

Stock Code: 2458

ELAN MICROELECTRONICS CORP.
2022 Annual Shareholders' Meeting
Meeting Agenda

Date: June 15, 2022

1F, No. 12, Innovation 1st Rd., Hsinchu Science Park, Hsinchu
30076, Taiwan

(Elan's meeting room)

(Type of meeting to be held: physical shareholders' meeting)

Elan Microelectronics Company

Procedure for the 2022 Annual Shareholders' Meeting

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Procedure for the 2022 Annual Shareholders' Meeting

1. Call Meeting to Order
2. Chairman's Speech
3. Report Items
4. Acknowledgements
5. Proposals and Discussions
8. Special Motions
9. Meeting Adjourned

Elan Microelectronics Company

Meeting Agenda of 2022 Annual General Shareholders' Meeting

1. **Date:** June 15, 2022 (Wednesday) at 9:00 a.m.
2. **Place:** Elan's Conference Hall (1F, No. 12, Innovation 1st Rd., Hsinchu Science Park, Hsinchu City (Type of meeting to be held: physical shareholders' meeting))
3. **Chairman:** Mr. I-Hau, Yeh
4. **Chairman's Speech**
5. **Report Items**
 - (1) 2021 Business Report
 - (2) Audit Committee's Review Report on the Financial Statements for the fiscal year 2021
 - (3) Report on the Distribution of Employee Compensation and Directors' Remuneration for the fiscal year 2021
 - (4) Implementation of Treasury Stock Buyback Program
6. **Acknowledgements**
 - (1) Acknowledgement of the 2021 Business Report and Financial Statements
 - (2) Acknowledgement of the Proposal for Profit Distribution for the fiscal year 2021
7. **Proposals and Discussions**
 - (1) Amendment to the Articles of Incorporation
 - (2) Amendment to the Rules of Procedures for Shareholders' Meetings
 - (3) Amendment to the Operational Procedures for Loaning Funds to Others
 - (4) Amendment to the Operational Procedures for Acquisition and Disposal of Assets
 - (5) Proposal of Release the Prohibition on Directors from Participation in Competitive Business
8. **Special Motions**
9. **Meeting Adjournment**

Elan Microelectronics Company

Report Items

1. 2021 Business Report.
Please refer to Page 7 of the Attachment 1 for the Company's 2021 Business Report and Financial Statements.
2. Audit Committee's Review Report on the Financial Statements for the fiscal year 2021
Please refer to Page 10 of the Attachment 2 for the Company's Audit Committee's Review Report on the Financial Statements for the fiscal year 2021
3. Report on the distribution of employee compensation and Directors' remuneration for the fiscal year 2021
 - (1) Pursuant to Article 29 of the Articles of Association.
 - (2) The Company's profit in 2021 was NT\$ 6,912,353,270 (i.e. profit before tax less profit before distribution of employee compensation and Directors' remuneration). Employee compensation of NT\$ 728,000,000 (10.53%) and Directors' remuneration of NT\$ 93,000,000 (1.35%) were recognized and paid in cash.
4. Report on the Implementation of Treasury Stock Buyback Program

Buyback Period	Buyback for the 13 th time
Purpose of the buyback	Transfer of shares to employees
Period of application for buyback	August 06, 2021 ~ October 05, 2021
Number of shares bought back (Unit: Thousand)	10,000
Buyback prices (NT\$)	NT\$ 140 -200
Number of shares bought back (Unit: Thousand)	6,857,000
The average buyback price per share (NT\$)	NT\$ 157.14
Number of shares cancelled or transferred (Unit: Thousand)	0
Cumulative treasury shares held (Unit: Thousand)	6,857,000

Elan Microelectronics Company

Acknowledgements

Proposal No. 1:

(Proposed by the Board of Directors)

Acknowledgement of the 2021 Business Report and Financial Statements

Explanation:

- (1) The 2021 and 2020 Company Only Financial Statements, the Business Report and the Consolidated Financial Statements were audited, and an unqualified audit report was issued accordingly by the Certified Public Accountants CHOU, PAO-LIEN and TSENG, MEI-YU of KPMG, which were authorized by the resolution adopted by the Board of Directors on February 22, 2022 and presented to the Audit Committee for verification before recordation.
- (2) Please refer to Page 7 of the Attachment 3 for the Business Report and the Consolidated Financial Statements attached thereto assessed and certified by the Certified Public Accountants.

Resolution:

Proposal No. 2:

(Proposed by the Board of Directors)

Acknowledgement of the Proposal for Profit Distribution for the fiscal year 2021

Explanation:

- (1) The Company's Profit Distribution for the fiscal year 2021 was authorized by the resolution adopted by the Board of Directors on February 22, 2022.
- (2) Pursuant to the Articles of Association, a cash dividend payment for NT\$ 13.5 EPS was proposed to be distributed out of the Company's 2021 Profit After Tax after the statutory profit-seeking enterprise income tax was paid, previous year's losses were made up, and legal reserve was appropriated. The surplus earnings for the fiscal year 2020 shall be distributed in priority for distribution and is proposed as follows.
- (3) In the event where adjustment on the number of shares outstanding and payout ratio would be required due to impact and changes thereto arising from any subsequent change in the Company's equity, it is proposed that the Shareholders' Meeting vest the Chairman with authority to handle the matter at his full discretion.
- (4) The Company's Profit Distribution for the fiscal year 2021 is listed in Attachment 4 (Page 27).

Resolution:

Elan Microelectronics Company

Proposals and Discussions

Proposal No. 1:

(Proposed by the Board of Directors)

Amendment to the Articles of Incorporation

Explanation:

In order to conform to the needs of commercial practice (or amendments to related commercial laws), the Company hereby proposes to amend the Articles of Incorporation. The Comparative Table for the Current and Amended Articles of Incorporation is attached, please refer to Attachment 5 (page 28).

Resolution:

Proposal No. 2:

(Proposed by the Board of Directors)

Amendment to the Rules of Procedures for Shareholders' Meeting

Explanation:

It is proposed that the Rules of Procedures for Shareholders' Meeting be amended to comply with the amended Article 172-2 of the Company Law, which stipulated that a public listed Company can hold shareholders' meetings by video, and the relevant regulations for video conferences of shareholders' meetings have been revised in order to meet the needs of the digital age and provide a channel for shareholders to facilitate their participation in shareholders' meetings. The Comparative Table for the Current and Amended Rules of Procedures for Shareholders' Meeting is attached, please refer to Attachment 6 (page 30).

Resolution:

Proposal No. 3:

(Proposed by the Board of Directors)

Amendment to the Operational Procedures for Loaning Funds to Others

Explanation:

It is proposed that the Operational Procedures for Loaning Funds to Others be amended to comply with the Regulations Governing the Operational Procedures for Loaning Funds to Others revised by the Financial Supervisory Commission (FSC) dated March 07, 2019, Ref. No.: FSC-1080304826. The Comparative Table for the Current and Amended Operational Procedures for Loaning Funds to Others is attached, please refer to Attachment 7 (page 42).

Resolution:

Proposal No. 4:

(Proposed by the Board of Directors)

Amendment to the Operational Procedures for Acquisition and Disposal of Assets

Explanation:

In order to conform to the needs of commercial practice (or amendments to related commercial laws), the Company hereby proposes to amend the Operational Procedures for Acquisition and Disposal of Assets. The Comparative Table for the Current and Amended Operational Procedures for Acquisition and Disposal of Assets is attached, please refer to Attachment 8 (page 44).

Resolution:**Proposal No. 5:**

(Proposed by the Board of Directors)

Proposal for Release the Prohibition on Directors from Participation in Competitive Business

Explanation:

According to Article 209 of the Company Act, "A Director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval." In order to conform to the needs of commercial practice (or amendments to related commercial laws), the Company hereby submit this proposal to the shareholders' meeting for Release the Prohibition on Directors from Participation in Competitive Business in accordance with Article 209 of the Company Act. The Board of Directors of the Company concurrently holding position in other companies are as follows:

Name of Director	Holding Position in Other Companies
Chairman: YEH, I-Hau Chairman of the Board: YEH, I-Hau	CHIMEI MOTOR ELECTRONICS CO., LTD. Chairman of the Board (New Position)
Corporate Representative: YEH, Tsung-Ying	Macroblock, Inc. Director

Resolution:**Special Motions****Meeting Adjournment**

Attachment 1

Elan Microelectronics Company

Business Report for the Fiscal Year 2021

1. Operating Result of 2021

The global notebook computer market was affected in 2021 by the rise of remote work, distance learning, online learning and the stay-at-home economy. This led to growing demand for consumer notebooks, commercial notebooks and educational notebooks, which increased 13.5% for the year. The number of PC units shipped reached 235 million in 2021, a new record for our company. The operation of our company outperformed the growth of the industry, achieving an annual growth of 20.9% in revenue and 57.2% in profit after tax, marking our best performance to date in the company's 28 year history.

Currently, our touch panel modules, touch screen chips, and pointing devices are leading the global industry among notebook computer components, with these products reaching a main market share of more than 60%. Our next goal is to target fingerprint recognition products. It is expected that in the next two to three years, they too will be able to lead the industry and become the fourth of our notebook computer component products to become number one in the world. Last year, fingerprint recognition revenue was quite promising, showing an annual growth of more than 70%, which is the most outstanding growth among all product lines. Due to the relatively low penetration rate of fingerprint recognition in the laptop market, major laptop brands have significantly increased their willingness to adopt the technology based on information security considerations and the strong promotion of it by Windows 11. Therefore, it is estimated that its penetration rate will continue to increase in the next few years.

At present, competition within the global landscape is still very fierce. Our company still relies on its advantages in chip design technology and engineering to effectively reduce costs and optimize our product portfolio, such that our overall revenue for the year has increased by 21.4% compared with the previous year. In 2021 our revenue was 17.7 billion NTD, setting a new historical record for the company. Due to continuous product portfolio optimization and efforts to reduce costs, our gross profit margin is significantly better than last year, holding steady at a high 50.3%. Our operating net profit margin was 31.8%, and our pre-tax surplus was 6.09 billion NTD.

Our company ranked 18th in "Top 50 Performers" Which Selected from "Taiwan Top 2000 Survey" by 《CommonWealth Magazine》 in 2021. Ranked 4th in "Top 100 Taiwan High Value Companies in 2020" by 《Business Next》. Won the "2021 Taiwan i Sports (Certificate of Corporate Wellness)" Awarded by the Sports Administration, Ministry of Education. Honored with the "2021 Science Park R&D Accomplishment Awards" and "Innovative Product Award 2021" by the Science Park Administration.

2. Business Plan for Fiscal Year 2022

According to the data gathered by manufacturers of the world's major notebook computer brands, the demand for notebook computers is predicted to decline slightly in 2022. In response to this market phenomenon, our company will focus on improving product functions and added value, driving the average unit price of products to rise, and moving forward in the general direction of

continued growth. It is estimated that the strongest growth momentum will come from the adoption of fingerprint recognition technology in notebook computers. The fact that Windows 11 emphasizes that both consumer and commercial models should adopt MOC (Match-On-Chip) this year, in conjunction with the relatively low penetration rate of fingerprint recognition in laptops, translates into promising market prospects for the year.

The addition of the high-priced Haptics Pad to our capacitive touch panel product lineup this year and the advent of large-size touch panels with both be of benefit to our touch panels revenue figures.

Our touch screen chips, used in notebook computers, still enjoy a high market share globally. In 2022, thanks to the introduction of Window 11 into Android APP, we expect both an increase in the use of touch functions in notebook products and an increase in the penetration rate of the notebook market. The heavy promotion of in-cell touch integrated driver chip solutions that is currently underway will also contribute to an increase in touch screen chip revenue.

Meanwhile, as far as non-laptop products are concerned, foldable mobile phones employ a touch pen function solution and a local dimming control chip, which are also actively promoted and applied in consumer electronic products.

3. ESG measures and outcomes

While pursuing performance growth, Elan is also committed to corporate social responsibility. The company established a CSR (Corporate Social Responsibility Management) Committee in 2014, and has independently issued a CSR report every year since 2015. In order to comply with international ESG trends and the requirements of the Financial Regulatory Commission, the CSR Committee was renamed the ESG Committee (aka, the Sustainable Development Committee) in 2021 and is the highest-level sustainable development decision-making center within the company, chaired by independent directors. Risk management and information security management executive teams were also added, strengthening our commitment to the three key issues of corporate governance, environment and society. At the same time, the 2020 CSR Report was renamed the ESG Report, and content on climate change-related financial disclosures (TCFD) was added.

Specific ESG achievements include the following: In the corporate governance category, our company was ranked 18th among the top 50 companies in terms of operational performance in the 2021 Top 2,000 Enterprises Survey by CommonWealth Magazine, and was selected as one of "Taiwan's Top 100 High-Value Enterprises in 2020" by Digital Times Magazine, coming in at fourth place. We also won the 2021 Hsinchu Science Park R&D Achievement Award and the Excellent Manufacturer Innovative Product Award.

In the environmental section, Elan continues to implement energy conservation and carbon reduction, with the goal of reducing electricity consumption by 1%, and greenhouse gas emissions by 15 metric tons, every year, and has won the Hsinchu Science Park Green and Beautification Award for 16 years in a row. At the same time, our company promises to provide green design products that fully comply with international, industrial and customer specifications for the prohibition/restriction of hazardous substances, so as to achieve the win-win situation of reducing operating costs while protecting the environment. In the social category, we provide employees with a safe, comfortable and healthy working environment. In 2021, we were awarded the "i Sports Enterprise Certification" by the Sports Department of the Ministry of

Education; we cooperated with the Taipei University of Technology to actively cultivate AI talents; we combined company resources to care for disadvantaged groups all year round; and we gradually promoted among our important suppliers the attitude that human rights, environmental protection, health and safety should be valued.

Looking forward to the future, Elan Electronics will hold fast to its business strategy for sustainable, steady development and fulfill our corporate and social responsibilities with an understanding of sustainable management. We will take into account our company's business value as well as its social value, so as to exert greater economic, environmental, and social influence, and in so doing, create greater value and well-being for our stakeholders.

Chairman:
YEH, I-Hau

Managing Director:
YEH, I-Hau

Chief Accounting Officer:
CHEN, Yi-Lin

Attachment 2

Audit Committee's Review Report

The Board of Directors hereby furnishes and submits the Company's Business Report and the Consolidated Financial Statements for the fiscal year 2021, which were audited by the Certified Public Accountants CHOU, PAO-LIEN and TSENG, MEI-YU of KPMG. An Audit Report was so issued together with the proposed Business Report and the Profit Distribution, which were reviewed by the Audit Committee and found no discrepancy, thus reported as above pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please check.

Elan Microelectronics Company

Coordinator of the Audit Committee: **SHAW, Ming-Fu**

Date: February 22, 2022

Independent Auditors' Report

To the Board of Directors
ELAN MICROELECTRONICS CORPORATION:

Opinion

We have audited the financial statements of ELAN MICROELECTRONICS CORPORATION ("the Company"), which comprise the statement of financial position as of December 31, 2021 and 2020, and the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Other Matter

We did not audit the financial statements of Top Taiwan X Venture Capital Co., Ltd., which represented investment in accounted for using the equity method of the Company. Those statements were audited by another auditor, whose report has been furnished to us, and our opinion, insofar as it relates to the amount included for Top Taiwan X Venture Capital Co., Ltd., is based solely on the report of another auditor. The investment in Top Taiwan X Venture Capital Co., Ltd. accounted for using the equity method constituted 2.08% and 2.23% of the total assets at December 31, 2021 and 2020, respectively, and the related share of profit of associates accounted for using the equity method constituted 0.51% and 0.79% of the total profit before tax for the years ended December 31, 2021 and 2020, respectively.

Key Audit Matters

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

1. Valuation of inventories

Refer to Note 4(g) for accounting policy on inventory, Note 5 for accounting estimations and assumption uncertainty of inventory valuation, and Note 6(d) for the write-down of inventories to net realizable value.

Description of key audit matter:

Inventories are measured at the lower of cost and net realizable value. Due to the rapid changes in the economy and the environment, and the production technology update, the cost of inventories is at the risk of exceeding its net realizable value.

How the matter was addressed in our audit:

For valuation of the inventories, we reviewed inventory aging reports, analyzed inventory turnovers and changes in its aging inventory for each period to assess the reasonableness of the Company's inventory provision rate, evaluated reasonableness of the accounting policy, delved into the sales price adopted by management in valuation, and reviewed the sales and valuation which was based on the net realizable value used to assess the appropriateness of management's estimation of inventory provision.

2. Revenue recognition

Refer to Note 4(o) and 6(p) for accounting policy of revenue recognition.

Description of key audit matter:

The major business activities of the Company are the manufacture and sale of integrated circuits. The Company also offers research and development services with respect to the products presented above. Test of revenue recognition is one of the key audit matters in our audit. Revenue is the key indicator to evaluate the performance by investors and management, and thus, needs significant attention in our audit.

How the matter was addressed in our audit:

Our audit procedures in this area included, among others: testing the effectiveness of related controls of revenue recognition and reviewing relevant sales documents to evaluate whether the revenue recognition was consistent with the accounting policy; performing trend analysis of the ten largest customers, so as to assess whether there was material abnormality, if any; testing the sales transactions before and after the end of the year and relevant documents to evaluate the accuracy of the amount and period of revenue recognition.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Chou, Pao-Lian and Tseng, May-Yu.

KPMG

Taipei, Taiwan (Republic of China)

February 22, 2022

Notes to Readers

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

The independent auditors' audit report and the accompanying parent-company-only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent-company-only financial statements, the Chinese version shall prevail.

(English Translation of Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION

Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

		<u>December 31, 2021</u>		<u>December 31, 2020</u>				<u>December 31, 2021</u>		<u>December 31, 2020</u>	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (notes 6(a) and (s))	\$ 2,910,238	18	1,056,566	8	2170	Accounts payable (notes 6(s) and 7)	1,692,409	10	1,811,241	13
1110	Current financial assets at fair value through profit or loss (notes 6(b) and (s))	160,028	1	488,811	4	2206	Employee bonus payable (note 6(r))	821,000	5	527,000	4
1172	Notes and accounts receivable, net (notes 6(c) and (s))	1,707,040	11	2,070,680	15	2230	Current tax liabilities	979,161	6	768,135	6
1181	Accounts receivable due from related parties (notes 6(c), (s) and 7)	42,649	-	55,199	-	2280	Current lease liabilities (notes 6(k) and (s))	11,706	-	8,335	-
1200	Other receivables (notes 6(c), (s) and 7)	1,156,907	7	1,456,679	10	2300	Other current liabilities (notes 6(s) and 7)	<u>906,441</u>	<u>6</u>	<u>1,178,610</u>	<u>8</u>
1310	Inventories, net (note 6(d))	2,202,115	14	1,679,128	12			<u>4,410,717</u>	<u>27</u>	<u>4,293,321</u>	<u>31</u>
1410	Prepayments and other current assets	3,825	-	8,173	-	Non-Current liabilities:					
1476	Current financial assets at amortized cost (notes 6(a) and (s) and 8)	<u>1,710,600</u>	<u>11</u>	<u>2,696,050</u>	<u>20</u>	2570	Deferred tax liabilities (note 6(m))	1,067	-	1,244	-
		<u>9,893,402</u>	<u>62</u>	<u>9,511,286</u>	<u>69</u>	2580	Non-current lease liabilities (notes 6(k) and (s))	671,682	4	177,421	1
Non-current assets:						2640	Net defined benefit liability, non-current (note 6(l))	394,795	3	382,275	3
1510	Non-current financial assets at fair value through profit or loss (notes 6(b) and (s))	1,009,519	6	587,275	4	2645	Guarantee deposits received (note 6(s))	10,797	-	10,889	-
1517	Non-current financial assets at fair value through other comprehensive income (notes 6(e) and (s))	491,824	3	256,562	2	2650	Credit balance of investments accounted for using equity method (note 6(f))	<u>1,171</u>	<u>-</u>	<u>12,814</u>	<u>-</u>
1535	Non-current financial assets at amortised cost, net (notes 6(a), (s) and 8)	7,200	-	7,200	-			<u>1,079,512</u>	<u>7</u>	<u>584,643</u>	<u>4</u>
1551	Investments accounted for using equity method (notes 6(f) and (g))	2,492,260	15	2,186,027	16	Total liabilities		<u>5,490,229</u>	<u>34</u>	<u>4,877,964</u>	<u>35</u>
1600	Property, plant and equipment (note 6(h))	864,262	5	836,016	6	Equity attributable to owners of parent: (notes 6(f) and (n))					
1755	Right-of-use assets (note 6(i))	829,693	5	183,096	1	3100	Capital stock	<u>3,038,804</u>	<u>19</u>	<u>3,038,804</u>	<u>22</u>
1780	Intangible assets (note 6(j))	279,425	2	310,651	2	3200	Capital surplus	<u>631,181</u>	<u>4</u>	<u>519,638</u>	<u>4</u>
1840	Deferred tax assets (note 6(m))	39,994	-	33,221	-		Retained earnings:				
1900	Other non-current assets (note 6(s))	177,776	1	17,252	-	3310	Legal reserve	2,159,576	13	1,825,597	13
1960	Prepaid investment (note 6(f))	<u>147,848</u>	<u>1</u>	<u>-</u>	<u>-</u>	3350	Undistributed earnings	<u>5,824,804</u>	<u>36</u>	<u>3,692,218</u>	<u>26</u>
		6,339,801	38	4,417,300	31			<u>7,984,380</u>	<u>49</u>	<u>5,517,815</u>	<u>39</u>
						3400	Other equity	<u>195,094</u>	<u>1</u>	<u>3,340</u>	<u>-</u>
						3500	Treasury shares	<u>(1,106,485)</u>	<u>(7)</u>	<u>(28,975)</u>	<u>-</u>
							Total equity	<u>10,742,974</u>	<u>66</u>	<u>9,050,622</u>	<u>65</u>
Total assets		\$ <u>16,233,203</u>	<u>100</u>	<u>13,928,586</u>	<u>100</u>		Total liabilities and equity	\$ <u>16,233,203</u>	<u>100</u>	<u>13,928,586</u>	<u>100</u>

(English Translation of Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(p) and 7)	\$17,742,077	100	14,678,422	100
5000	Operating costs (notes 6(d) and 7)	<u>8,820,971</u>	<u>50</u>	<u>7,789,061</u>	<u>53</u>
5900	Gross profit from operations	8,921,106	50	6,889,361	47
5920	Add: Realized (unrealized) profit from sales	<u>(3,101)</u>	<u>-</u>	<u>1,234</u>	<u>-</u>
	Gross profits	<u>8,918,005</u>	<u>50</u>	<u>6,890,595</u>	<u>47</u>
6000	Operating expenses: (notes 6(c), 7, 9 and 12)				
6100	Selling expenses	906,782	5	831,305	6
6200	Administrative expenses	415,016	2	340,840	2
6300	Research and development expenses	1,967,455	11	1,582,695	11
6450	Impairment gain and loss determined in accordance with IFRS 9	<u>(7,077)</u>	<u>-</u>	<u>7,604</u>	<u>-</u>
		<u>3,282,176</u>	<u>18</u>	<u>2,762,444</u>	<u>19</u>
6900	Operating income	<u>5,635,829</u>	<u>32</u>	<u>4,128,151</u>	<u>28</u>
7000	Non-operating income and expenses:				
7100	Interest income (note 6(q))	23,054	-	26,198	-
7010	Other income (notes 6(q) and 7)	50,460	-	39,511	-
7020	Other gains and losses (note 6(q))	153,593	1	(96,707)	(1)
7050	Finance costs	(8,294)	-	(3,006)	-
7070	Share of gain of subsidiaries and associates accounted for using equity method (note 6(f))	<u>236,712</u>	<u>1</u>	<u>(186,668)</u>	<u>(1)</u>
		<u>455,525</u>	<u>2</u>	<u>(220,672)</u>	<u>(2)</u>
7900	Profit before tax	6,091,354	34	3,907,479	26
7950	Less: Income tax expenses (note 6(m))	<u>988,908</u>	<u>6</u>	<u>661,668</u>	<u>5</u>
	Net profit	<u>5,102,446</u>	<u>28</u>	<u>3,245,811</u>	<u>21</u>
8300	Other comprehensive income (loss):				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Losses on remeasurements of defined benefit plans	(27,049)	-	(15,399)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	235,262	1	(21,116)	-
8330	Share of other comprehensive income of subsidiaries and associates accounted for using equity method, components of other comprehensive income that will not be reclassified	82,910	-	4,985	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>291,123</u>	<u>1</u>	<u>(31,530)</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign financial statements	(323)	-	(1,078)	-
8380	Share of other comprehensive income of subsidiaries and associates accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(3)	-	18	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>(326)</u>	<u>-</u>	<u>(1,060)</u>	<u>-</u>
8300	Other comprehensive income (loss), net	<u>290,797</u>	<u>1</u>	<u>(32,590)</u>	<u>-</u>
8500	Comprehensive income	<u>\$ 5,393,243</u>	<u>29</u>	<u>3,213,221</u>	<u>21</u>
	Earnings per share (expressed in dollars) (note 6(o))				
9710	Basic earnings per share	<u>\$ 17.64</u>		<u>11.14</u>	
9850	Diluted earnings per share	<u>\$ 17.34</u>		<u>10.97</u>	

See accompanying notes to financial statements.

(English Translation of Parent-company-only Financial Statements Originally Issued in Chinese)

ELAN MICROELECTRONICS CORPORATION**Statements of Changes in Equity****For the years ended December 31, 2021 and 2020****(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Capital surplus	Retained earnings		Other equity		Treasury shares	Total equity
			Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		
Balance at January 1, 2020	\$ 3,038,804	375,945	1,575,923	2,577,324	(5,537)	135,447	(28,975)	7,668,931
Net profit	-	-	-	3,245,811	-	-	-	3,245,811
Other comprehensive income	-	-	-	(16,339)	(1,060)	(15,191)	-	(32,590)
Total comprehensive income	-	-	-	3,229,472	(1,060)	(15,191)	-	3,213,221
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	249,674	(249,674)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,975,223)	-	-	-	(1,975,223)
Other changes in capital surplus:								
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	80,848	-	-	-	-	-	80,848
Changes in ownership interests in subsidiaries	-	62,845	-	-	-	-	-	62,845
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	58,245	-	(58,245)	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income by subsidiaries	-	-	-	52,074	-	(52,074)	-	-
Balance at December 31, 2020	3,038,804	519,638	1,825,597	3,692,218	(6,597)	9,937	(28,975)	9,050,622
Net profit	-	-	-	5,102,446	-	-	-	5,102,446
Other comprehensive income	-	-	-	(27,093)	(326)	318,216	-	290,797
Total comprehensive income	-	-	-	5,075,353	(326)	318,216	-	5,393,243
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	333,979	(333,979)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(2,734,924)	-	-	-	(2,734,924)
Other changes in capital surplus:								
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	111,944	-	-	-	-	-	111,944
Changes in ownership interests in subsidiaries	-	(401)	-	-	-	-	-	(401)
Purchase of treasury share	-	-	-	-	-	-	(1,077,510)	(1,077,510)
Disposal of investments in equity instruments designated at fair value through other comprehensive income by subsidiaries	-	-	-	126,136	-	(126,136)	-	-
Balance at December 31, 2021	<u>\$ 3,038,804</u>	<u>631,181</u>	<u>2,159,576</u>	<u>5,824,804</u>	<u>(6,923)</u>	<u>202,017</u>	<u>(1,106,485)</u>	<u>10,742,974</u>

See accompanying notes to financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

ELAN MICROELECTRONICS CORPORATION**Statements of Cash Flows****For the years ended December 31, 2021 and 2020****(Expressed in Thousands of New Taiwan Dollars)**

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities:		
Profit before tax	\$ 6,091,354	3,907,479
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	88,331	67,178
Amortization expense	92,034	65,683
Expected credit loss (gain)	(7,077)	7,604
Net profit on financial assets at fair value through profit or loss	(200,710)	(16,838)
Interest expense	8,294	3,006
Interest income	(23,054)	(26,198)
Dividend income	(27,433)	(27,805)
Share of (profit) loss of subsidiaries and associates accounted for using equity method	(236,712)	186,668
Loss (gain) on disposal of property, plant and equipment	51	(13)
Gain on disposal of investment properties	(6,254)	(13,754)
Impairment loss and disposal loss on inventory	105,789	93,969
Reversal of impairment loss	(3,930)	-
Others	3,103	(1,233)
Total adjustments to reconcile profit	<u>(207,568)</u>	<u>338,267</u>
Changes in operating assets and liabilities:		
Decrease (increase) in notes and accounts receivable	383,267	(989,621)
Increase in inventories	(628,776)	(454,488)
Decrease (increase) in other receivables	299,656	(634,213)
Decrease in other current assets	4,348	5,345
Increase (decrease) in notes and accounts payable	(118,832)	643,613
Increase in other current liabilities	30,125	479,014
Decrease in net defined benefit liability	(14,529)	(278)
Total adjustments	<u>(252,309)</u>	<u>(612,361)</u>
Cash inflow generated from operations	5,839,045	3,295,118
Interest received	23,170	26,351
Interest paid	(8,294)	(3,006)
Income taxes paid	(784,831)	(163,610)
Net cash flows from operating activities	<u>5,069,090</u>	<u>3,154,853</u>
Cash flows from (used in) investing activities:		
Dividends received	170,140	54,077
Decrease (increase) in financial assets at amortized cost	985,450	(423,600)
Acquisition of current financial assets at fair value through profit or loss	(20,000)	(1,966,148)
Proceeds from disposal of current financial assets at fair value through profit or loss	351,606	1,898,138
Acquisition of non-current financial assets at fair value through profit or loss	(240,162)	(29,755)
Proceeds from capital reduction and liquidation of financial assets at fair value through profit or loss	15,803	44,456
Acquisition of non-current financial assets at fair value through other comprehensive income	-	(268,800)
Proceeds from disposal of non-current financial assets at fair value through other comprehensive income	-	76,592
Acquisition of investments accounted for using equity method	(59,703)	(215,170)
Increase in prepayments for investments	(147,848)	-
Proceeds from disposal of subsidiaries	33,111	-
Proceeds from capital reduction of investments accounted for using equity method	3,930	-
Acquisition of property, plant and equipment	(94,923)	(136,484)
Proceeds from disposal of property, plant and equipment	-	60
Acquisition of intangible assets	(59,908)	(153,164)
Increase in refundable deposits	(160,524)	(11,952)
Net cash flows from (used in) investing activities	<u>776,972</u>	<u>(1,131,750)</u>
Cash flows used in financing activities:		
Increase (decrease) in guarantee deposits received	(92)	561
Payment of lease liabilities	(179,864)	(12,554)
Cash dividends paid	(2,734,924)	(1,975,223)
Payments to acquire treasury shares	(1,077,510)	-
Net cash flows used in financing activities	<u>(3,992,390)</u>	<u>(1,987,216)</u>
Net increase in cash and cash equivalents	1,853,672	35,887
Cash and cash equivalents at the beginning of period	1,056,566	1,020,679
Cash and cash equivalents at the end of period	<u><u>\$ 2,910,238</u></u>	<u><u>1,056,566</u></u>

See accompanying notes to financial statements.

Independent Auditors' Report

To the Board of Directors of
ELAN MICROELECTRONICS CORPORATION:

Opinion

We have audited the consolidated financial statements of ELAN MICROELECTRONICS CORPORATION (“the Company”), and its subsidiaries (together referred to as “the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Other Matter

We did not audit the financial statements of Top Taiwan X Venture Capital Co., Ltd., which represented investment in accounted for using the equity method of the Group. Those statements were audited by another auditor, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Top Taiwan X Venture Capital Co., Ltd., is based solely on the report of another auditor. The investment in Top Taiwan X Venture Capital Co., Ltd. accounted for using the equity method constituted 1.99% and 2.15% of the consolidated total assets on December 31, 2021 and 2020, respectively, and the related share of profit of associates accounted for using the equity method constituted 0.51% and 0.80% of the consolidated total profit before tax for the years then ended, respectively.

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified opinion with other matter paragraph.

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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Inventory valuation

Refer to Note 4(h) for accounting policy on inventory, Note 5 for accounting estimations and assumption uncertainty of inventory valuation, and Note 6(d) for the write-down of inventories to net realizable value.

Description of key audit matter:

Inventories are measured at the lower of cost and net realizable value. Due to the rapid changes in the economy and the environment, and the production technology update, the cost of inventories is at the risk of exceeding its net realizable value.

How the matter was addressed in our audit:

For valuation of the inventories, we reviewed inventory aging reports, analyzed inventory turnovers and changes in its aging inventory for each period to assess the reasonableness of the Group's inventory provision rate, evaluated the reasonableness of accounting policy, delved into the sales price adopted by management in valuation, and reviewed the sales and valuation which was based on the net realizable value used to assess the appropriateness of management's estimation of inventory provision.

2. Revenue recognition

Refer to Note 4(o) and 6(s) for accounting policy of revenue recognition.

Description of key audit matter:

The major business activities of the Group are the manufacture and sale of integrated circuits. The Group also offers research and development services with respect to the products presented above. Test of revenue recognition is one of the key audit matters in our audit. Revenue is the key indicator to evaluate the performance by investors and management, and thus, needs significant attention in our audit.

How the matter was addressed in our audit:

Our audit procedures in this area included, among others: testing the effectiveness of related controls of revenue recognition and reviewing relevant sales documents to evaluate whether the revenue recognition was consistent with the accounting policy; performing trend analysis of the ten largest customers, so as to assess whether there was material abnormality, if any; testing the sales transactions before and after the end of the year and relevant documents to evaluate the accuracy of the amount and period of revenue recognition.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Chou, Pao-Lian and Tseng, May-Yu.

KPMG

Taipei, Taiwan (Republic of China)
February 22, 2022

Notes to Readers

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

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2021		December 31, 2020				December 31, 2021		December 31, 2020	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (notes 6(a) and (v))	\$ 4,254,507	25	2,030,341	14	2100	Short-term borrowings (notes 6(l), (v) and 9)	\$ 30,000	-	40,000	-
1110	Current financial assets at fair value through profit or loss (notes 6(b) and (v))	772,628	4	969,808	8	2170	Accounts payable (note 6(v))	1,706,452	10	1,826,667	13
1170	Notes and accounts receivable, net (notes 6(c) and (v))	1,794,193	11	2,162,216	15	2206	Employee bonus payable (note 6(u))	821,000	5	527,000	4
1200	Other receivables (notes 6(c) and (v))	1,176,985	7	1,474,775	10	2230	Current tax liabilities	1,020,464	6	802,401	6
1310	Inventories, net (note 6(d))	2,314,145	14	1,782,653	12	2280	Current lease liabilities (notes 6(m) and (v))	21,687	-	21,858	-
1410	Prepayments and other current assets	32,053	-	23,348	-	2300	Other current liabilities (note 6(v) and 9)	<u>1,253,154</u>	<u>8</u>	<u>1,343,720</u>	<u>9</u>
1476	Current financial assets at amortized cost (notes 6(a), (v) and 8)	<u>1,725,450</u>	<u>10</u>	<u>2,735,650</u>	<u>19</u>			<u>4,852,757</u>	<u>29</u>	<u>4,561,646</u>	<u>32</u>
		<u>12,069,961</u>	<u>71</u>	<u>11,178,791</u>	<u>78</u>	Non-Current liabilities:					
Non-current assets:						2570	Deferred tax liabilities (note 6(o))	1,067	-	1,244	-
1510	Non-current financial assets at fair value through profit or loss (notes 6(b) and (v))	1,577,319	9	1,023,849	8	2580	Non-current lease liabilities (notes 6(m) and (v))	671,682	4	187,361	1
1517	Non-current financial assets at fair value through other comprehensive income (notes 6(e) and (v))	491,824	3	304,352	2	2640	Net defined benefit liability, non-current (note 6(n))	396,993	2	389,456	3
1536	Non-current financial assets at amortized cost (notes 6(a), (v) and 8)	7,200	-	7,200	-	2645	Guarantee deposits received (note 6(v))	<u>36,641</u>	<u>-</u>	<u>39,427</u>	<u>-</u>
1551	Investments accounted for using equity method (note 6(f))	346,697	2	319,622	2			<u>1,106,383</u>	<u>6</u>	<u>617,488</u>	<u>4</u>
1600	Property, plant and equipment (note 6(i))	952,324	6	872,781	6	Total liabilities		<u>5,959,140</u>	<u>35</u>	<u>5,179,134</u>	<u>36</u>
1755	Right-of-use assets (note 6(j))	838,550	5	205,921	1	Equity attributable to owners of parent: (notes 6(f) and (q))					
1780	Intangible assets (note 6(k))	424,650	3	449,557	3	3100	Capital stock	<u>3,038,804</u>	<u>18</u>	<u>3,038,804</u>	<u>21</u>
1840	Deferred tax assets (note 6(o))	39,994	-	33,221	-	3200	Capital surplus	<u>631,181</u>	<u>4</u>	<u>519,638</u>	<u>4</u>
1900	Other non-current assets (note 6(v))	<u>184,489</u>	<u>1</u>	<u>56,896</u>	<u>-</u>		Retained earnings:				
		4,863,047	29	3,273,399	22	3310	Legal reserve	2,159,576	13	1,825,597	13
						3350	Undistributed earnings	<u>5,824,804</u>	<u>34</u>	<u>3,692,218</u>	<u>25</u>
								<u>7,984,380</u>	<u>47</u>	<u>5,517,815</u>	<u>38</u>
						3400	Other equity	<u>195,094</u>	<u>1</u>	<u>3,340</u>	<u>(1)</u>
						3500	Treasury shares	<u>(1,106,485)</u>	<u>(7)</u>	<u>(28,975)</u>	<u>-</u>
						Total equity attributable to owners of parent:		10,742,974	63	9,050,622	62
						36XX	Non-controlling interests	<u>230,894</u>	<u>2</u>	<u>222,434</u>	<u>2</u>
						Total equity		<u>10,973,868</u>	<u>65</u>	<u>9,273,056</u>	<u>64</u>
Total assets		<u>\$ 16,933,008</u>	<u>100</u>	<u>14,452,190</u>	<u>100</u>	Total liabilities and equity		<u>\$ 16,933,008</u>	<u>100</u>	<u>14,452,190</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		2021		2020	
		Amount	%	Amount	%
4000	Total operating revenue (notes 6(s), 7 and 14)	\$ 18,327,973	100	15,099,690	100
5000	Total operating costs (notes 6(d) and (n))	<u>9,212,132</u>	<u>50</u>	<u>8,045,231</u>	<u>53</u>
5900	Gross profit from operations	9,115,841	50	7,054,459	47
5920	Add: Realized (unrealized) profit from sales	<u>559</u>	<u>-</u>	<u>(263)</u>	<u>-</u>
5950	Gross profits	<u>9,116,400</u>	<u>50</u>	<u>7,054,196</u>	<u>47</u>
6000	Operating expenses: (notes 6(c), (n) and 12)				
6100	Selling expenses	612,778	3	535,271	4
6200	Administrative expenses	529,698	3	436,498	3
6300	Research and development expenses	2,315,472	13	1,858,343	12
6450	Impairment gain and loss determined in accordance with IFRS 9	<u>(6,773)</u>	<u>-</u>	<u>6,885</u>	<u>-</u>
		<u>3,451,175</u>	<u>19</u>	<u>2,836,997</u>	<u>19</u>
6900	Net Operating income	<u>5,665,225</u>	<u>31</u>	<u>4,217,199</u>	<u>28</u>
7000	Non-operating income and expenses:				
7100	Interest income (note 6(t))	18,824	-	31,480	-
7010	Other income (note 6(t))	60,228	-	72,652	-
7020	Other gains and losses (notes 6(g), (h) and (t))	295,630	2	(445,033)	(3)
7050	Finance costs	(9,845)	-	(5,712)	-
7770	Shares of gain of associates accounted for using equity method (note 6(f))	<u>31,087</u>	<u>-</u>	<u>23,106</u>	<u>-</u>
		<u>395,924</u>	<u>2</u>	<u>(323,507)</u>	<u>(3)</u>
7900	Profit before income tax	6,061,149	33	3,893,692	25
8110	Less: Income tax expenses (note 6(o))	<u>1,033,611</u>	<u>6</u>	<u>700,654</u>	<u>5</u>
	Net profit	<u>5,027,538</u>	<u>27</u>	<u>3,193,038</u>	<u>20</u>
8300	Other comprehensive income (loss): (notes 6(f) and (q))				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Gains (losses) on remeasurements of defined benefit plans	(27,149)	-	(17,150)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	318,216	2	(15,191)	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will not be reclassified to profit or loss	<u>291,067</u>	<u>2</u>	<u>(32,341)</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign financial statements	(503)	-	(1,078)	-
8370	Shares of other comprehensive income of associates accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(3)	-	18	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>(506)</u>	<u>-</u>	<u>(1,060)</u>	<u>-</u>
8300	Other comprehensive income (loss), net	<u>290,561</u>	<u>2</u>	<u>(33,401)</u>	<u>-</u>
8500	Comprehensive income	<u>\$ 5,318,099</u>	<u>29</u>	<u>3,159,637</u>	<u>20</u>
	Net profit (loss) attributable to:				
8610	Owners of parent	\$ 5,102,446	27	3,245,811	20
8620	Non-controlling interests	<u>(74,908)</u>	<u>-</u>	<u>(52,773)</u>	<u>-</u>
		<u>\$ 5,027,538</u>	<u>27</u>	<u>3,193,038</u>	<u>20</u>
	Comprehensive income (loss) attributable to:				
8710	Owners of the parent	\$ 5,393,243	29	3,213,221	20
8720	Non-controlling interests	<u>(75,144)</u>	<u>-</u>	<u>(53,584)</u>	<u>-</u>
		<u>\$ 5,318,099</u>	<u>29</u>	<u>3,159,637</u>	<u>20</u>
	Earnings per share (expressed in dollars) (note 6(r))				
9710	Basic earnings per share	<u>\$ 17.64</u>		<u>11.14</u>	
9850	Diluted earnings per share	<u>\$ 17.34</u>		<u>10.97</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent									
	Ordinary shares	Capital surplus	Retained earnings		Other equity		Treasury shares	Total equity attributable to owners of parent	Non-controlling interests	Total equity
			Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income				
Balance at January 1, 2020	\$ 3,038,804	375,945	1,575,923	2,577,324	(5,537)	135,447	(28,975)	7,668,931	(65,779)	7,603,152
Net profit	-	-	-	3,245,811	-	-	-	3,245,811	(52,773)	3,193,038
Other comprehensive income	-	-	-	(16,339)	(1,060)	(15,191)	-	(32,590)	(811)	(33,401)
Total comprehensive income	-	-	-	3,229,472	(1,060)	(15,191)	-	3,213,221	(53,584)	3,159,637
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	249,674	(249,674)	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	(1,975,223)	-	-	-	(1,975,223)	-	(1,975,223)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	80,848	-	-	-	-	-	80,848	-	80,848
Issuance of shares for non-controlling interests	-	-	-	-	-	-	-	-	319,267	319,267
Changes in non-controlling interests	-	62,845	-	-	-	-	-	62,845	22,530	85,375
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	110,319	-	(110,319)	-	-	-	-
Balance at December 31, 2020	3,038,804	519,638	1,825,597	3,692,218	(6,597)	9,937	(28,975)	9,050,622	222,434	9,273,056
Net profit	-	-	-	5,102,446	-	-	-	5,102,446	(74,908)	5,027,538
Other comprehensive income	-	-	-	(27,093)	(326)	318,216	-	290,797	(236)	290,561
Total comprehensive income	-	-	-	5,075,353	(326)	318,216	-	5,393,243	(75,144)	5,318,099
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	333,979	(333,979)	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	(2,734,924)	-	-	-	(2,734,924)	-	(2,734,924)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	111,944	-	-	-	-	-	111,944	-	111,944
Purchase of treasury share	-	-	-	-	-	-	(1,077,510)	(1,077,510)	-	(1,077,510)
Issuance of shares for non-controlling interests	-	-	-	-	-	-	-	-	90,097	90,097
Changes in non-controlling interests	-	(401)	-	-	-	-	-	(401)	(6,493)	(6,894)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	126,136	-	(126,136)	-	-	-	-
Balance at December 31, 2021	<u>\$ 3,038,804</u>	<u>631,181</u>	<u>2,159,576</u>	<u>5,824,804</u>	<u>(6,923)</u>	<u>202,017</u>	<u>(1,106,485)</u>	<u>10,742,974</u>	<u>230,894</u>	<u>10,973,868</u>

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
ELAN MICROELECTRONICS CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities:		
Profit before tax	\$ 6,061,149	3,893,692
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	128,163	98,775
Amortization expense	129,186	92,525
Expected credit loss (gain)	(6,773)	6,885
Net loss (profit) on financial assets at fair value through profit or loss	(345,647)	308,507
Interest expense	9,845	5,712
Interest income	(18,824)	(31,480)
Dividend income	(33,674)	(44,985)
Share-based payment transactions	1,057	-
Share of profit of associates accounted for using equity method	(31,087)	(23,106)
Loss on disposal of property, plant and equipment	346	3,030
Gain on disposal of investments	(6,254)	(13,754)
Gain on a bargain purchase	(1,201)	-
Impairment loss and disposal loss on inventory	121,362	83,388
Reversal of impairment loss	(3,930)	-
Gain on adjustments to lease	-	(590)
Total adjustments to reconcile profit	<u>(57,431)</u>	<u>484,907</u>
Changes in operating assets and liabilities:		
Decrease (increase) in notes and accounts receivable	363,617	(926,791)
Increase in inventories	(659,265)	(460,186)
Decrease (increase) in prepayments and other current assets	(9,164)	1,757
Decrease (increase) in other receivables	297,585	(646,574)
Increase (decrease) in notes and accounts payable	(117,843)	626,260
Increase in other current liabilities	216,936	486,872
Decrease in net defined benefit liability	<u>(19,612)</u>	<u>(67)</u>
Cash inflow generated from operations	6,075,972	3,459,870
Interest received	18,941	31,627
Interest paid	(9,845)	(5,934)
Income taxes paid	<u>(822,498)</u>	<u>(179,339)</u>
Net cash flows from operating activities	<u>5,262,570</u>	<u>3,306,224</u>
Cash flows from (used in) investing activities:		
Dividends received	37,682	46,657
Acquisition of non-current financial assets at fair value through other comprehensive income	-	(268,800)
Proceeds from disposal of non-current financial assets at fair value through other comprehensive income	130,744	140,691
Acquisition of current financial assets at fair value through profit or loss	(218,318)	(2,223,481)
Proceeds from disposal of current financial assets at fair value through profit or loss	432,035	2,048,471
Acquisition of non-current financial assets at fair value through profit or loss	(240,162)	(29,755)
Proceeds from disposal of non-current financial assets at fair value through profit or loss	-	4,002
Proceeds from capital reduction and liquidation of financial assets at fair value through profit or loss	15,803	44,456
Decrease (increase) in financial assets at amortized cost	1,010,200	(453,400)
Net cash flow from acquisition of subsidiaries	2,337	123,128
Proceeds from disposal of subsidiaries	19,637	-
Proceeds from capital reduction of investments accounted for using equity method	3,930	-
Acquisition of property, plant and equipment	(153,479)	(149,835)
Proceeds from disposal of property, plant and equipment	2	1,060
Acquisition of intangible assets	(105,775)	(234,722)
Increase in refundable deposits	(158,038)	(13,891)
Decrease (increase) in other non-current assets	<u>2,175</u>	<u>(21,902)</u>
Net cash flows from (used in) investing activities	<u>778,773</u>	<u>(987,321)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	10,000	98,000
Decrease in short-term borrowings	(20,000)	(299,000)
Increase (decrease) in guarantee deposits received	(2,778)	13,366
Payment of lease liabilities	(193,516)	(26,869)
Cash dividends paid	(2,622,980)	(1,894,375)
Payments to acquire treasury shares	(1,077,510)	-
Change in non-controlling interests	<u>90,097</u>	<u>319,267</u>
Net cash flows from (used in) financing activities	<u>(3,816,687)</u>	<u>(1,789,611)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(490)</u>	<u>(1,072)</u>
Net increase in cash and cash equivalents	2,224,166	528,220
Cash and cash equivalents at the beginning of period	<u>2,030,341</u>	<u>1,502,121</u>
Cash and cash equivalents at the end of period	<u><u>\$ 4,254,507</u></u>	<u><u>2,030,341</u></u>

See accompanying notes to financial statements.

Attachment 4**Elan Microelectronics Company****Profit Distribution Table
Year 2021**

(Unit: NTD\$)

Beginning Balance		623,315,199
Less: Actuarial Pension Gains and Losses Effects (including subsidiaries)	(27,093,298)	
Add: Disposal of Equity Instruments Measured at Fair Value Through Other Comprehensive Income (including subsidiaries)	126,135,952	
Beginning Accumulated Surplus (losses)		<u>722,357,853</u>
Add: Net Profit After Tax of the Year	5,102,445,651	
Subtotal:		<u>5,824,803,504</u>
Less: Legal Reserve Recognized	520,148,831	
Distributable Surplus		<u>5,304,654,673</u>
Distributed Items:		
Shareholders Bonus — Cash (NT\$ 13.5 per share)	4,102,385,292	
Ending Undistributed Earnings		<u>1,202,269,381</u>
Note: The cash dividend was calculated to full NT\$ without any decimal point based on the distribution ratio, and the sum of all decimal points was recognized in the Company's Other Income.		

- Note: 1. The Chairman is authorized, upon resolution of the shareholders' meeting, to decide the ex-dividend date and the dividend distribution date.
2. The 2021 Profit Distribution shall be recognized in priority out of the 2020 surplus.
3. The Chairman is vested with full authority to handle other matters not covered herein.

Chairman:
YEH, I-Hau

Managing Director:
YEH, I-Hau

Chief Accounting Officer:
CHEN, Yi-Lin

Attachment 5

Elan Microelectronics Company
Comparative Table for the Current and Amended Articles of Incorporation

Article	Amended Article	Current Article	Explanation
Article 11	<p>Meetings of shareholders are classified into annual general meeting and special meeting. The annual general meeting shall be convened once a year within six months after end of each fiscal year, while the special meeting shall be convened in compliance with the laws and regulations when necessary.</p> <p><u>The Company's shareholders' meeting can be held by video conference or other methods announced by the central competent authority. When a shareholders meeting is held, if it is a video conference, its shareholders who participate in a meeting by video will be deemed to have attended the meeting in person.</u></p>	<p>Meetings of shareholders are classified into annual general meeting and special meeting. The annual general meeting shall be convened once a year within six months after end of each fiscal year, while the special meeting shall be convened in compliance with the laws and regulations when necessary.</p>	Amended to conform to the prevailing applicable laws and regulations
Article 28	<p>At the end of the Company's fiscal year, the Board of Directors, shall furnish the following statements and submit them to the shareholders' meeting for Matters to be recognized:</p> <ol style="list-style-type: none"> 1. Operation Report. 2. Financial statements. 3. Surplus earnings distribution or loss make-up proposal. <p><u>The Company's profit distribution or Deficit Compensation shall be made after the end of each semi-financial year.</u></p>	<p>At the end of the Company's fiscal year, the Board of Directors, shall furnish the following statements and submit them to the shareholders' meeting for Matters to be recognized:</p> <ol style="list-style-type: none"> 1. Operation Report. 2. Financial statements. 3. Surplus earnings distribution or loss make-up proposal. 	In line with the Company's actual operational needs
Article 29-1	<p>If there is any surplus at the Company's annual closing, it shall first pay taxes and make up for accumulated losses before appropriate 10% as legal reserve; however, this does not apply if the legal reserve has reached the Company's paid-in capital amount. In addition, special reserves would be required depending on the Company's operational needs and the laws and regulations. Any remaining surplus shall be combined with the beginning undistributed earnings for the Board of Directors, to propose Profit Distribution to the shareholders' meeting for resolution.</p> <p><u>In the case of issuing new shares, it shall be distributed after the resolution of the shareholders' meeting.</u></p> <p><u>In accordance with the provisions of the Company Law, the Company authorizes the board of directors to distribute dividends and bonuses or the statutory provisions stipulated in Paragraph 1 of Article 241 of the Company Law after the presence of more than two-thirds of the directors and the resolution of more than half of the directors present. All or part of the surplus reserve and capital reserve shall be</u></p>	<p>If there is any surplus at the Company's annual closing, it shall first pay taxes and make up for accumulated losses before appropriate 10% as legal reserve; however, this does not apply if the legal reserve has reached the Company's paid-in capital amount. In addition, special reserves would be required depending on the Company's operational needs and the laws and regulations. Any remaining surplus shall be combined with the beginning undistributed earnings for the Board of Directors, to propose Profit Distribution to the shareholders' meeting for resolution.</p>	In line with the Company's actual operational needs

	<p><u>distributed in cash and reported to the shareholders' meeting.</u></p> <p>The dividend distribution ratio is as follows: The amount of surplus to be distributed in the year shall not be less than 50% of the accumulated distributable surplus; the cash dividend shall not be less than 10% of the total dividend.</p> <p>The subject of distribution of employees' compensation in the form of shares or in cash may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.</p>	<p>The dividend distribution ratio is as follows: The amount of surplus to be distributed in the year shall not be less than 50% of the accumulated distributable surplus; the cash dividend shall not be less than 10% of the total dividend.</p> <p>The subject of distribution of employees' compensation in the form of shares or in cash may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.</p>	
Article 32	<p>The Articles of Association was established on April 28, 1994.</p> <p>The 1st amendment was made on July 14, 1994.</p> <p>The 2nd amendment was made on June 14, 1997.</p> <p>The 3rd amendment was made on May 18, 1998.</p> <p>The 4th amendment was made on June 23, 1999.</p> <p>The 5th amendment was made on March 30, 2000.</p> <p>The 6th amendment was made on June 20, 2001.</p> <p>The 7th amendment was made on June 26, 2002.</p> <p>The 8th amendment was made on June 3, 2003.</p> <p>The 9th amendment was made on June 1, 2004.</p> <p>The 10th amendment was made on June 12, 2006.</p> <p>The 11th amendment was made on June 11, 2007.</p> <p>The 12th amendment was made on June 13, 2008.</p> <p>The 13th amendment was made on June 9, 2010.</p> <p>The 14th amendment was made on June 12, 2012.</p> <p>The 15th amendment was made on June 13, 2013.</p> <p>The 16th amendment was made on June 24, 2014.</p> <p>The 17th amendment was made on June 2, 2015.</p> <p>The 18th amendment was made on June 8, 2016.</p> <p>The 19th amendment was made on June 20, 2017.</p> <p>The 20th amendment was made on June 11, 2018.</p> <p>The 21st amendment was made on June 10, 2019.</p> <p><u>The 22th amendment was made on June 15, m2022.</u></p>	<p>The Articles of Association was established on April 28, 1994.</p> <p>The 1st amendment was made on July 14, 1994.</p> <p>The 2nd amendment was made on June 14, 1997.</p> <p>The 3rd amendment was made on May 18, 1998.</p> <p>The 4th amendment was made on June 23, 1999.</p> <p>The 5th amendment was made on March 30, 2000.</p> <p>The 6th amendment was made on June 20, 2001.</p> <p>The 7th amendment was made on June 26, 2002.</p> <p>The 8th amendment was made on June 3, 2003.</p> <p>The 9th amendment was made on June 1, 2004.</p> <p>The 10th amendment was made on June 12, 2006.</p> <p>The 11th amendment was made on June 11, 2007.</p> <p>The 12th amendment was made on June 13, 2008.</p> <p>The 13th amendment was made on June 9, 2010.</p> <p>The 14th amendment was made on June 12, 2012.</p> <p>The 15th amendment was made on June 13, 2013.</p> <p>The 16th amendment was made on June 24, 2014.</p> <p>The 17th amendment was made on June 2, 2015.</p> <p>The 18th amendment was made on June 8, 2016.</p> <p>The 19th amendment was made on June 20, 2017.</p> <p>The 20th amendment was made on June 11, 2018.</p> <p>The 21th amendment was made on June 10, 2019.</p>	The date of the last amendment is added

Attachment 6

Elan Microelectronics Company

Comparative Table for the Current and Amended Rules of Procedure for Shareholders' Meeting

Article	Amended Article	Current Article	Explanation
Article 3	<p>The Company shall specify the time and venue to accept <u>the Shareholders', Solicitors' and Proxies's (herein referred to as the "Shareholders' " registration and other precautions in the notice of the meeting.</u></p> <p><u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:</u></p> <ol style="list-style-type: none"> <u>1. How shareholders attend the virtual meeting and exercise their rights;</u> <u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the to what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume and to provide importance notices;</u> <u>3. Appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u> <p>The aforementioned time to accept shareholders' registration shall be at least 30 minutes before commencement of the meeting; the registration location shall be clearly marked and equipped with adequate personnel.</p> <p><u>In the event of a virtual shareholders' meeting, registration shall be accepted on the virtual shareholders' meeting platform 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed to have attended the virtual shareholders' meeting in person.</u></p> <p>The voting rights are calculated according to the attendance list bearing the signatures of shareholders present at the meeting that was submitted at the time the shareholder registered. The shareholder (or proxy) listed</p>	<p>The Company shall specify the time and venue to accept shareholders' registration and other precautions in the notice of the meeting.</p> <p>The aforementioned time to accept shareholders' registration shall be at least 30 minutes before commencement of the meeting; the registration location shall be clearly marked and equipped with adequate personnel.</p> <p>The voting rights are calculated according to the attendance list bearing the signatures of shareholders present at the meeting that was submitted at the time the shareholder registered. The shareholder (or proxy)</p>	<p>The rules for the virtual shareholders' meetings are newly added</p>

	on the attendance list submitted to the Company shall be deemed to be present in personal, and the Company shall not be held accountable for the verification thereof. The attendance and voting at the Shareholders' Meeting shall be based on the shares.	listed on the attendance list submitted to the Company shall be deemed to be present in personal, and the Company shall not be held accountable for the verification thereof. The attendance and voting at the Shareholders' Meeting shall be based on the shares.	
Article 4	<p>The place where the Shareholders' Meeting of the Company is held shall be the place where the Company is located or where it is convenient for the shareholders to attend and suitable for holding the Shareholders' Meeting. The meeting shall commence no earlier than 9:00 am or no later than 3 pm.</p> <p><u>When the Company convenes a virtual shareholders' meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>	<p>The place where the Shareholders' Meeting of the Company is held shall be the place where the Company is located or where it is convenient for the shareholders to attend and suitable for holding the Shareholders' Meeting. The meeting shall commence no earlier than 9:00 am or no later than 3 pm.</p>	The rules for the virtual shareholders' meetings are newly added
Article 6	<p>The Company shall, since the time of accepting shareholders' registration, record and video tape the entire shareholders' registration process, the meeting process, and the ballot counting process.</p> <p>The aforementioned audio-video materials shall be kept for at least one year. However, if a shareholder filed a litigation pursuant to Article 189 of the Company Act, the said audio-video materials shall be kept until the end of the litigation.</p> <p><u>Where a virtual shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p>	<p>The Company shall, since the time of accepting shareholders' registration, record and video tape the entire shareholders' registration process, the meeting process, and the ballot counting process.</p> <p>The aforementioned audio-video materials shall be kept for at least one year. However, if a shareholder filed a litigation pursuant to Article 189 of the Company Act, the said audio-video materials shall be kept until the end of the litigation.</p>	The rules for the virtual shareholders' meetings are newly added
Article 7	<p>When the meeting time has expired, the chairman shall announce the meeting, and at the same time announce the number of non-voting rights and the number of shares attended.</p> <p>However, when shareholders representing more than half of the total number of issued shares are not present, the chairman may announce that the meeting will be postponed. The number of postponements shall be limited to two times, and the total</p>	<p>When the meeting time has expired, the chairman shall announce the meeting, and at the same time announce the number of non-voting rights and the number of shares attended.</p> <p>However, when shareholders representing more than half of the total number of issued shares are not present, the chairman may announce that the meeting will be postponed. The number of postponements shall be limited to two times, and the total</p>	The rules for the virtual shareholders' meetings are newly added

	<p>postponement time shall not exceed one hour. If there are not enough shareholders representing more than one-third of the total number of issued shares to attend after the second delay, the chairman shall announce the adjournment of the meeting.</p> <p><u>In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p><u>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 3.</u></p>	<p>postponement time shall not exceed one hour. If there are not enough shareholders representing more than one-third of the total number of issued shares to attend after the second delay, the chairman shall announce the adjournment of the meeting.</p>	
Article 8	<p>Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.</p> <p><u>Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.</p> <p>The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of</p>	<p>Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.</p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.</p> <p>The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before</p>	<p>This Article is partially added to conform to the relevant laws and regulations</p>

	<p>the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public Company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company , or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the security regulatory authority or the Company, and its website should be stated in the notice.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the</p>	<p>the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public Company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company , or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the security regulatory authority or the Company, and its website should be stated in the notice.</p> <p>Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.</p> <p>A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the</p>	
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	<p>circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	<p>circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</p> <p>Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p> <p>Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.</p>	
Article 9	<p>When a shareholder wishes to speak, he/she must first submit request slip stating his/her attendance card number (or shareholder number), name and subject of the speech, and the chairman shall arrange the order of his/her speech. The attending shareholders who submitted the request slip but did not speak shall be deemed as have not spoken. If the content of the speech is inconsistent with the contents of the request slip, the content of the speech shall prevail. When the attending shareholder is speaking, other shareholders shall not, unless agreed by the chairman and the speaking shareholder, interfere; the chairman shall request those who so violate to stop such behavior.</p>	<p>When a shareholder wishes to speak, he/she must first submit request slip stating his/her attendance card number (or shareholder number), name and subject of the speech, and the chairman shall arrange the order of his/her speech. The attending shareholders who submitted the request slip but did not speak shall be deemed as have not spoken. If the content of the speech is inconsistent with the contents of the request slip, the content of the speech shall prevail. When the attending shareholder is speaking, other shareholders shall not, unless agreed by the chairman and the speaking shareholder, interfere; the chairman shall request those who so violate to stop such behavior.</p>	<p>In order to expressly specify the method, procedures and restrictions for shareholders who participate in a virtual shareholders' meeting</p>

	<p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in preceding paragraphs do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		
Article 11	<p>When a legal person attends a Shareholders' Meeting, it may assign only one proxy to attend on its behalf.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p>	<p>When a legal person attends a Shareholders' Meeting, it may assign only one proxy to attend on its behalf. If a legal person shareholder assigns more than two proxies to attend a Shareholders' Meeting, only one person may speak in a motion.</p>	<p>In order to enable shareholders attending a virtual meeting to read relevant materials such as the handbook for meeting and annual report, the Company shall upload such materials to the virtual shareholders' meeting platform.</p>
Article 14	<p>A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.</p> <p>A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the Shareholders' Meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.</p> <p>After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the</p>	<p>A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.</p> <p>A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the Shareholders' Meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.</p> <p>After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in</p>	<p>The rules for the virtual shareholders' meetings are newly added</p>

	<p>shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.</p> <p><u>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</u></p> <p><u>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</u></p> <p><u>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</u></p> <p><u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is</u></p>	<p>the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.</p>	
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	<u>submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>		
Article 14-1	<p><u>On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p>		The rules for the virtual shareholders' meetings are newly added
Article 16	<p>Except subject to restriction or in the circumstances set forth in Item 32, Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession.</p> <p>The voting power of the Company may be exercised at a Shareholders' Meeting, and a resolution of which shall, unless otherwise provided for in the Company Act and the Articles of the Company, be adopted by a majority vote of the shareholders present.</p> <p>If there is an amendment or alternative proposal to the same motion, the chairman shall arrange the order of voting along with the original proposal. If one of the proposals is authorized, the other proposals shall be deemed to be vetoed and no further votes are required.</p> <p>The inspector and ballot clerk for the voting of a motion shall be appointed by the chairman, provided that the inspector must be a shareholder.</p> <p>The ballots operation at a Shareholders' Meeting for voting or election motion shall be counted at the public location in the venue where the Shareholders' Meeting is held, and the result (including the total number of the</p>	<p>Except subject to restriction or in the circumstances set forth in Item 32, Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession.</p> <p>The voting power of the Company may be exercised at a Shareholders' Meeting, and a resolution of which shall, unless otherwise provided for in the Company Act and the Articles of the Company, be adopted by a majority vote of the shareholders present.</p> <p>If there is an amendment or alternative proposal to the same motion, the chairman shall arrange the order of voting along with the original proposal. If one of the proposals is authorized, the other proposals shall be deemed to be vetoed and no further votes are required.</p> <p>The inspector and ballot clerk for the voting of a motion shall be appointed by the chairman, provided that the inspector must be a shareholder.</p> <p>The ballots operation at a Shareholders' Meeting for voting or election motion shall be counted at the public location in the venue where the Shareholders' Meeting is held, and the result (including the total</p>	The rules for the virtual shareholders' meetings are newly added

	<p>an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Company.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online</u></p>	<p>event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Company.</p>	
Article 20	<p><u>In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>This Article is newly added to allow shareholders participating in a virtual shareholders' meeting to know the voting status and election results of various proposals in real time and to specify the sufficient information disclosure time</p>
Article 21	<p><u>In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u></p> <p><u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or</u></p>		<p>The rules for the virtual shareholders' meetings are newly added</p>

	<p><u>resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies. Shareholders who are listed on the register of shareholders whose transfer of books was originally scheduled to be closed are entitled to attend the shareholders' meeting.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>		
<u>Article 22</u>	<p>These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be made in the same manner.</p>	<p>These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be made in the same manner.</p>	<p>To in line with the newly added Article, the number of this Article is</p>

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Elan Microelectronics Company

Comparative Table for the Current and Amended Rules of Procedure
for Loaning Funds to Others

Article	Amended Article	Current Article	Explanation
Article 4	<p>Loan approval</p> <p>1. A loan application after credit checking by the financial department of the Company shall be submitted to the general manager for reporting to the chairman or the board of directors for approval. If the loan amount or the cumulative amount of a single loan is less than NT\$30,000, it shall be submitted to the general manager and reported to the chairman of the board for approval and get it adopted by the next board of directors meeting. For a loan application more than NT\$30,000,000, it shall be submitted to the Board of Directors for approval.</p> <p>2. The term of the Company's capital loan shall not exceed one year.</p> <p>3. <u>Between the Company and the foreign companies that directly or indirectly hold 100% of the voting shares, the term of capital loan shall not exceed two years each time.</u></p>	<p>Loan approval</p> <p>1. A loan application after credit checking by the financial department of the Company shall be submitted to the general manager for reporting to the chairman or the board of directors for approval. If the loan amount or the cumulative amount of a single loan is less than NT\$30,000, it shall be submitted to the general manager and reported to the chairman of the board for approval and get it adopted by the next board of directors meeting. For a loan application more than NT\$30,000,000, it shall be submitted to the Board of Directors for approval.</p> <p>2. The term of the Company's capital loan shall not exceed one year.</p>	To in line with the Article 3 of the Regulations governing the Fund Lending and Endorsement Guarantee Operation Procedures for Public Offering Companies, this Article is newly amended.
Article 5	<p>The total amount of capital loan and the limit of individual objects</p> <p>The total loan amount of the Company shall not exceed 20% of the net worth of the Company, of which includes that such necessary short-term financing facility between companies or firms shall not exceed 10 % of the amount of the net worth of the Company.</p> <p>For companies or firms that have business dealings with the Company, the individual loan amount shall not exceed the business transaction amount between the two parties. The said business transaction amount refers to the purchase or sales amount between the two parties, whichever is higher.</p> <p>For companies or firms that need short-term financing, the individual loan amount is limited to no more than 5% of the net worth of the Company.</p>	<p>The total amount of capital loan and the limit of individual objects</p> <p>The total loan amount of the Company shall not exceed 20% of the net worth of the Company, of which includes that such necessary short-term financing facility between companies or firms shall not exceed 10 % of the amount of the net worth of the Company.</p> <p>For companies or firms that have business dealings with the Company, the individual loan amount shall not exceed the business transaction amount between the two parties. The said business transaction amount refers to the purchase or sales amount between the two parties, whichever is higher.</p> <p>For companies or firms that need short-term financing, the individual loan amount is limited to no more than 5% of the net worth of the Company.</p>	To in line with the Article 3 of the Regulations governing the Fund Lending and Endorsement Guarantee Operation Procedures for Public Offering Companies, this Article is newly amended.

	<p><u>Any fund-lending from the Company to a foreign Company who directly or indirectly holds 100% of the voting rights of the Company, or any fund-lending from a foreign Company who directly or indirectly holds 100% of the voting rights of the Company to the Company, is limited to no more than 10% of the net worth of the Company who provides the lending fund.</u></p> <p>However, the term of the loan shall not exceed one year. If it takes more than one year, the loan shall be renewed after being approved by the board of directors.</p> <p><u>If the person in charge of the Company violates the provisions of the first and the preceding paragraphs, he shall be jointly and severally liable with the borrower for the return of the lending-fund; if the Company suffers any loss or damage, he shall also be liable for any loss or damage arisen from any such fund-lending.</u></p>	<p>Any fund-lending between the Company and a foreign Company who directly or indirectly holds 100% of the voting rights of the Company is limited to no more than 10% of the net worth of the Company.</p> <p>However, the term of the loan shall not exceed one year. If it takes more than one year, the loan shall be renewed after being approved by the board of directors.</p>	
Article 18	<p>The Company's operation procedure for lending funds to others shall be approved by more than half of all members of the audit committee, and submitted firstly to the board of directors for approval, and then submitted to the shareholders' meeting for approval. The Company shall submit its objection to various supervisors and submit it to the shareholders' meeting for discussion, and the same shall apply to amendment.</p> <p>When submitting the operation procedure for loaning funds to others to the board of directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered, <u>and any objection or qualified opinion of an independent director shall be stated in the minutes of the board of directors.</u></p>	<p>The Company's operation procedure for lending funds to others shall be approved by more than half of all members of the audit committee, and submitted firstly to the board of directors for approval, and then submitted to the shareholders' meeting for approval. The Company shall submit its objection to various supervisors and submit it to the shareholders' meeting for discussion, and the same shall apply to amendments.</p> <p>When submitting the operation procedure for loaning funds to others to the board of directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered, <u>and their clear opinions of approval or disapproval and the reasons for disapproval shall be recorded in the board of directors' records.</u></p>	<p>To in line with the Articles 8 and 11 of the Regulations governing the Fund Lending and Endorsement Guarantee Operation Procedures for Public Offering Companies, this Article is newly amended.</p>

Attachment 8

Elan Microelectronics Company Comparative Table for the Current and Amended Rules of Procedure for Acquisition and Disposal of Assets

Article	Amended Article	Current Article	Explanation
Article 5	<p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party or de facto related party of any party to the transaction.</p> <p><u>When issuing appraisal reports or opinions, the persons referred to in the preceding paragraph shall handle the matters in accordance with the self-discipline regulations of the respective trade associations to which they belong to.</u></p>	<p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party or de facto related party of any party to the transaction.</p>	The text of this Article is newly added
Article 8	<p>Acquisition or Disposal of Securities Investment Processing Procedures</p> <p>1. Appraisal & Operating Procedures The purchase and sale of securities of the Company shall be handled in accordance with the investment cycle of the Company's internal control system</p> <p>2. The Decision Procedure of Transaction Conditions and Authorization Limit</p> <p>(1) Investments in the trading of securities in the centralized exchange market or the business offices of securities firms shall be determined by the Ministry of Finance according to market conditions, and shall be submitted for approval in accordance with the approval authority.</p> <p>(2) For investment in securities trading other than in the centralized exchange market or the business office of a securities firm, the general manager shall instruct the person in charge or set up a task force to be responsible for obtaining the most recent financial statements of the target Company that have been checked, certified or reviewed by an accountant. The reference for evaluating the transaction price, considering its net value per share, profitability and future development potential, and negotiating with reference to the current transaction price, or negotiating with reference to the current market interest rate, bond coupon rate and debtor's credit,</p>	<p>Acquisition or Disposal of Securities Investment Processing Procedures</p> <p>1. Appraisal & Operating Procedures The purchase and sale of securities of the Company shall be handled in accordance with the investment cycle of the Company's internal control system</p> <p>2. The Decision Procedure of Transaction Conditions and Authorization Limit</p> <p>(1) Investments in the trading of securities in the centralized exchange market or the business offices of securities firms shall be determined by the Ministry of Finance according to market conditions, and shall be submitted for approval in accordance with the approval authority.</p> <p>(2) For investment in securities trading other than in the centralized exchange market or the business office of a securities firm, the general manager shall instruct the person in charge or set up a task force to be responsible for obtaining the most recent financial statements of the target Company that have been checked, certified or reviewed by an accountant. The reference for evaluating the transaction price, considering its net value per share, profitability and future development potential, and negotiating with reference to the current transaction price, or negotiating with reference to the current market interest rate, bond coupon rate and debtor's credit, etc., and submit it to the chairman for approval. and</p>	The text of this Article is partially deleted due to the newly amendment of Article 5

	<p>etc., and submit it to the chairman for approval. and submitted to the Board of Directors for approval.</p> <p>(3) The transfer of the Company's investment in other enterprises or its shares exceeding 20% (inclusive) of the Company's paid-in capital shall be subject to the approval of the board of directors; however, if the amount is less than 20% of the paid-in capital, the chairman shall be authorized to handle, but should be reviewed by the most recent board of directors afterwards.</p> <p>3. Execution Unit When the Company invests in securities, the financial department shall be responsible for the execution after submitting the approval in accordance with the approval authority in the preceding paragraph.</p> <p>4. To obtain the professional appraiser's opinion</p> <p>(1) The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing Company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price.</p> <p>This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(2) When the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	<p>submitted to the Board of Directors for approval.</p> <p>(3) The transfer of the Company's investment in other enterprises or its shares exceeding 20% (inclusive) of the Company's paid-in capital shall be subject to the approval of the board of directors; however, if the amount is less than 20% of the paid-in capital, the chairman shall be authorized to handle, but should be reviewed by the most recent board of directors afterwards.</p> <p>3. Execution Unit When the Company invests in securities, the financial department shall be responsible for the execution after submitting the approval in accordance with the approval authority in the preceding paragraph.</p> <p>4. To obtain the professional appraiser's opinion</p> <p>(1) The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing Company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price.</p> <p><u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF).</u></p> <p>This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>(2) When the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	
Article	Procedures for Acquiring or Disposing of	Procedures for Acquiring or Disposing of	The text of

9	<p>Real Estate or Right-of-Use Assets from Related Parties</p> <p>1. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance of Article 7, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 10-1 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Appraisal & Operating Procedures</p> <p>When the Company obtains real estate or right-of-use assets from a related party, the following materials shall be approved by more than one-half of all members of the audit committee and a resolution of the board of directors shall be submitted:</p> <p>(1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2) The reason for choosing the related party as a transaction counterparty.</p> <p>(3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraphs 3, Subgraphs (1) and (4) of Paragraph 3. of this Article.</p> <p>(4) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>(5) Monthly cash flow forecasts for the year commencing from the anticipated month</p>	<p>Real Estate or Right-of-Use Assets from Related Parties</p> <p>1. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance of Article 7, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 10-1 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Appraisal & Operating Procedures</p> <p>When the Company obtains real estate or right-of-use assets from a related party, the following materials shall be approved by more than one-half of all members of the audit committee and a resolution of the board of directors shall be submitted:</p> <p>(1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>(2) The reason for choosing the related party as a transaction counterparty.</p> <p>(3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraphs 3, Subgraphs (1) and (4) of Paragraph 3. of this Article.</p> <p>(4) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>(5) Monthly cash flow forecasts for the year commencing from the anticipated month of</p>	<p>this Article is partially added</p>
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<p>of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between a public Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>Where the position of independent director of the Company has been created in accordance with the provisions of the Securities Exchange Act, when a matter is submitted for discussion by the board of directors pursuant to the above-mentioned regulations, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>If an audit committee has been established in</p>	<p>signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>(6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between a public Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>Where the position of independent director of the Company has been created in accordance with the provisions of the Securities Exchange Act, when a matter is submitted for discussion by the board of directors pursuant to the above-mentioned regulations, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>If an audit committee has been established in</p>	
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	<p>accordance with the Securities Exchange Act, it shall be approved by more than one-half of all members of the audit committee, and a resolution shall be submitted to the board of directors. Two-thirds or more agree to do so, and the resolutions of the audit committee shall be stated in the minutes of the board of directors. All members of the audit committee and all directors referred to are counted by those who actually hold office.</p> <p><u>If a public Company or its subsidiary that is not a domestic public Company has the first transaction, and the transaction amount is more than 10% of the total assets of the public Company, the public Company shall submit the materials listed in the first paragraph to the shareholders' meeting. After the agreement is reached, the transaction contract can be signed and the payment can be made. However, the transaction between a public Company and its parent Company, subsidiaries, or its subsidiaries is not subject to this limitation.</u></p> <p>3. Reasonableness Assessment of Transaction Costs</p> <p>(1) The Company acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p>	<p>accordance with the Securities Exchange Act, it shall be approved by more than one-half of all members of the audit committee, and a resolution shall be submitted to the board of directors. Two-thirds or more agree to do so, and the resolutions of the audit committee shall be stated in the minutes of the board of directors. All members of the audit committee and all directors referred to are counted by those who actually hold office.</p> <p>3. Reasonableness Assessment of Transaction Costs</p> <p>(1) The Company acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p>	
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	<p>(2) Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(3) The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4) When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with paragraph 3, Subparagraphs (1) and (2) of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</p> <ol style="list-style-type: none"> 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: <p>A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after</p>	<p>(2) Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(3) The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4) When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with paragraph 3, Subparagraphs (1) and (2) of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</p> <ol style="list-style-type: none"> 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: <p>A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price</p>	
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	<p>calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>C. Completed transactions by unrelated parties within the preceding year involving other floors of the same property of land through leasing, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. The Company has proved that it has completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.</p> <p>(5) If the Company obtains real estate or right-of-use assets from a related party, if the evaluation result according to the provisions of subparagraphs (1) and (2) of Paragraph 3 of this Article is lower than the transaction price, it shall handle the following matters. In addition, if the Company and public companies that use the equity method to evaluate the Company's investments set aside special surplus reserves in accordance with the following provisions, the assets purchased at a high price should be recognized as depreciation losses or disposed of, or as appropriate compensation or restoration, or If other evidence confirms that there is no unreasonableness, and with the approval of the Financial Supervisory Commission, the special surplus reserve may only be used.</p> <p>1. A special reserve of the Company shall be set aside in accordance with Article 41, paragraph 1 of the Securities Exchange Act against the difference between the real</p>	<p>discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>C. Completed transactions by unrelated parties within the preceding year involving other floors of the same property of land through leasing, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>2. The Company has proved that it has completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.</p> <p>(5) If the Company obtains real estate or right-of-use assets from a related party, if the evaluation result according to the provisions of subparagraphs (1) and (2) of Paragraph 3 of this Article is lower than the transaction price, it shall handle the following matters. In addition, if the Company and public companies that use the equity method to evaluate the Company's investments set aside special surplus reserves in accordance with the following provisions, the assets purchased at a high price should be recognized as depreciation losses or disposed of, or as appropriate compensation or restoration, or If other evidence confirms that there is no unreasonableness, and with the approval of the Financial Supervisory Commission, the special surplus reserve may only be used.</p> <p>1. A special reserve of the Company shall be set aside in accordance with Article 41, paragraph 1 of the Securities Exchange Act against the difference between the real property transaction price and the appraised</p>	
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<p>property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another Company, then the special reserve called for under Article 41, paragraph of the Securities Exchange Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other Company.</p> <p>2. Supervisors shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to the Paragraph 3, Subparagraphs (5), Paragraphs 1 and 2 of this Article shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>(6) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the paragraphs 1 and 2 of this Article, and the preceding three subparagraphs (1), (2) and (3) of Paragraph 3 do not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift. ° 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, 4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. <p>(7) If the Company obtains real estate property from a related party, if there is other evidence showing that the transaction is not in line with business practices, it should also handle the provisions of subparagraph (5) of paragraph 3 of this Article.</p>	<p>cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another Company, then the special reserve called for under Article 41, paragraph of the Securities Exchange Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other Company.</p> <p>2. Supervisors shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to the Paragraph 3, Subparagraphs (5), Paragraphs 1 and 2 of this Article shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>(6) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the paragraphs 1 and 2 of this Article, and the preceding three subparagraphs (1), (2) and (3) of Paragraph 3 do not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift. ° 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, 4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. <p>(7) If the Company obtains real estate property from a related party, if there is other evidence showing that the transaction is not in line with business practices, it should also handle the provisions of subparagraph (5) of paragraph 3 of this Article.</p>	
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Article 10	<p>Procedures for Obtaining or Disposing of Memberships or Intangible Assets</p> <p>(1) Appraisal & Operating Procedures and the Execution Unit</p> <p>To obtain or dispose of memberships or intangible assets or right-of-use assets, the fair market price of the market shall be referred to, the transaction conditions and transaction prices shall be determined, an analysis shall be made, and an analysis shall be made and submitted to the chairman of the board of directors and submitted to the board of directors for approval.</p> <p>(2) Report of Opinions raised by Professional Appraisers on Memberships or intangible assets</p> <p>Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price;</p>	<p>Procedures for Obtaining or Disposing of Memberships or Intangible Assets</p> <p>(1) Appraisal & Operating Procedures and the Execution Unit</p> <p>To obtain or dispose of memberships or intangible assets or right-of-use assets, the fair market price of the market shall be referred to, the transaction conditions and transaction prices shall be determined, an analysis shall be made, and an analysis shall be made and submitted to the chairman of the board of directors and submitted to the board of directors for approval.</p> <p>(2) Report of Opinions raised by Professional Appraisers on Memberships or intangible assets</p> <p>Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p>	<p>Then reason for amendment is same to Article 8</p> <p>The text of this Article is partially deleted due to the newly amendment of Article 5</p>
Article 13	<p>Information Public Disclosure Procedures</p> <p>1. Items and standard to be publicly announced and reported</p> <p>Under any of the following circumstances, a public Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided,</p>	<p>Information Public Disclosure Procedures</p> <p>1. Items and standard to be publicly announced and reported</p> <p>Under any of the following circumstances, a public Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not</p>	<p>The text of this Article is partially added</p>

	<p>this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets 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:</p> <p>A. For a public Company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. For a public Company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Acquisition or disposal by a public Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million;</p> <p>(6) Where land is acquired under an arrangement 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.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding (6) subparagraphs, a disposal of receivables by a financial</p>	<p>apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets 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:</p> <p>A. For a public Company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. For a public Company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Acquisition or disposal by a public Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million;</p> <p>(6) Where land is acquired under an arrangement 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.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding (6) subparagraphs, a disposal of receivables by a financial institution, or an</p>	
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	<p>institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds <u>or foreign government bonds with a credit rating not lower than my country's sovereign rating.</u></p> <p>B. Where done by professional investors- securities trading on securities exchanges or OTC markets, or subscription of <u>foreign corporate bonds</u> or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, <u>or subscription or redemption of securities investment trust funds or futures trust funds,</u> 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.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1.The amount of any individual transaction. 2.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>2. Time limit for handling announcements and declarations</p>	<p>investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds</p> <p>B. Where done by professional investors- securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription 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.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1.The amount of any individual transaction. 2.The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4.The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>2. Time limit for handling announcements and declarations</p>	
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	<p>If the Company acquires or disposes of assets that have the items that should be announced in Paragraph 1 of this Article and the transaction amount reaches the standards that should be announced and reported in this Article, it shall make an announcement and report within two days from the date of the occurrence of the fact in accordance with the content of the announcement format prescribed by the competent authority. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>3. Announcement and declaration procedures</p> <p>(1) The Company shall publish relevant information on the website designated by the FSC for announcement and declaration.</p> <p>(2) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>(3) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(4) When the Company acquires or disposes an asset, it shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) Where any of the following circumstances occurs with respect to a transaction that the Company has</p>	<p>If the Company acquires or disposes of assets that have the items that should be announced in Paragraph 1 of this Article and the transaction amount reaches the standards that should be announced and reported in this Article, it shall make an announcement and report within two days from the date of the occurrence of the fact in accordance with the content of the announcement format prescribed by the competent authority. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>3. Announcement and declaration procedures</p> <p>(1) The Company shall publish relevant information on the website designated by the FSC for announcement and declaration.</p> <p>(2) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>(3) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(4) When the Company acquires or disposes an asset, it shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly</p>	
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	<p>already publicly announced and reported in accordance with this Article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p>	<p>announced and reported in accordance with this Article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p>	
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Appendix 1

Elan Microelectronics Company

Rules of Procedure for Shareholders' Meetings

1. The Shareholders' Meeting of the Company shall be in conformity with these Rules and Procedures unless otherwise provided by the rules and regulation or the Articles of Association.
2. The "shareholder" mentioned in the Rules shall refer to the shareholder itself and the proxy who attend on behalf of the shareholder.
3. The Company shall specify the time and venue to accept shareholders' registration and other precautions in the notice of the meeting.

The aforementioned time to accept shareholders' registration shall be at least 30 minutes before commencement of the meeting; the registration location shall be clearly marked and equipped with adequate personnel.

The voting rights are calculated according to the attendance list bearing the signatures of shareholders present at the meeting that was submitted at the time the shareholder registered. The shareholder (or proxy) listed on the attendance list submitted to the Company shall be deemed to be present in personal, and the Company shall not be held accountable for the verification thereof. The attendance and voting at the Shareholders' Meeting shall be based on the shares.
4. The place where the Shareholders' Meeting of the Company is held shall be the place where the Company is located or where it is convenient for the shareholders to attend and suitable for holding the Shareholders' Meeting. The meeting shall commence no earlier than 9:00 am or no later than 3 pm.
5. The Company may assign lawyer(s), CPA(s) or related personnel to attend the Shareholders' Meeting. Staff who attend the Shareholders' Meeting shall wear an identification card or armband.
6. The Company shall, since the time of accepting shareholders' registration, record and video tape the entire shareholders' registration process, the meeting process, and the ballot counting process. The aforementioned audio-video materials shall be kept for at least one year. However, if a shareholder filed a litigation pursuant to Article 189 of the Company Act, the said audio-video materials shall be kept until the end of the litigation.
7. When the meeting time has expired, the chairman shall announce the meeting, and at the same time announce the number of non-voting rights and the number of shares attended.

However, when shareholders representing more than half of the total number of issued shares are not present, the chairman may announce that the meeting will be postponed. The number of postponements shall be limited to two times, and the total postponement time shall not exceed one hour. If there are not enough shareholders representing more than one-third of the total number of issued shares to attend after the second delay, the chairman shall announce the adjournment of the meeting.
8. Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for

ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.

The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting.

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

Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public Company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the security regulatory authority or the Company, and its website should be stated in the notice.

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

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

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

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

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

9. When a shareholder wishes to speak, he/she must first submit request slip stating his/her attendance card number (or shareholder number), name and subject of the speech, and the chairman shall arrange the order of his/her speech. The attending shareholders who submitted the request slip but did not speak shall be deemed as have not spoken. If the content of the speech is inconsistent with the contents of the request slip, the content of the speech shall prevail. When the attending shareholder is speaking, other shareholders shall not, unless agreed by the chairman and the speaking shareholder, interfere; the chairman shall request those who so violate to stop such behavior.
10. Each shareholder speak in the same motion shall be limited to two times and not exceed five minutes each time unless consent by the chairman otherwise. Shareholder whose speech violates the provisions thereof or exceeds the scope of the motion, the chairman may stop his/her speech.
11. When a legal person attends a Shareholders' Meeting, it may assign only one proxy to attend on its behalf. If a legal person shareholder assigns more than two proxies to attend a Shareholders' Meeting, only one person may speak in a motion.
12. After the attending shareholder made his/her speech, the chairman may reply in person or designate a relevant person to make a reply.
13. If the chairman thinks that a motion is ready to enter voting process after the discussion, he may declare ending the discussion and call for a vote.
14. A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the Shareholders' Meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.
15. The chairman may, at his/her own discrete, determine the time to call for a break during the meeting.
16. Except subject to restriction or in the circumstances set forth in Item 32, Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession.

The voting power of the Company may be exercised at a Shareholders' Meeting, and a resolution of which shall, unless otherwise provided for in the Company Act and the Articles of the Company, be adopted by a majority vote of the shareholders present.

If there is an amendment or alternative proposal to the same motion, the chairman shall arrange the order of voting along with the original proposal. If one of the proposals is authorized, the other proposals shall be deemed to be vetoed and no further votes are required.

The inspector and ballot clerk for the voting of a motion shall be appointed by the chairman, provided that the inspector must be a shareholder.

The ballots operation at a Shareholders' Meeting for voting or election motion shall be counted at the public location in the venue where the Shareholders' Meeting is held, and the result (including the total number of the voting rights) of which shall be announced on the spot and documented.

Election of a Director, at Shareholders' Meeting shall be handled according to the Company's rules governing relevant appointment, and the result (including the list of elected Directors, and Independent Directors, and the votes received) of the election shall be announced on the spot.

17. If there is an amendment or alternative proposal to the same motion, the chairman shall arrange the order of voting along with the original proposal. If one of the proposals is authorized, the other proposals shall be deemed to be vetoed and no further votes are required.
18. The chairman may direct the pickets (or security personnel) to help maintain order of the venue. The pickets (or security personnel) shall wear "PICKET" arm badge when maintaining order on site.
19. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Company.
20. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be made in the same manner.

ELAN MICROELECTRONICS COMPANY

ARTICLES OF ASSOCIATION

Chapter I General Provision

- Article 1: The Company was incorporated pursuant to the Company Act and namely as ELAN MICROELECTRONICS COMPANY.
- Article 2: The Company is engaged in the following businesses:
1. CC01080-
Electronic Parts and Components Manufacturing.
 2. CC01110-
Computers and Computing Peripheral Equipment Manufacturing.
 3. CA02990-
Other Fabricated Metal Products Manufacturing Not Elsewhere Classified (non-domestic only).
 4. F401010 -
International Trade.
 5. F401021-
Restrained Telecom Radio Frequency Equipment and Materials Import.
(Research, development, production and sales of the following products:
 1. Neural-Fuzzy IC
 2. Digital Signal Processor
 3. 8-Bit DISC Micro-Controller
 4. ASIC
 5. Concurrently engage in import and export business related to the Company's businesses.)If the Company shift in investment to be a shareholder of a limited liability Company, its total investment shall exceed 40% of the paid-in capital of the Company. In addition, the Company shall provide external guarantees to related peers for business needs and endorse for loan guarantee to relevant institutions and financial institutions.
- Article 3: The Company's head office is located in Hsinchu Science Park. Branch(es) or office(s) may be established domestically and/or aboard, if necessary, upon resolution of the Board of Directors.

Chapter II Shares

- Article 5: Total capital of the Company is NT\$ 4,800,000,000, which are divided into 480,000,000 shares at NT\$ 10 par value to be issued in installments. The Board of Directors, is authorized to issue the unissued shares based on actual needs upon resolution. Among the aforementioned total shares, 45,000,000 shares must be reserved for call options exercised by corporate bond with warrants, preferred stocks with warrants, and stock option certificates.

- Article 5-1: If the Company intends to buy-back shares for the purpose of transferring to its employees at a price lower than the average price of the actual buy-back shares in accordance with the law and regulations, it may do so upon consent of more than two-thirds of the attending shareholders who present at least half of the total number of shares issued.
If the Company intends to issue employees stock option certificates at a price lower than the closing price of the Company's stock at the date of issuance in accordance with the law and regulations, it may do so upon consent of more than two-thirds of the attending shareholders who present at least half of the total number of shares issued.
- Article 5-2: The transferee of shares that the Company bought back pursuant to the Company Act may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.
The subject of employee share subscription warrant issuance of the Company may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.
Employees who are entitled to subscribe new shares when the Company issues new shares may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.
The Company may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements as the subject of issuing restricted stock for employees.
- Article 6: The stocks issued by the Company are exempt from printing, provided that it shall be registered with the centralized securities custody institution.
- Article 7: Shareholders shall report the name and address and submit signature card to the Company for recordation. If the seal is lost, a guarantor is required when reporting the loss to the Company in writing, and the shareholder is required to post on the Company's local daily newspaper announcing that the said seal is invalidated before it is being replaced with a new seal.
- Article 8: Except as otherwise provided by the decree or the competent authority of securities, the Company handles the share-related operations for the shareholders pursuant to the Company Act and Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 9: -
- Article 10: The transfer of stocks will be suspended within 60 days prior to the shareholders' meeting, or within 30 days prior to the special shareholders' meeting, or within 5 days prior to the date the Company determined to distributed dividends, bonus or other benefits.

Chapter III Shareholders' Meeting

- Article 11: Meetings of shareholders are classified into annual general meeting and special meeting. The annual general meeting shall be convened once a year within six months after end of each fiscal year, while the special meeting shall be convened in compliance with the laws and regulations

when necessary.

- Article 12: The Chairman shall preside the shareholders' meeting as the chairman thereof when the shareholders' meeting is held. In case the Chairman is absent, the Chairman shall appoint a Director, to act on his behalf. In case nobody was appointed, an acting chairman shall be elected among the Directors.
- Article 13: A shareholder who's unable to attend a shareholders' meeting may appoint a proxy to attend in his/her/its behalf by executing a power of attorney pursuant to Article 177 of the Company Act.
- Article 13-1: A shareholder's voting power may be exercised in writing or by way of electronic transmission when the Company convenes Shareholders' meeting. A shareholder who exercises voting power in writing or way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person, but shall be deemed to have waived his/her/its voting power in respective of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders' meeting. The declarations of its intention shall be made pursuant to Article 177-2 of the Company Act.
- Article 14: Each shareholder of the Company shall have one voting power in respect of each share in his/her/its possession. However, those shares held pursuant to Article 179 of the Company Act shall have no voting power.
- Article 15: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the relevant laws and regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 16: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The aforementioned distribution of the minutes of shareholders' meeting may be carried out by means of a public notice. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes, along with the attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies, shall be kept at the Company.

Chapter IV Directors and Supervisors

- Article 17: The Company shall have 7~9 competent Directors, elected by the shareholders' meeting, whose term shall be 3 years, and the re-elected one may continue serving the office. The aforementioned number of Directors, shall include at least three Independent Directors, and no less than one-fifth of total number of Directors.

A candidate nomination system is adopted for the election of Directors, pursuant to Article 192-1 of the Company Act. Relevant matters such as the acceptance method and announcement of the nomination of Director, candidate shall be handled in accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act. Independent Directors, and non-Independent Directors, shall be elected at the same time and calculate the number of elected seats respectively.

Article 17-1: The Company's Board of Directors, may set up a Remuneration Committee or other functional committee for the needs of business operations.

Article 17-2: The Company shall set up an Audit Committee pursuant to the Securities Exchange Act.

Article 18: When the number of vacancies in the Board of Directors, equals to one third of the total number of Directors, the Board of Directors, shall, within 60 days, call a special meeting of shareholders to elect succeeding Directors, to fill the vacancies; provided that, the term of office shall be limited to the term of the original Director,

Article 19: When the term of office of the director expires before the re-election, their duties shall be extended and performed until the time the re-elected director takes office.

Article 20: The Board of Directors shall be organized by the Directors and a chairman shall be elected among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors, who shall execute all businesses of the Company in accordance with the laws and regulation, the Articles of Association, and the resolutions of the shareholders' meeting and the Board of Directors. The Board of Directors, may notify the Directors, in writing, by e-mail or by fax when convening a meeting. The Board of Directors, may take part in visual communication meeting, and the Directors, who taking part in such a visual communication meeting shall to have attended the meeting in person.

Article 21: The following business policies of the Company shall be authorized by resolution of the Board of Directors, before implementation:

- Changing Articles of Association.
- Establishment or abolition of a branch.
- Review budget and closing.
- The appointment and discharge of the Company's certified public accountants and lawyer.
- The approval of the Company's shift in investment or other business, or transfer of its shares that exceeds 20% of the Company's paid-in capital (or authorize the Chairman to take charge if it is less than 20% of the paid-in capital, provided that it shall be subsequently reported to the earliest Board meeting for recordation).
- Review of major capital expenditure plans.
- Proposal of capital increase and decrease.
- Approval of major transactions between the Company and related

parties.

- Approval of major contracts or other significant matters.
- Other authorities to be vested by the laws and regulations and shareholders' meetings.

Except for the first meeting of each term of the Board of Directors, which shall be convened by the Director, pursuant to Article 203 of the Company Act, the rest shall be convened and presided by the Chairman. If the Chairman is unable to perform his/her duties for any reason, he/she shall appoint one of the Directors, to act as the agent. In case nobody was appointed, an acting chairman shall be elected among the Directors.

Article 22: Unless otherwise provided by the Company Act, a Board meeting shall require attendance of more than half of the Directors, and any action shall require consent of majority of the Directors. A Director, who's unable to attend a Board meeting may appoint other Director, as a proxy (one proxy per Director, only) to attend the Board meeting in his/her/its behalf by executing a power of attorney, listing the scope of authorization for the subject matter of the convened meeting.

Article 23: Minutes shall be taken of the proceedings of the meeting of the board of Directors, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be affected by means of electronic transmission. The minutes shall record a summary of the essential points of the proceedings and the results of the meeting. The minutes, along with the attendance list bearing signatures of the Directors, present at the meeting and the powers of attorney of the proxies, shall be kept at the Company.

Article 24: -

Article 24-1: Remuneration of the Company's Director, (including independent Director,) is subject to be assessed by the Remuneration Committee based on its degree of participation and contribution in the Company's operations, and the Board of Directors, is authorized to grant approval based on the assessment of the Remuneration Committee and the usual level of remuneration offered by the peers.

The Company may purchase liability insurance for the Directors, covering the term of their employment based on the legal liability of their business scope, and the Board of Directors, is authorized to resolve the scope of the said insurance.

Chapter V Managing Director and Staff

Article 25: The Company may, upon resolution of the Board of Directors, set up one chief executive officer (CEO), one managing director and several vice managing directors who shall be appointed and discharged pursuant to Article 29 of the Company Act.

Chapter VI Closing

- Article 28: At the end of the Company's fiscal year, the Board of Directors, shall furnish the following statements and submit them to the shareholders' meeting for Matters to be recognized:
1. Operation Report.
 2. Financial statements.
 3. Surplus earnings distribution or loss make-up proposal.
- Article 29: If the Company incurred profit in a year, it shall appropriate no less than 10% as employee compensation and no more than 2% as Directors' remuneration; provided that, if the Company still has accumulated losses, it shall reserve amount to make-up for losses.
- Article 29-1: If there is any surplus at the Company's annual closing, it shall first pay taxes and make up for accumulated losses before appropriate 10% as legal reserve; however, this does not apply if the legal reserve has reached the Company's paid-in capital amount. In addition, special reserves would be required depending on the Company's operational needs and the laws and regulations. Any remaining surplus shall be combined with the beginning undistributed earnings for the Board of Directors, to propose Profit Distribution to the shareholders' meeting for resolution. The dividend payout ratios are as follows:
- The amount of surplus to be distributed in the year shall not be less than 50% of the accumulated distributable surplus; the cash dividend shall not be less than 10% of the total dividend.
- The subject of distribution of employees' compensation in the form of shares or in cash may include the employees of the holding Company or subsidiaries of the Company meeting certain specific requirements.

Chapter VII Supplemental Provisions

- Article 30: The Company's organization and rules of practice are subject to separate stipulations.
- Article 31: Any matters not specified in the Articles of Association shall be subject to the Company Act and other rules and regulations.
- Article 32: The Articles of Association was established on April 28, 1994.
The 1st amendment was made on July 14, 1994.
The 2nd amendment was made on June 14, 1997.
The 3rd amendment was made on May 18, 1998.
The 4th amendment was made on June 23, 1999.
The 5th amendment was made on March 30, 2000.
The 6th amendment was made on June 20, 2001.
The 7th amendment was made on June 26, 2002.
The 8th amendment was made on June 3, 2003.
The 9th amendment was made on June 1, 2004.
The 10th amendment was made on June 12, 2006.
The 11th amendment was made on June 11, 2007.
The 12th amendment was made on June 13, 2008.
The 13th amendment was made on June 9, 2010.
The 14th amendment was made on June 12, 2012.

The 15th amendment was made on June 13, 2013.
The 16th amendment was made on June 24, 2014.
The 17th amendment was made on June 2, 2015.
The 18th amendment was made on June 8, 2016.
The 19th amendment was made on June 20, 2017.
The 20th amendment was made on June 11, 2018.
The 21th amendment was made on June 10, 2019.

Elan Microelectronics Company
Chairman: **YEH, I-Hau**

Appendix 3

Elan Microelectronics Company

Current Shareholding of all Directors

- Pursuant to Article 26 of the Securities and Exchange Law and the Rules and the Review Procedures for Director, and Supervisor Share Ownership Ratios at Public Companies:
 - The Company's paid-in capital is 303,880,392 shares.
 - The total shares held by all Directors of the Company shall not be less than 12,155,215 shares of the Company's issued shares.
- The number of shares held by the Company's Directors listed in the shareholders roster as of the share transfer suspension date of the shareholders' meeting are as follows:

Title	Name	Appointment date	Term	Shareholders roster as of the share transfer suspension date	
				Number of shares held	Proportion
Chairman	YEH, I-Hau	July 02, 2021	3 years	6,000,895	1.97%
Director	Yulong Investment Co., Ltd. Representative: YEH, Tsung-Ying	July 02, 2021	3 years	7,083,059	2.33%
Director	YEN, Kuo-Lung	July 02, 2021	3 years	2,002,555	0.66%
Director	Zonglong Investment Co., Ltd. Representative: WEI, Chi-Lin	July 02, 2021	3 years	3,078,903	1.01%
Director	CHIU, Te-Chen	July 02, 2021	3 years	0	0
Independent Director	LIN, Hsien-Ming	July 02, 2021	3 years	0	0
Independent Director	SHAW, Ming-Fu	July 02, 2021	3 years	0	0
Independent Director	TANG, Chuan-Yi	July 02, 2021	3 years	0	0
Independent Director	LU, Fang-Cheng	July 02, 2021	3 years	0	0
Total				18,165,412	5.98%

Note: The share transfer suspension date of the current annual general meeting of shareholders is from April 17, 2022 to June 15, 2022.

Appendix 4

Elan Microelectronics Company

Report on the Distribution of Employee Bonus and Directors' and Supervisors' Remuneration

The Company's Profit Distribution for the fiscal year 2021 has been authorized by the Board of Directors, and the employee compensation and remuneration of directors to be distributed are as follows:

1. The amount of employee compensation and Directors' remuneration to be distributed:
 - (1) Employee compensation: NT\$ 728,000,000.
 - (2) Directors' remuneration: NT\$ 93,000,000.
2. There is no difference between the amount of distribution of employee compensation and remuneration of directors proposed by then Board of Directors with that of the recognized in the estimated expenditure of the year.