonds) on a securities exchange or OTC market, which does not fall under any of the exceptions in Subparagraph 8, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5% or more of the company's paid-in capital.		
VIII. Where an asset transaction other than any of those referred to in the preceding **seven** subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT$300 million or more. Provided, this shall not apply to the following circumstances: (I) Trading of government bonds in the location where the securities are traded, or foreign government bonds with a credit rating not lower than the sovereign rating of the location where the securities are traded. (II) Trading of securities on a securities exchange or OTC market by an investment professional, or subscription of foreign government bonds or	~~VII~~. 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% or more of paid-in capital or NT$300 million or more. Provided, this shall not apply to the following circumstances: (I) Trading of government bonds in the location where the securities are traded, or foreign government bonds with a credit rating not lower than the sovereign rating of the location where the securities are traded. (II) Trading of securities on a securities exchange or OTC market by an investment professional, or subscription of foreign government bonds or	

Amended Articles	Current Articles	Explanation
ordinary corporate bonds and general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company in accordance with the rules of the Taipei Exchange.	ordinary corporate bonds and general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company in accordance with the rules of the Taipei Exchange.	
(III) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by a securities investment trust enterprise in the location where the securities are traded.	(III) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by a securities investment trust enterprise in the location where the securities are traded.	
The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction	The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction	

Amended Articles	Current Articles	Explanation
amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real estate or right-of-use assets thereof within the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the tally.	amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real estate or right-of-use assets thereof within the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the tally.	

Attachment 10

Trio Technology International Group Co., Ltd.
Comparison Table for Amendments to
the " Procedures for Lending Funds to Other Parties "

Amended Articles	Current Articles	Explanation
Article 6 Assessment Standards for Loaning of Funds to Others I. Loaning of funds engaged in due to business relations shall comply with the provisions of Article 7, Paragraph 1, Subparagraph 1. II. Where short-term financing is necessary, it shall be limited to the following circumstances: (I) Investee companies evaluated by the Company under the equity method that require funds for repayment of bank borrowings, purchase of equipment, or operating turnover. (II) Companies in which the Company directly and indirectly holds more than 50% of the voting shares that require funds for repayment of bank borrowings, purchase of equipment, or operating turnover. (III) Companies in which the Company directly and indirectly holds more than 50% of the voting shares that require funds for reinvestment, provided that	**Article 6 Assessment Standards for Loaning of Funds to Others** I. Loaning of funds engaged in due to business relations shall comply with the provisions of Article 7, Paragraph 1, Subparagraph 1. II. Where short-term financing is necessary, it shall be limited to the following circumstances: (I) Investee companies evaluated by the Company under the equity method that require funds for repayment of bank borrowings, purchase of equipment, or operating turnover. (II) Companies in which the Company directly and indirectly holds more than 50% of the voting shares that require funds for repayment of bank borrowings, purchase of equipment, or operating turnover. (III) Companies in which the Company directly and indirectly holds more than 50% of the voting shares that require funds for reinvestment, provided that	Pursuant to Article 3 of the " Regulations Governing Loaning of Funds and Making of Endorsements/ Guarantees by Public Companies", it is explicitly stipulated that the objects of loaning of funds shall be limited to those having business relations or having the necessity for short-term financing necessity. To clearly define the objects of loaning of funds in these Operational Procedures, the provisions of Article 6, Subparagraph 2, Item 5 are hereby deleted.

Amended Articles	Current Articles	Explanation
the reinvestment enterprise is related to the business operated by the Company and is beneficial to the Company's future business development. (IV) Other companies or firms that require short-term financing due to the need for purchasing materials or operating turnover.	the reinvestment enterprise is related to the business operated by the Company and is beneficial to the Company's future business development. (IV) Other companies or firms that require short-term financing due to the need for purchasing materials or operating turnover. **~~(V)~~ Others ~~to whom the loaning of funds is approved by the Board of Directors of the Company.~~**	

Appendix 1

Company Number: 378559

THE CAYMAN ISLANDS

THE COMPANIES ACT (AS REVISED)

AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.
三集瑞科技國際集團股份有限公司

Incorporated on the 13th day of July, 2021

(as adopted by a Special Resolution passed on August 16, 2024)

THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.
三集瑞科技國際集團股份有限公司
(as adopted by a Special Resolution passed on August 16, 2024)

1. The name of the Company is TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.三集瑞科技國際集團股份有限公司.

2. The Registered Office of the Company shall be situated at the offices of Portcullis (Cayman) Ltd at The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.

3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (As Revised).

4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act (As Revised).

5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Act (as revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (as revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Act (as revised).

6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

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7. When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.

8. The liability of each member is limited to the amount from time to time unpaid on such member's shares.

9. The share capital of the Company is NT$2,000,000,000 divided into 200,000,000 ordinary shares of a nominal or par value of NT$10 each with power for the Company, subject to the provisions of the Companies Act (As Revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.

10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

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THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.
三集瑞科技國際集團股份有限公司

(as adopted by a Special Resolution passed on August 16, 2024)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act (As Revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.

2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

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

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Auditors	the certified public accountant (if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	TRIO TECHNOLOGY INTERNATIONAL GROUP CO., LTD.（三集瑞科技國際集團股份有限公司）;
Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and "Directors" means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Paragraph (4) of Article 23;
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands;

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

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	liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;
Month	a calendar month;
NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution: (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;
Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;

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Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Register of Beneficial Ownership	the register of beneficial ownership of the Company maintained in accordance with the Law at such place within the Cayman Islands;
Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEx, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts other	the Taiwan Taipei District Court or any competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

Share Premium Account the share premium account of the Company established in accordance with these Articles and the Law;

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Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 95;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

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	A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;
Spin-off	an act wherein a transferor company transfers all of its independently operated business or any part of it to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;
Statutory Reserve	a reserve set aside in an amount equal to ten percent (10%) of the total amount of after-tax net profit for the period and other items adjusted to the then-current year's undistributed earnings other than after-tax net profit for the period as calculated by the Company under the Applicable Listing Rules;
Subordinate Company	any company (a) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (b) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (c) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (d) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEx	the Taipei Exchange in Taiwan;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and
TWSE	the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

(3) In these Articles unless the context otherwise requires:

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(a) words importing the singular number shall include the plural number and vice-versa;

(b) words importing the masculine gender shall include the feminine gender and neuter genders;

(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:

(a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and

(b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.

4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:

(a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

(b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;

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(c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;

(d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;

(e) other matters concerning rights and obligations incidental to the Preferred Shares; and

(f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

(2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.

6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall, in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber, deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date the Board resolves to issue Shares. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.

(2) When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time with the payment for Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.

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(3) The Company shall not issue bearer Shares.

(4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.

(5) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.

8. During the Relevant Period:

(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and

(b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to Subparagraph (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the TPEx and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:

(a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;

(b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

(c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

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10. (1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:

(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company save as otherwise provided by these Articles;

(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;

(c) in connection with distribution of the Employees' compensation;

(d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;

(e) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or

(f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.

(2) Article 8 and Article 9 shall not apply to any of the following circumstances:

(a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;

(b) all new Shares are issued as consideration for being acquired by the other company with the intention of takeover;

(c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;

(d) new Shares are issued for the share exchange entered into by the Company,

(e) new Shares are issued for a Spin-off effected by the transferor company;

(f) new Shares are issued in connection with any Private Placement conducted pursuant to Article 13; or

(g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

(3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.

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11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

12. During the Relevant Period, the Company may issue new Shares with restricted rights to Employees of the Company and/or its Subordinate Companies, subject to approval of Shareholders at a general meeting by a majority of the Shareholders present who represent two-thirds or more of the total issued and outstanding Shares, and in the event the total number of shares represented by the Shareholders present at a general meeting is less than the percentage of the total issued and outstanding Shares required in the preceding sentence, a resolution related thereto may be adopted by two-thirds of the voting rights exercised by the Shareholders present at the general meeting who represent a majority of the total issued and outstanding Shares, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.

13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:

(a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;

(b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

(c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

(2) Subject to the preceding paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.

14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.

15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the

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

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER AND REGISTER OF BENEFICIAL OWNERSHIP

18. (1) Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.

(2) The Board shall cause to be kept and maintained the Register of Beneficial Ownership at the Registered Office of the Company as may be required under the applicable laws.

19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.

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(2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.

(2) During the Relevant Period:

(a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained profits, premium on capital stock, and realized Capital Reserve.

(b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.

22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.

(2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.

23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register as the holder of the Treasury Shares, provided that:

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;

(c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law; and

(d) no dividend/bonus may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.

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

(3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.

(4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

(a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;

(b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;

(c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;

(d) matters that the Board is of the opinion that may affect Shareholders' equity, including:

(i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and

(ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

(5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point

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five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.

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

(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, such purchase and cancellation shall be made only at any time other than during the Relevant Period, and subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase and cancellation without approval by Special Resolution in accordance with the preceding paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.

26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

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

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CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

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

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting, and the day and the time of an annual general meeting shall be determined by the Board PROVIDED HOWEVER that during the Relevant Period, an annual general meeting shall be convened within six months after close of each financial year or such other period as may be permitted by the Commission, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.

30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.

31. During the Relevant Period, all general meetings to be held in physical locations shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.

32. (1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.

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(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three (3) months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.

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

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, and subject to the Law and the Applicable Listing Rules, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.

(2) At any time other than the Relevant Period, at least five (5) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.

35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

(2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

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36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:

(a) any election or removal of Director(s);

(b) any alteration of the Memorandum and/or these Articles;

(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24;

(d) applying for the approval of ceasing the status as a public company;

(e) any dissolution, voluntary winding-up, Merger, share exchange, Consolidation or Spin-off of the Company;

(f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;

(g) the transfer of the whole or any material part of the Company's business or assets;

(h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;

(i) carrying out a Private Placement of any equity-type securities issued by the Company;

(j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;

(k) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares; and

(l) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.

37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or

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more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.

38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. (1) No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.

(2) When a general meeting is held, a Member may participate in the general meeting through the medium of video conference call or any other form of communications designated and announced by the competent authority set forth in the Company Act of the R.O.C.; provided that in case of calamities, unforeseen incidents, or force majeure, the competent authority set forth in the Company Act of the R.O.C. may announce and designate that during a prescribed period the Company shall hold a general meeting by means of video conference call or any other form of communications without regard to lack of express provisions in these Articles. A Member participating in this way is deemed to be present in person at the general meeting.

(3) During the Relevant Period, with respect to participation of a general meeting through the medium of video conference call referred to in the preceding Paragraph, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Listing Rules.

40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.

(2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such

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general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board shall include a proposal submitted by Member(s) unless:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the Book Closure Period before the relevant annual general meeting of the Company;

(c) the proposal contains more than one matter;

(d) the proposal contains more than three hundred (300) words; or

(e) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.

(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that the circumstances set forth in the Subparagraph (a) of the preceding Paragraph (4) of this Article applies.

(6) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.

44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll

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45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.

46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:

(a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;

(b) transfer the whole or any material part of its business or assets;

(c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;

(d) distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;

(e) effect any Spin-off of the Company;

(f) enter into any share exchange;

(g) authorise a plan of Merger or Consolidation involving the Company;

(h) resolve that the Company be wound up voluntarily for reasons other than the reason provided in Article 47;

(i) carry out a Private Placement;

(j) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(k) change its name;

(l) change the currency denomination of its share capital;

(m) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;

(n) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(o) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;

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(p) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;

(q) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;

(r) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;

(s) appoint an inspector to examine the affairs of the Company under the Law;

(t) [*Intentionally Deleted*]; and

(u) apply for the approval of ceasing the status as a public company.

(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share exchange or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

47. Subject to the Law and the Applicable Listing Rules, the Company may by an Ordinary Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.

48. (1) Subject to the compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Subparagraph (b) of Paragraph (1) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.

(2) Subject to the compliance with the Law, in the event that the Company resolves to carry out any Spin-Off, Consolidation, Merger, acquisition or share exchange (collectively, the "**Merger and Acquisition**"), a Member expressing his dissent in accordance with the Applicable Listing Rules may request the Company to purchase all of his Shares at the then prevailing fair price.

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(3) Without prejudice to the Law, a Member who votes against or waives his voting right at the meeting may request the Company to repurchase all of his Shares pursuant to Paragraphs (2) of this Article. In the event the Company and such Member fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "**Dissenting Members**") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. Any and all votes waived by a Member referred to in this Paragraph shall not be counted toward the number of votes represented by the Members present at a general meeting.

(4) Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase price, the Company shall pay for the Shares to be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such Dissenting Members.

(5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.

49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and

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amended by the Company by an Ordinary Resolution from time to time; during the Relevant Period, such internal rules shall be in compliance with the Law and the Applicable Listing Rules.

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.

54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.

55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.

56. (1) Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:

(a) the Company itself (if such holding is permitted by the Law);

(b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or

(c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.

(2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.

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(3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.

57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his Shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document, impromptu proposal and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.

(2) During the Relevant Period, subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced

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by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.

60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.

61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail.

62. A Member who has served the Company with his voting decision in accordance with Article 57 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.

64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

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DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than five (5) or more than twelve (12) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

(2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.

(3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.

(4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (a) the number of votes conferred by such Member's Shares and (b) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in these Articles, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.

(5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.

66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.

67. Subject to these Articles, each Director shall be appointed to a term of office not exceeding three (3) years and is eligible for re-election. In case no election of new Directors is effected

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prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.

68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.

69. A chairman of the Board (the "**Chairman**") shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard and (d) such other relevant factors.

71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.

72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account

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to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, exercise due care and skill and act in the best interest of the Company in conducting the business operation of the Company, including matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.

(2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.

(3) The preceding two paragraphs of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.

74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).

76. During the Relevant Period, the qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. (1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-third of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall

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not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.

(2) Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.

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

POWERS AND DUTIES OF THE BOARD

79. (1) Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.

(2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.

(3) Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors,

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or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.

80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

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

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.

82.1(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the formation of audit committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.

(2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.

(3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:

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(a) Adoption or amendment of an internal control system.

(b) Assessment of the effectiveness of the internal control system.

(c) Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.

(d) A matter bearing on the personal interest of a Director.

(e) A material asset or derivatives transaction.

(f) A material monetary loan, endorsement, or provision of guarantee.

(g) The offering, issuance, or Private Placement of any equity-type securities.

(h) The hiring or dismissal of an Auditor, or the compensation given thereto.

(i) The appointment or discharge of a financial, accounting, or internal auditing officer.

(j) Annual and semi-annual financial reports.

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

(4) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.

82.2(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the formation of remuneration committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.

(2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, a majority of whom shall be the Independent Directors.

(3) The remuneration committee of the Company shall exercise the care of a good

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administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:

(a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.

(b) Periodically evaluate and prescribe the remuneration of Directors and officers.

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

82.3(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.

(3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:

(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of

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serving the sentence, expiration of the probation, or pardon is less than five (5) years;

(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;

(e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;

(f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;

(g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;

(h) ceases to be a Director by virtue of Article 84;

(i) resigns his office by notice in writing to the Company;

(j) is removed from office pursuant to these Articles; or

(k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.

(2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be

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removed from the position of Director automatically.

(3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the Book Closure Period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Commission, the TPEx or the TWSE (where applicable), the following relationships shall not exist among half or the majority of the Directors: (a) a spousal relationship; or (b) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to Taiwan Taipei District Court of the R.O.C. or a competent court, but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.

86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with the Taiwan Taipei District Court of the R.O.C. or a competent court. In case the audit committee fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard.

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which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.

88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time upon a written notice given in accordance with the Applicable Listing Rules. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.

89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.

91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. The Company shall specify in the notice of general meeting with descriptions of the essential contents of a Director's personal interest and the reason of approval or disapproval of the resolution in connection with the transaction. The essential contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the above notice. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with

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a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.

92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.

94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of Public Companies of the R.O.C.).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend or bonuses, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "**Special Reserve**").

96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Statutory Reserve and Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.

97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing

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new, fully paid Shares and/or by cash to its Members.

(2) At any time other than during the Relevant Period, subject to the Law, the Board may distribute cash dividends/bonuses out of or capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend//bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

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

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses (including interim dividends/bonuses), and other distributions to the Members by issuing new, fully paid Shares and/or by cash in proportion to the number of Shares held by them respectively and authorise payment of the same out of the funds of the Company lawfully available therefore. The Directors may, before declaring any dividends, bonuses or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business or investments of the Company.

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

(2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than five percent (5%) of the profits for such year to the Employees as the Employees' compensation in the form of shares and/or in cash and may distribute not more than three percent (3%) hereof to the Directors as the Directors' compensation.

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provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.

(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Company may distribute not less than twenty percent (20%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years (including adjusted undistributed profits) in part or in whole as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.

(4) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.

(5) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.

(6) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed profits of the Company.

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

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

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. (1) The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.

(2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Law and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.

104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (a) the business report; (b) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (c) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.

105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.

106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.

107. During the Relevant Period, the Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters,

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access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.

108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the copy of the public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:

(a) the types, number and amount of shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;

(b) the recommendations made by the Board to the Members on such tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer, and the names of the Directors who abstain or object to the tender offer and the reason(s) therefor;

(c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and the contents of such change, if any;

(d) the types, number and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and

.

(e) other relevant significant information.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide and distribute

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amongst the Members the whole or any part of the property of the Company (whether they shall consist of property of the same kind or not) in cash or asset and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

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

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the TPEx or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.

114. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.

115. Any notice or other document, if served by:

(a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;

(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;

(c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or

(d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether

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or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

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

FINANCIAL YEAR

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

SEAL

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

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

120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.

(2) The preceding agent shall have residence or domicile in the R.O.C.

(3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

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

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Appendix 2 Trio Technology International Group Co., Ltd.

Rules of Procedure for Shareholders' Meetings

Article 1

Unless otherwise provided by laws, regulations, or the Articles of Incorporation, the shareholders meetings of the Company shall be governed by these Rules of Procedure.

Article 2

Unless otherwise provided by law or regulation, the shareholders meetings of the Company shall be convened by the Board of Directors.

Where the Company convenes a shareholders meeting by video conference, unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, such matter shall be specified in the Articles of Incorporation and resolved by the Board of Directors; furthermore, the resolution for a video shareholders meeting shall be adopted by a majority of the directors present at a meeting attended by two-thirds or more of the directors.

Any change to the method of convening a shareholders meeting of the Company shall be resolved by the Board of Directors, and shall be made no later than the time the notice of the shareholders meeting is dispatched.

During the period when the Company's shares are publicly issued or listed on the TWSE or TPEx (also referred to as the "Listing Period") in the Republic of China, the Company shall, 30 days prior to an annual general meeting of shareholders or 15 days prior to an extraordinary general meeting of shareholders, prepare electronic files of the notice of shareholders meeting, proxy forms, and the grounds and explanatory materials for various proposals such as ratification items, discussion items, and matters regarding the appointment or dismissal of directors, and transmit them to the Market Observation Post System. and shall, at least 21 days prior to the date of an annual general meeting of shareholders or at least 15 days prior to the date of an extraordinary general meeting of shareholders, prepare electronic files of the shareholders meeting handbook and supplemental meeting materials and transmit them to the Market Observation Post System. However, where the paid-in capital of the Company reaches NTD 10 billion or more as of the last day of the most recent fiscal year, or where the total shareholding ratio of foreign investors and investors from the Mainland Area recorded in the shareholders register at the time of the convening of the annual general meeting of shareholders in the most recent fiscal year reaches 30% or more, the transmission of the aforementioned electronic files shall be completed 30 days prior to the date of the annual general meeting of shareholders. Fifteen days prior to the date of the shareholders meeting, the handbook for the current shareholders meeting and supplemental meeting information shall be prepared and made available for shareholders' inspection at any time, and shall be displayed at the Company and the professional stock affairs agent appointed by the Company. The meeting handbook and supplemental meeting materials referred to in the preceding paragraph shall be

provided by the Company for shareholders' reference on the day of the shareholders meeting in the following manner:

1. When a physical shareholders meeting is convened, they shall be distributed at the site of the shareholders meeting.
2. When a hybrid shareholders meeting is convened, [the materials] shall be distributed at the physical site of the shareholders meeting and transmitted as electronic files to the virtual meeting platform.
3. When a virtual shareholders meeting is convened, they shall be transmitted to the virtual meeting platform in the form of electronic files.

The notice and public announcement shall specify the reasons for convening; where the counterparty has consented, the notice may be given by electronic means.

During the period when the shares are not listed, the convening of the shareholders meeting shall be executed in accordance with the provisions of Article 34 of the Articles of Incorporation of the Company.

Matters which shall be enumerated and the essential contents of which shall be explained in the reasons for convening, and which shall not be raised as an extraordinary motion, shall be executed in accordance with the provisions of Article 36 of the Company's Articles of Incorporation.

Where the notice of a shareholders meeting has specified the re-election of all directors and the date of their assumption of office, after the completion of the re-election at the said shareholders meeting, the date of assumption of office shall not be altered by an extraordinary motion or any other means during the same meeting.

Shareholders holding 1% or more of the total number of issued shares may submit proposals for the annual general meeting of shareholders to the Company in writing or by electronic means. Unless any of the circumstances set forth in Article 40(4) of the Company's Articles of Incorporation applies, the board of directors shall include the proposals submitted by shareholders in the agenda. Shareholders may submit advisory proposals urging the company to promote public interests or fulfill social responsibilities. Procedurally, such proposals shall be limited to one item in accordance with the relevant provisions of Article 172-1 of the Company Act; where the proposals exceed one item, none shall be included in the agenda.

During the period in which the Company's shares are listed, the Company shall, prior to the book closure date before the convening of the annual general meeting of shareholders, announce the acceptance of shareholder proposals, the method of acceptance (in writing or by electronic means), the place for acceptance, and the period for acceptance in a manner permitted by the listing (or over-the-counter) laws and regulations; the period for such acceptance shall not be less than ten days.

The proposing shareholder shall attend the annual general meeting in person or by proxy, and participate in the discussion of the said proposal.

The Company shall notify the proposing shareholders of the results of the processing prior to the date of the notice of the shareholders meeting, and shall include the proposals that comply with the

provisions of this Article in the notice of the meeting. For shareholder proposals not included in the agenda, the Board of Directors shall explain the reasons for such non-inclusion at the shareholders meeting.

Article 3

A shareholder may, for each shareholders meeting, appoint a proxy to attend the shareholders meeting by issuing a proxy form printed by the Company, specifying the scope of authorization. A shareholder shall issue one proxy form and is limited to appointing one proxy. Such proxy form shall be delivered to the Company five days prior to the date of the shareholders meeting. In the event of duplicate proxy forms, the one first delivered shall prevail. However, this shall not apply if a proxy form delivered later is also delivered at least five days prior to the date of the shareholders meeting and contains a statement revoking the previous proxy form.

After a proxy form is delivered to the Company, a shareholder who intends to attend the shareholders meeting in person or exercise voting rights in writing or by electronic means shall, no later than two days prior to the date of the shareholders meeting, notify the Company in writing to revoke the proxy; for a revocation made after the deadline, the voting rights exercised by the proxy attending the meeting shall prevail.

After a proxy form has been delivered to the Company, if a shareholder intends to attend the shareholders meeting by video conference, a written notice of revocation of the proxy shall be submitted to the Company no later than two days prior to the date of the shareholders meeting; in the event of a revocation after the deadline, the voting rights exercised by the proxy attending the meeting shall prevail.

Article 4

The venue for the shareholders meeting shall be at the location of the Company or at a place that is convenient for shareholders to attend and suitable for holding a shareholders meeting; provided, however, that during the period when the Company's shares are listed, the venue for the shareholders meeting shall be within the territory of Taiwan. The meeting commencement time shall not be earlier than 9:00 a.m. or later than 3:00 p.m.; the location and time of the meeting shall fully consider the opinions of the independent directors.

When the Company convenes a virtual shareholders meeting, it shall not be subject to the restrictions on the venue of the meeting set forth in the preceding paragraph.

Article 5

The Company shall specify in the meeting notice the time for registration, the location of the registration counter, and other matters requiring attention for shareholders, solicitors, and proxy agents (hereinafter referred to as "shareholders").

The time for accepting shareholder check-in as mentioned in the preceding paragraph shall be handled at least thirty minutes prior to the commencement of the meeting; the check-in counter

shall be clearly marked and handled by an adequate number of competent personnel; Registration for a virtual shareholders meeting shall be accepted on the virtual shareholders meeting platform thirty minutes prior to the commencement of the meeting. Shareholders who have completed registration shall be deemed to have attended the shareholders meeting in person.

The Company shall provide an attendance book for attending shareholders or proxies appointed by shareholders (hereinafter referred to as shareholders) to sign in, or attending shareholders may submit attendance cards in lieu of signing in; the number of shares in attendance shall be calculated based on the attendance book or the attendance cards submitted.

The Company shall deliver the meeting handbook, annual report (applicable during the period the Company's shares are listed), attendance cards, speaker's slips, ballots, and other meeting materials to the shareholders attending the shareholders meeting; where directors are to be elected, election ballots shall also be provided.

Shareholders shall attend the shareholders meeting by presenting an attendance card, attendance sign-in card, or other attendance documents; solicitors of proxies shall also bring identification documents for verification.

Where a government or a juristic person is a shareholder, the number of representatives attending the shareholders meeting is not limited to one person. When a juristic person is entrusted to attend a shareholders meeting, it may only appoint one person to represent it in attendance.

Where a shareholders meeting is held by means of a video conference, shareholders who wish to attend by means of video shall register with the Company two days prior to the date of the shareholders meeting.

Where a shareholders meeting is held by video conference, the Company shall upload the meeting handbook, annual report, and other relevant information to the video conference platform for the shareholders meeting at least thirty minutes prior to the commencement of the meeting, and shall continue to disclose such information until the conclusion of the meeting.

Article 5-1 (Matters to be specified in the meeting notice for convening a shareholders meeting by video conference)

Where the Company convenes a shareholders meeting by video conference, the following matters shall be specified in the notice of the shareholders meeting:

1. Methods for shareholders to participate in virtual meetings and exercise their rights.

2. Handling procedures for obstacles to the video conferencing platform or participation by video conference caused by natural disasters, accidents, or other force majeure events, which shall at least include the following matters:

(1) The duration for which the aforementioned obstacles persist and cannot be eliminated, resulting in the necessity to postpone or resume the meeting, and the date of the meeting if it must be postponed or resumed.

(2) Shareholders who did not register to participate in the original shareholders meeting by video conference shall not participate in the adjourned or resumed meeting.

(3) In the event that a hybrid shareholders meeting is convened and the video conference cannot be continued, if the total number of shares present, after deducting the number of shares of shareholders participating in the shareholders meeting by video conference, reaches the legal quorum for the shareholders meeting, the shareholders meeting shall continue. For shareholders participating by video conference, their number of shares present shall be counted towards the total number of shares of shareholders present, and they shall be deemed to have abstained from voting on all proposals at that shareholders meeting.

(4) Handling procedures in the event that the results for all proposals have been announced but the session for extraordinary motions has not yet commenced.

3. When convening a virtual shareholders meeting, the Company shall specify the appropriate alternative measures provided for shareholders who have difficulty participating in the shareholders meeting by video conference. Except for the circumstances provided in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with at least connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters requiring attention.

Article 6

If the shareholders meeting is convened by the Board of Directors, the Chairman of the Board shall serve as the chairperson. When the Chairman of the Board is on leave or for any reason is unable to exercise his/her powers and duties, the Chairman of the Board shall appoint one managing director to act as the proxy; if no managing directors are appointed, the Chairman of the Board shall appoint one director to act as the proxy. Where the Chairman of the Board has not appointed a proxy, the managing directors or directors shall elect one person from among themselves to act as the proxy.

For a shareholders meeting convened by the Board of Directors, it is advisable that a majority of the directors of the Board of Directors attend. If a shareholders meeting is convened by a person with the right to convene other than the Board of Directors, the chairperson of the meeting shall be such person with the right to convene; where there are two or more persons with the right to convene, one person shall be elected from among themselves to serve as the chairperson.

The Company may appoint its retained lawyers, accountants, or relevant personnel to attend the shareholders meeting.

Article 7

The Company shall, from the time it begins to accept shareholder check-ins, record the entire process of shareholder check-in, the proceedings of the meeting, and the voting and counting process by continuous and uninterrupted audio and video recording. The audio and video data referred to in the preceding paragraph shall be preserved for at least one year. However, where a

lawsuit is filed to rescind a resolution of the shareholders meeting in accordance with the provisions of the Articles of Incorporation of the Company, such data shall be preserved until the conclusion of the litigation.

Where a shareholders meeting is held by means of a video conference, the Company shall record and preserve data regarding the registration, sign-in, check-in, questioning, and voting of shareholders, as well as the Company's results of the counting of votes, and shall continuously and uninterruptedly audio and video record the entire proceedings of the video conference.

The Company shall properly preserve the information and audio and video recordings referred to in the preceding paragraph during its period of existence, and shall provide the audio and video recordings to the entity entrusted with handling video conference matters for preservation.

Where a shareholders meeting is held by means of a video conference, the Company should record the audio and video of the back-end operation interface of the video conference platform.

Article 8

Attendance at a shareholders meeting shall be calculated based on the number of shares. The number of shares present shall be calculated based on the number of shares recorded in the attendance book or on the sign-in cards submitted and the number of shares checked in via the virtual meeting platform, plus the number of shares for which voting rights are exercised in writing or by electronic means.

When the time for the meeting has arrived, the chairperson shall immediately announce the commencement of the meeting and, at the same time, announce the number of non-voting shares and the number of shares present, etc.

However, in the absence of a quorum of shareholders representing more than half of the total number of issued shares, the chairman may announce a postponement of the meeting. Such postponements shall be limited to a maximum of two times, and the total postponed time shall not exceed one hour. Where after two postponements the quorum is still not met by shareholders representing one-third or more of the total number of issued shares, the chair shall declare the meeting canceled for lack of a quorum; where the shareholders meeting is convened by video conference, the Company shall additionally announce the cancelation on the video conference platform of the shareholders meeting.

Where the quorum is still not met after the two postponements mentioned in the preceding paragraph, but shareholders representing one-third or more of the total number of issued shares are present, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act, and all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month; where the shareholders meeting is held via video conference, shareholders who wish to attend via video conference shall re-register with the Company in accordance with Article 7.

Article 9

If a shareholders meeting is convened by the Board of Directors, its agenda shall be determined by the Board of Directors. Relevant proposals (including extraordinary motions and amendments to original proposals) shall be voted on a case-by-case basis. The meeting shall proceed in accordance with the scheduled agenda, which shall not be changed unless by a resolution of the shareholders meeting.

Where a shareholders meeting is convened by a person with the right to convene other than the Board of Directors, the provisions of the preceding paragraph shall apply mutatis mutandis.

The chairman shall not unilaterally announce the adjournment of the meeting before the conclusion of the agenda items scheduled in the preceding two paragraphs (including extraordinary motions), unless otherwise resolved. In the event that the chairman violates the rules of procedure and announces the adjournment of the meeting, the other members of the Board of Directors shall promptly assist the attending shareholders in electing one person to serve as the chairman by a majority of the voting rights of the attending shareholders in accordance with statutory procedures to continue the meeting.

After the meeting is adjourned, the shareholders shall not elect another chairman to continue the meeting at the original venue or at another venue.

The chairman shall provide opportunities for sufficient explanation and discussion of proposals and amendments or extraordinary motions submitted by shareholders. When the chairman considers that a matter has reached the stage where a vote may be taken, the chairman may announce the conclusion of discussion, submit the matter for a vote, and arrange for adequate voting time.

Article 10

Before an attending shareholder speaks, they must first complete a speaker's slip specifying the main points of their speech, the shareholder account number (or attendance card number), and the account name, and the chairman shall determine the order of speaking.

An attending shareholder who has submitted a speaker's slip but does not speak shall be deemed not to have spoken; where the content of the speech is inconsistent with the speaker's slip, the content of the speech shall prevail.

Each shareholder shall not speak more than twice on the same proposal without the consent of the chairman, and each speech shall not exceed five minutes. However, if a shareholder's speech violates the provisions of the preceding paragraph or exceeds the scope of the agenda item, the chairman may stop such speech.

When an attending shareholder is speaking, other shareholders shall not speak to interfere unless the consent of the chair and the speaking shareholder has been obtained; the chair shall stop any person who violates this provision.

When a corporate shareholder appoints two or more representatives to attend a shareholders meeting, only one person may be designated to speak on the same proposal.

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

Where a shareholders meeting is held by video conference, shareholders participating by video may, from the time the chairperson announces the commencement of the meeting until the announcement of the adjournment, submit questions in writing on the video conference platform of the shareholders meeting. The number of questions for each proposal shall not exceed two, and each question shall be limited to 200 characters. The provisions of paragraphs 1 to 5 shall not apply.

Where the questions referred to in the preceding paragraph do not violate the regulations or exceed the scope of the proposals, such questions should be disclosed on the virtual shareholders meeting platform for general information.

Article 11

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

For resolutions of a shareholders meeting, the number of shares held by shareholders with no voting rights shall not be counted in the total number of issued shares.

Where a shareholder has a personal interest in a matter under consideration at a meeting which may be prejudicial to the interests of the Company, such shareholder shall not participate in voting and shall not exercise voting rights as a proxy for other shareholders.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be counted toward the number of voting rights of the shareholders present.

Except for trust enterprises or stock affairs agents approved by the competent securities authority, when one person is concurrently entrusted by two or more shareholders, the voting rights represented by such person shall not exceed three percent of the total voting rights of the issued shares; in the event of excess, the voting rights in excess shall not be counted.

Article 12

Each shareholder shall have one vote per share; provided, however, that shares shall have no voting rights if they are restricted or if any of the circumstances set forth in Article 56 of the Articles of Incorporation of the Company exists.

When the Company convenes a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights in writing; when voting rights are exercised in writing or by electronic means, the method of exercise shall be specified in the notice of the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to be present in person at the shareholders meeting. However, with respect to extraordinary motions and amendments to original proposals at the said shareholders meeting, they shall be deemed to have abstained.

Where voting rights are exercised in writing or by electronic means pursuant to the preceding paragraph, the declaration of intent shall be delivered to the Company two days prior to the date of the shareholders meeting. In the event of duplicate declarations of intent, the one delivered first shall prevail. provided, however, that this shall not apply to those who have declared the revocation of their prior expression of intent.

After a shareholder has exercised their voting rights in writing or by electronic means, if such shareholder intends to attend the shareholders meeting in person or by video conference, a declaration of intent to revoke the previous exercise of voting rights shall be made in the same manner as the voting rights were exercised no later than two days prior to the date of the shareholders meeting. In the event of a late revocation, the voting rights exercised in writing or by electronic means shall prevail. If a shareholder has exercised their voting rights in writing or by electronic means and has also appointed a proxy by a proxy form to attend the shareholders meeting, the voting rights exercised by the proxy attending the meeting shall prevail.

The voting of proposals shall, unless otherwise provided by the Companies Act of the Cayman Islands and the Articles of Incorporation of the Company, be approved by a majority of the voting rights of the shareholders present. When voting, the chair or their designee shall announce the total number of voting rights of the attending shareholders for each proposal, after which the shareholders shall cast their votes on a proposal-by-proposal basis. During the period when the Company's shares are listed, the results of shareholder approval, opposition, and abstention shall be entered into the Market Observation Post System on the same day after the conclusion of the shareholders meeting.

When there is an amendment or a substitute for the same proposal, the chairman shall determine the order of voting for such amendment or substitute together with the original proposal. If one of the proposals has been passed, the other proposals shall be deemed rejected, and no further voting is required.

The scrutineers and counting officers for the voting on proposals shall be appointed by the chairman, provided that the scrutineers must have the status of a shareholder.

The counting of votes for proposals or elections at a shareholders' meeting shall be conducted in public at the meeting venue, and the results of the voting, including the statistical tallies of voting rights, shall be announced on-site after the completion of the counting and shall be recorded.

Where the Company convenes a shareholders meeting by video conference, shareholders participating by video conference shall, after the chairman announces the commencement of the meeting, cast their votes on various proposals and election proposals through the video conference platform, and shall complete such voting before the chairman announces the close of voting; those who fail to do so shall be deemed to have abstained from voting.

Where a shareholders meeting is held by means of a video conference, a one-time counting of votes shall be conducted after the chairperson announces the end of voting, and the results of the voting and election shall be announced.

When the Company convenes a hybrid shareholders meeting, shareholders who have registered to attend the shareholders meeting by video conference in accordance with Article 6 and who wish to attend the physical shareholders meeting in person shall withdraw their registration in the same manner as the registration two days prior to the date of the shareholders meeting; for those who withdraw after the deadline, they may only attend the shareholders meeting by video conference.

Where a shareholder who has exercised their voting rights in writing or by electronic means and has not revoked such declaration of intent participates in the shareholders meeting by video conference, such shareholder shall not, with the exception of extraordinary motions, exercise voting rights on the original proposals, propose amendments to the original proposals, or exercise voting rights on amendments to the original proposals.

Article 13

When the shareholders meeting elects directors, it shall be conducted in accordance with the relevant election regulations established by the Company, and the election results shall be announced on-site, including the list of elected directors and supervisors and their elected voting rights, as well as the list of unsuccessful director and supervisor candidates and the voting rights they received.

The ballots for the election matters in the preceding paragraph shall be sealed and signed by the scrutineers, and thereafter kept in safe custody and preserved for at least one year. However, where a shareholder initiates a lawsuit to rescind a resolution of a shareholders meeting in accordance with laws, regulations, or the provisions of the Company's Articles of Incorporation, such records shall be preserved until the conclusion of the litigation.

Article 14

Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be signed or sealed by the chairman of the meeting, and a copy of such minutes shall be distributed to each shareholder within 20 days after the conclusion of the meeting. The preparation and distribution of the minutes of proceedings may be effected by electronic means.

During the period in which the Company's shares are listed, the distribution of the minutes of the meeting referred to in the preceding paragraph may be effected by the Company by way of an announcement uploaded to the Market Observation Post System.

The minutes of the meeting shall accurately record the year, month, day, and venue of the meeting, the name of the chairman, the method of resolution, the summary of the proceedings, and the results of the voting (including the statistical weights). When there is an election of directors, the number of voting rights received by each candidate shall be disclosed. The minutes shall be preserved permanently throughout the duration of the Company.

Where a shareholders meeting is held by means of a video conference, the minutes of the meeting shall, in addition to the matters required to be recorded under the preceding paragraph, record the start and end times of the meeting, the method by which the meeting is held, the names of the

chairperson and the recorder, and the handling methods and handling status in the event of any disruption to the video conferencing platform or participation by video means caused by natural disasters, accidents, or other force majeure events.

Where the Company convenes a virtual shareholders meeting, in addition to complying with the provisions of the preceding paragraph, the minutes shall state the alternative measures provided for shareholders who have difficulty participating in the shareholders meeting by means of video conference.

Article 15

The number of shares solicited by solicitors, the number of shares represented by proxy agents, and the number of shares of shareholders attending by written or electronic means shall be clearly disclosed by the Company within the venue of the shareholders meeting on the day of the meeting, in the form of a statistical table compiled in accordance with the prescribed format; Where a shareholders meeting is convened by video conference, the Company shall upload the aforementioned information to the video conferencing platform for the shareholders meeting at least thirty minutes prior to the commencement of the meeting, and shall keep such information disclosed until the conclusion of the meeting.

When the Company convenes a shareholders meeting by video conference, it shall disclose the total number of shares of the attending shareholders on the video conference platform at the time the commencement of the meeting is announced. The same shall apply if there is any other calculation of the total number of shares and voting rights of the attending shareholders during the meeting.

During the period in which the Company's shares are listed, if any matter resolved by the shareholders meeting constitutes material information as prescribed by laws, regulations, or the regulations of the Taiwan Stock Exchange Corporation, the Company shall transmit the content to the Market Observation Post System within the prescribed time limit.

Article 16

Staff handling the administrative affairs of the shareholders' meeting shall wear identification cards or armbands.

The chairperson may direct disciplinary officers or security personnel to assist in maintaining order at the meeting venue.

When marshals or security personnel are present to assist in maintaining order, they shall wear armbands or identification cards with the word "Marshal".

Where the venue is equipped with amplification equipment, if a shareholder speaks using equipment other than that provided by the Company, the chairman may stop such speech.

Where a shareholder violates the rules of procedure and fails to comply with the correction of the chair, or obstructs the proceedings of the meeting and fails to comply with a cease order, the chair

may direct marshals or security personnel to escort such shareholder from the venue.

Article 17

During the meeting, the chairman may, at his or her discretion, declare a recess. In the event of force majeure, the chairman may rule to temporarily suspend the meeting and, depending on the circumstances, announce the time for the resumption of the meeting.

If the venue of the meeting becomes unavailable for continued use before the conclusion of the agenda scheduled by the shareholders meeting (including extraordinary motions), the shareholders meeting may resolve to find another venue to continue the meeting.

Article 18 (Information Disclosure of Video Conferences)

Where a shareholders meeting is held by means of a video conference, the Company shall, immediately after the conclusion of voting, disclose the voting results for each proposal and the election results on the video conference platform for the shareholders meeting in accordance with regulations, and shall continue to disclose such results for at least fifteen minutes after the chair announces the adjournment of the meeting.

Article 19 (Location of the Chair and Secretary of a Virtual Shareholders' Meeting)

When the Company convenes a virtual shareholders meeting, the chairperson and the recorder shall be at the same location within the country, and the chairperson shall announce the address of said location at the time the meeting is called to order.

Article 20 (Handling of Signal Interruptions)

Where a shareholders' meeting is held by means of a video conference, the Company may provide shareholders with a simple connection test prior to the meeting, and shall provide relevant services in real time before and during the meeting to assist in handling technical issues regarding communication.

Where a shareholders meeting is convened by video conference, the chair shall, when announcing the commencement of the meeting, separately announce that, other than the circumstances where no postponement or reconvention of the meeting is required as prescribed in Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference platform or participation by video method experiences an interruption due to natural disasters, accidents, or other force majeure events for a continuous period of 30 minutes or more before the chair announces the adjournment of the meeting, the meeting shall be postponed or reconvened within five days, and the provisions of Article 182 of the Company Act shall not apply.

In the event that the meeting is to be postponed or reconvened as described in the preceding paragraph, shareholders who did not register to participate in the original shareholders meeting by video conference shall not participate in the postponed or reconvened meeting.

Where a meeting is to be postponed or reconvened in accordance with the provisions of Paragraph 2, for shareholders who have registered to participate in the original shareholders meeting via video conference and have completed check-in, but do not participate in the postponed or reconvened meeting, the number of shares present and the voting rights and election rights exercised at the original shareholders meeting shall be included in the total number of shares, voting rights, and election rights of the shareholders present at the postponed or reconvened meeting.

Where a shareholders meeting is postponed or reconvened in accordance with the provisions of Paragraph 2, no further discussion or resolution shall be required for proposals for which voting and counting have been completed and the results of the voting or the list of elected directors and supervisors have been announced.

Where the Company convenes a hybrid shareholders meeting and a situation occurs as described in the second paragraph where the video conference cannot continue, if, after deducting the number of shares attending the shareholders meeting by way of video conference, the total number of shares present still reaches the legal quorum for the convening of the shareholders meeting, the shareholders meeting shall continue, and there is no need to postpone or resume the meeting in accordance with the provisions of the second paragraph.

In the event that the meeting shall be continued as described in the preceding paragraph, the number of shares held by shareholders participating in the shareholders meeting via video conference shall be counted towards the total number of shares of the attending shareholders; provided, however, that such shareholders shall be deemed to have abstained from voting on all proposals at that shareholders meeting.

Where the Company postpones or reconvenes a meeting in accordance with the provisions of Paragraph 2, it shall conduct the relevant preliminary procedures based on the original shareholders' meeting date and in accordance with the provisions set forth in Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

The periods prescribed in the latter part of Article 12 and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, shall be handled by the Company in accordance with the date of the shareholders meeting postponed or reconvened pursuant to the provisions of Paragraph 2.

Article 21 (Addressing the Digital Divide)

When the Company convenes a virtual shareholders meeting, it shall provide appropriate alternative measures for shareholders who have difficulty attending the shareholders meeting by video conference. Except for the circumstances provided in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the

Company shall provide shareholders with at least connection equipment and necessary assistance, and shall specify the period during which shareholders may apply to the Company and other relevant matters requiring attention.

Article 22

These Rules shall be implemented after approval by the shareholders' meeting; the same shall apply to any amendments thereto.

Appendix 3

Trio Technology International Group Co., Ltd.

Regulations for the Election of Directors

Article 1 During the period when the Company's shares are publicly issued in the Republic of China or have their primary listing on the TWSE or TPEx (or referred to as the listing period), the election of the Company's directors (including independent directors) shall be conducted in accordance with these Rules, unless otherwise provided by laws and regulations or the Articles of Incorporation.

Article 2 The election of directors of the Company shall be conducted at a shareholders' meeting.

Article 3 Any person with the capacity to act may be elected as a director of the Company in accordance with these Rules.

Article 4 The election of the Company's directors shall take into consideration the overall composition of the board of directors. Members of the Board of Directors shall generally possess the knowledge, skills, and professional qualities necessary to perform their duties. The capabilities that the Board as a whole shall possess are as follows:

1. Operational judgment.
2. Accounting and financial analysis skills.
3. Business management skills.
4. Crisis management skills.
5. Industry knowledge.
6. International market perspective.
7. Leadership.
8. Decision-making skills.

Among the directors, more than half of the seats shall not be held by persons who are spouses or relatives within the second degree of kinship.

The Board of Directors of the Company shall consider adjusting the composition of the Board of Directors based on the results of performance evaluations.

Article 5 The qualifications and election of the Company's independent directors shall comply with the relevant provisions of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be conducted in accordance with Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies".

Article 6 The election of directors of the Company shall be conducted in accordance with the candidate nomination system procedures as prescribed in Article 192-1 of the Company Act of the

Republic of China. If the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election at the next shareholders' meeting. However, if the number of vacancies on the Board of Directors reaches one-third of the seats specified in the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting within 60 days from the date of such occurrence to hold a by-election.
If the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting; if all independent directors are dismissed, an extraordinary shareholders' meeting shall be convened to hold a by-election within sixty days from the date of such occurrence.

Article 7 The election of the Company's directors shall be conducted by cumulative voting, with shareholders identified by the shareholder account number or ID number printed on the ballot. Each share shall have voting rights equal to the number of directors to be elected, and such voting rights may be cast for one candidate or distributed among several candidates. The Company adopts a candidate nomination system for the election of directors. Shareholders shall elect from the list of candidates according to the number of positions to be filled. The voting rights for independent directors and non-independent directors shall be calculated separately in accordance with the number of positions stipulated in the Articles of Incorporation. Those who receive a higher number of votes shall be elected as independent directors and non-independent directors, respectively, in descending order of votes received. If two or more persons receive the same number of votes, resulting in the number of elected persons exceeding the specified number of positions, the tie shall be resolved by drawing lots among those who received the same number of votes. If any such person is not present, the chairperson shall draw lots on their behalf.

Article 8 If an elected director is found upon verification to have provided personal information that is inconsistent with the facts, or if their election is rendered invalid in accordance with relevant laws and regulations, the vacancy shall be filled by the candidate who received the next highest number of votes in the same election, with the succession to be announced at the same shareholders' meeting.

Article 9 Independent directors and non-independent directors shall be elected together, with the number of elected positions calculated separately.

Article 10 The Board of Directors shall cause ballots to be printed. In addition to being stamped with the Company's seal, the ballots shall have the elector's shareholder account number or ID card number and the number of voting rights filled in. The shareholdings of the shareholders shall be based on the entries in the register of shareholders of the Company.

Article 11 Before the election begins, the chairperson shall appoint several persons with shareholder status to serve as vote monitors, vote callers, and vote counters.

Article 12 The ballot boxes shall be prepared by the Board of Directors and shall be opened and inspected in public by the ballot monitors prior to voting.

Article 13 A ballot shall be deemed invalid under any of the following circumstances:

1. A ballot other than one prescribed by these Rules is used.
2. A blank ballot is cast into the ballot box.
3. The handwriting is illegible.
4. Any of the following has been altered: the name, account number, or ID number of the candidate written on the ballot, or the number of voting rights allocated.
5. The candidate written on the ballot is a shareholder, but their name or shareholder account number does not match the register of shareholders; or the candidate is not a shareholder, but their name or ID card number does not match upon verification.
6. The candidate written on the ballot does not match the list of director candidates upon verification.
7. In addition to the allocation of voting rights, other text is included.
8. The total number of voting rights allocated exceeds the number of voting rights held by the elector.

Article 14 If the total number of voting rights allocated is less than the number of voting rights held by the elector, the difference shall be deemed an abstention.

Article 15 The votes shall be counted immediately after voting is completed, and the results shall be announced by the chairperson on the spot and recorded in the meeting minutes.

The ballots for the election matters in the preceding paragraph shall be sealed and signed by the vote monitors, and thereafter kept in safe custody and preserved for at least one year. However, if a shareholder has filed a lawsuit to set aside a resolution of the shareholders' meeting in accordance with the Company's Articles of Incorporation, such ballots shall be preserved until the litigation is concluded.

The elected directors shall be issued a notice of election by the Company's Board of Directors.

Article 16 These Procedures shall be implemented after approval by the shareholders' meeting; the same shall apply to any amendments thereto.

Appendix 4

Trio Technology International Group Co., Ltd.

Shareholding of Directors

Number of common shares issued by the Company: 50,000,000 shares

Minimum shareholding for all directors: Not applicable

Record Date: April 11, 2026 / Unit: Shares

Job Title	Name	Number of Shareholding	Shareholding Percentage
Chairman and President	Lin, Huo-Li	2,436,000	4.87%
	Rich Fame Investments Limited	12,085,520	24.17%
Director	Wu, Shih-Lu	150,000	0.30%
Director and CFO	Tsao, Yun-Hua	100,000	0.20%
Director	Chang, Kuo-Wei	0	0
Independent Director	Chen, Chia-Yu	0	0
Independent Director	Wan, Chia-Sen	0	0
Independent Director	Chen, Li-Yuan	0	0
Independent Director	Ding Jiann-Shing	0	0
	total	14,771,250	29.54%

Appendix 5

Trio Technology International Group Co., Ltd.

Information regarding shareholder proposals and director nominations by shareholders holding 1% or more of the total number of issued shares of the Company

Public notice for the acceptance of shareholder proposals and director nominations is handled in accordance with the provisions of the Company Act. From April 3, 2026 to April 13, 2026, applications for shareholder proposals and director nominations from shareholders holding 1% or more of the total issued shares will be accepted; such shareholders may submit proposals for the annual general meeting and director nominations to the Company in writing. If there are shareholder proposals and nominations for director candidates, an additional board of directors meeting shall be convened to discuss whether to include them in the agenda of the shareholders' meeting. The receiving office is the Company's Trio Technology International Group Co., Ltd. (14F-9, No. 268, Lienchiang Rd., Zhonghe Dist., New Taipei City 235, Taiwan; Tel: 02-8227-9268).

In any of the following circumstances, the board of directors may exclude a proposal submitted by a shareholder from the agenda:

1. The proposal is not a matter that may be resolved by a shareholders' meeting.
2. The proposing shareholder holds less than one percent of the total number of issued shares on the book closure date.
3. The proposal is submitted outside the announced acceptance period.
4. The proposal exceeds three hundred words or, in the case of a proposal under the proviso to paragraph 1, more than one proposal is submitted.

In any of the following circumstances, the board of directors may exclude a director candidate nominated by a shareholder from the list of candidates:

1. The nominating shareholder submitted the nomination outside the announced acceptance period.
2. The nominating shareholder's shareholding was less than one percent on the book closure date.
3. The number of nominees exceeds the number of directors to be elected.
4. The name, educational background, and experience of the nominee are not specified, or the relevant supporting documents listed above are not attached.
5. The nominee does not meet the legal qualifications.

During the aforementioned period, there were no shareholder proposals or director nominations from any shareholder holding 1% or more of the total number of issued shares of the Company.