

Stock Code: 6743



Ampacs Corporation
Handbook for the 2022 Annual Meeting of
Shareholders

June 14, 2022

**3F., No. 166-A, Jingmao 2nd Rd., Nangang Dist., Taipei City 115,
Taiwan (R.O.C.) (Physical Shareholders Meeting)**

This English version is a translation based on the original Chinese version.

Where any discrepancy arises between the two versions, the Chinese version shall prevail.

Table of Contents

I.Meeting Procedures	3
II.Meeting Agenda	4
1.Report	5
2.Proposed Resolutions	7
3.Discussions	8
4.Election	9
5.Other	9
6.Motions	10
7.Adjournment	10
III. Attachments.....	11
1.Business Report of 2021	11
2.Audit Committee’s review Report	13
3.CPA's Auditing Reports and Financial Statements of 2021 ...	14
4.Earning Distribution Table	26
5.Comparison Table of Articles of Incorporation before and after the Amendment	27
6.Comparison Table of the Procedures for Endorsement and Guarantee bfore and after the Amendment	28
7.The nomination list of Directors (including independent directors).	30
8.The concurrent positions of Directors	34
IV. Appendix	36
1. Rules and Procedures of the Shareholders' Meeting	36
2. Rules for Directors Election	44
3. Articles of Incorporation	46
4. Shareholding of Directors	52

Ampacs Corporation

Procedure for the 2022 Annual Meeting of Shareholders

1. Announcement of Commencement
2. Chairman's Statement
3. Reports
4. Proposals
5. Discussions
6. Election
7. Other Matters
8. Motions
9. Adjournment

Ampacs Corporation
Agenda for 2022 Annual Meeting of Shareholders
(Translation)

Time: 10:00 a.m. on Tuesday , June 14,2022

Place: 3F., No. 166-A, Jingmao 2nd Rd., Nangang Dist., Taipei City
115, Taiwan (R.O.C.) (Physical Shareholders Meeting)

1. Announcement of Commencement
2. Chairman's Statement
3. Reports
 - (1) To report the Business of 2021t
 - (2) 2021 Audit Committee's Review Report
 - (3) Cash distribution from 2021 retained earnings.
 - (4) Cash distribution from capital surplus.
 - (5) Implementation of Share Buyback Program
4. Proposals
 - (1) Adoption of 2021 Business Report and Financial Statements.
 - (2) Adoption of the proposal for distribution of 2021 earnings.
5. Discussions
 - (1) Amendment to the Company's Corporate Charter (Articles of Incorporation)
 - (2) The Amendments of the Company's "Procedures of Endorsement and Guarantee"
- 6.Elections
 - (1)Re-election on all the Company's Directors (includingindependent directors)
- 7.Other Matters
 - (1) Release the prohibition on the Company's newly-elected Directors from participation in competitive business.
- 8.Motions
- 9.**Adjournment**

Reports

Report No. 1

The 2021 business report is submitted for review.

Explanation:

For 2021 business report, please refer to pages 11 for Attachment 1.

Report No. 2

The 2021 Audit Committee's Review Report is submitted for review.

Explanation:

For 2021 Audit Committee's Review Report, please refer to page 13 for Attachment 2.

Report No. 3

Cash distribution from 2021 retained earnings.

Explanation:

- (1) For appropriations of 2021 earnings, the Company will distribute cash dividend of NT\$ 10,325,000 (NT\$0.07 per share). Cash dividend will be distributed proportionately according to shareholders' shares ownership registered in the Common Stockholders' Roster as of the date of record. The cash distribution will be rounded down to NT\$1 (any amount under NT\$1 will be discarded), and the remaining fraction will be incorporated into other revenues of the Company.
- (2) To avoid the change in the total amount of common shares outstanding resulting from buyback of company shares, or transfer or cancellation of treasury stock, it is proposed that the Chairman of the Board be authorized to adjust the cash to be distributed to each common share.

Report No. 4

Cash distribution from capital surplus.

Explanation:

- (1) To comply with Article 241 of the Company Act B. The capital surplus derived from the issuance of new shares at a premium totaling NT\$ 63,425,000 will be distributed in cash of NT\$0.43 per share. Cash distribution from capital surplus will be distributed proportionately according to shareholders' shares ownership registered in the Common Stockholders' Roster as of the date of record. The cash distribution will be rounded down to NT\$1 (any

amount under NT\$1 will be discarded), and the remaining fraction will be incorporated into other revenues of the Company.

- (2) To avoid the change in the total amount of common shares outstanding resulting from buyback of company shares, or transfer or cancellation of treasury stock, it is proposed that the Chairman of the Board be authorized to adjust the cash to be distributed to each common share.

Report No. 5

Implementation of Share Buyback Program

Explanation:

Details of the implementation of the Company's share redemption in 2021 are shown in the following table.

term	1
Date of Board resolution	2021/8/25
Redemption purpose	Transfer share to employees
Scheduled redemption period	2021/09/16~2021/10/25
The average buyback price per share	NT\$74.16
Type and quantity of share redemption	Common share 2,500,000
Amount of share redemption	NT\$185,409,460
Ratio of redemption quantity to scheduled quantity (%)	50%
Number of shares cancelled and transferred	-
Number of shares bought back as a percentage of total outstanding shares	2.05%

Proposals

1.

Proposed by the Board

Proposal:

Adoption of 2021 Business Report and Financial Statements.

Explanation:

The parent company only financial statement and consolidated financial statement of the Company for the year of 2021 have been audited by independent auditors, Mr. M.J. Chiou and Mr. Vincent C, of the Deloitte & Touche. The Business Report, Independent Auditors' Report and Financial Statements are hereby also attached. (Please refer to page 11 for Attachment 1, and page 14 for Attachment 3.

Resolution:

2.

Proposed by the Board

Proposal:

Adoption of the Proposal for Distribution of 2021 earnings.

Explanation:

- (1)The Company's earning distribution form of 2021 was approved by the Board of Directors. please refer to pages 26 for Attachment 4.
- (2)To appropriate se special reserve from 2021 earnings in accordance with the regulations.

Resolution:

Discussion

1. **Proposed by the Board**

Proposal:

To approve the amendments to the Company's "Articles of Incorporation.

Explanation:

In order to match the amendment of Company Act and the need of company operation, part of articles of "Articles of Incorporation" will be amended. For the before and after comparison table of the amendments, please refer to pages 27 for Attachment 5.

Resolution:

2. **Proposed by the Board**

Proposal:

To approve the amendments of the Company's "Procedures of Endorsement and Guarantee".

Explanation:

In order to match the amendment of Company Act and the need of company operation, part of articles of " Procedures of Endorsement and Guarantee " will be amended. For the before and after comparison table of the amendments, please refer to pages 28 for Attachment 6.

Resolution:

Election

Proposal:

Cause: Re-election of all Company's Directors (including independent directors)

Explanation:

- 1.The term of the current directors will be expired on August 11, 2022. According to Company Act and Articles of Incorporation, 10 directors (including 4 independent directors) will be re-elected in the annual shareholders' meeting of 2022. The new directors' term of office will be of three years from June 14, 2022 to June 13, 2025 and will take office from the date elected in the annual shareholders' meeting of 2022.
- 2.According to Articles of Incorporation, the election of the Company's directors (including independent directors) will be conducted by nomination of candidates. Shareholders shall vote for his chosen candidate from the nominated listed offered in the attachment 7 , please refer to pages 30 for Attachment 7.
- 3.For "Rules for Election of Directors", please refer to pages 44 for Appidix 2.

Voting Results

Other Matters

Proposal:

Cause: Release the prohibition on the Company's newly-elected Directors from participation in competitive business.Re-election of all Company's Directors (including independent directors)

Explanation:

- 1.The accordance of this proposal is based on Article 209 of Company's Act, "A director who does anything which is within the scope of the company's business for himself or the others shall explain to shareholders its essential content and ask for the approval of shareholders.
- 2.The new directors may invest or run companies whose business range is similar to the Company and maybe assigned as directors or managers. If there is no damage on the company's advantage and benefit, hereby

to propose to ask shareholders's approval to release the prohibition on the director's participation in competitive business. please refer to pages 34 for Attachment 8

Resolution:

Motions

Adjournment

【Attachment 1】

Ampacs Corporation

To report the business of 2021

While looking back at the international economic situation in 2021, COVID-19 continued to affect countries on the globe. Last year, the world was affected by virus variants of Delta and Omicron, chip shortages, and shipping congestion. Hence, it induced a shortage of technology products, and global trading hasn't yet returned to normal. The Group's revenues continued to increase in 2021, and the company's operating report in 2021 is as follows:

The company focuses on providing design solutions for peripheral products of intelligent electronics and its manufacturing, and continues to develop core businesses, such as plastic molding and mold development, to integrate the advantages of supply chains. The company has a R&D team and advanced technology for production, and developed advanced products and set up production on an automation mode as our priority. We have deepened our leadership in a wide range of markets, including game console headsets, gaming headsets, and wireless headsets, as well as high-efficiency adaptive noise-cancelling headphones and conversational speakers. As for the plastic molding and mold business, we continue to invest in the renewal of equipment, automated intelligent transformation, and provide customers with solutions for the best services. Ampacs has pursued a spirit of "innovation, efficiency, and fulfilling social responsibilities", for business development and creating more values for shareholders.

During the past year, the company was affected by the epidemic in Vietnam in the third quarter of 2021, which triggered the shipment congestion of the factory in Vietnam. In order to satisfy the requirements of customers, some models were transferred to the factory in Dongguan for production, increasing human resources and costs. Due to the effect of the shortage of chips, our major source of profit-production of wireless gaming headsets had been affected, and profits didn't reach our expected goals in 2021. In December 2021, the problem of wireless IC shortage was improved since the customer approved the change in design projects. During the post-epidemic era, the Company put much effort into talent training, R&D innovation, cost control, improvement of procedures and operational efficiency, and introduction of new customers, all of which have achieved excellent performance. Our team's cooperation is best, with the spirit of teamwork and details, and it becomes the biggest driving force for us to grow.

As for operating results, the net operating income of the Company was NT\$5,678,706 thousand in 2021, with an increase of NT\$680,451 thousand, compared to NT\$4,998,255 thousand in 2021. Net loss attributable to the parent Company was NT\$49,245 thousand, with a decrease of NT\$537,828 thousand, compared to NT\$488,583 thousand in 2020. We had a loss per share of NT\$0.33 for 2021.

As for research and development, the company purchased the office at 2 floor, Building D, at Nangang Software Park, with a total area of 1,515.67 pings (including 17 parking spaces) in March, 2021 approved by the board of directors, creating the best environment for research and development to improve efficiency. The company

integrates upstream and downstream with leading global solutions of technology companies and improves research and development with strategic cooperation to increase international cooperation. Our results were remarkable and in line with our development goals in the past year.

As for cyber security, the company invested in the protection of information security systems, and will complete the international certification of relevant information security systems at the end of 2022. The information security system meeting requirements of famous global brands have been planned in advance.

Since the U.S.-China trade war and the group's operational risks were diversified, the company has obtained 100,000 square meters of land in the Industrial Zone in Bao Peng, Binh Duong Province. However, due to the epidemic in Vietnam, and the shortage of chip materials, the company temporarily stopped the plan to build a factory, and we expect to plan matters for factory building in 2022.

While looking forward to 2022, as for issues of climate change of COP26, the company deploys green manufacturing, such as recycling systems of rainwater, equipment for energy-saving and power-saving, etc., in order to achieve international green and sustainable standards. We believe we will obtain more orders from famous global brands in the future. In 2022, with new customers and products, the company's business performance will be expected to increase significantly compared to 2021. The company's management team and employees will continue to provide customers with the best products and services. As for ESG management and the spirit of innovation, we will create profits for shareholders and the society. We look forward to our shareholders' support, encouragement and suggestions so we can continue to grow. Thank you.

【Attachment 2】

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 Business Report, Financial Statements and Earnings Distribution Proposal. Transcend Corporation's Financial Statements have been audited and certified by Mr. M.J. Chiou and Mr. Vincent C. Tsai, the CPA of the Deloitte & Touche. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the audit committee of Transcend Corporation. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2022 Annual Meeting of Shareholders of Ampacs Corporation

Chairman of the Audit Committee: Chen, Kai

April 28, 2022

【Attachment 3】

Audit Report of Independent Auditors and Financial Reports

The Board of Directors and Shareholders
AMPACS Corporation

Opinion

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

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2021 is described as follows:

Sales Revenue

Due to the continuous growth of the Group's operations, the operating income this year increased compared with the previous year. Based on the materiality and auditing standard, revenue recognition is presumed to be a significant risk. Therefore, the engagement partner deemed the occurrence of sales revenue from certain clients of AMPACS Corporation as the key audit matter of the Group's consolidated financial statements for the year ended December 31, 2021.

Our audit procedures performed in respect of the above key audit matter included the followings:

1. We analyzed the concentration and changes in the sales amounts of the customers for two consecutive years and confirmed that there was no overconcentration of transactions or other abnormal situations that would increase the risk of validity of revenue recognition.
2. We interviewed personnel who carried out the control activities and inspected the related internal vouchers in order to understand the internal control system and operating procedures related to sales transaction processes, evaluated the design of the key controls, determined that the controls were implemented and tested the operating effectiveness of these controls to obtain sufficient and appropriate audit evidence regarding the operating effectiveness of the key controls.
3. We determined the appropriate methods of sampling and sample sizes and audited sales orders, packing lists and export declarations and verified the accuracy of the amount recognized as revenue in accordance with the regulations for the preparation of financial reports.
4. We checked the cash receipt records and vouchers, verified the accuracy of their amounts, and confirmed that the remitter was the customer who received the goods to confirm the validity of the sales transactions.

Other Matter

We have also audited the 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.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, IFRS, IAS, IFRIC, and 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 supervisors, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 the 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 auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to

continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Meng-Chieh Chiou and Cheng-Tsai Tsai.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 24, 2022

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

AMPACS CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021		2020	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash (Note 6)	\$ 210,684	2	\$ 1,214,920	17
Financial assets at amortized cost (Notes 4, 8 and 28)	336,374	4	245,030	3
Trade receivables, net (Note 10)	1,778,649	20	1,337,565	19
Other receivables	47,442	1	71,586	1
Inventories, net (Notes 4 and 11)	2,125,651	23	1,175,321	17
Prepayments	365,348	4	288,917	4
Total current assets	4,864,148	54	4,333,339	61
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 7 and 9)	4,196	-	-	-
Property, plant and equipment, net (Notes 4, 13 and 28)	3,520,462	39	2,015,088	29
Right-of-use assets, net (Notes 4 and 14)	271,236	3	255,144	4
Goodwill (Notes 4 and 15)	97,708	1	100,532	1
Intangible assets, net (Notes 4 and 16)	9,492	-	11,025	-
Deferred tax assets (Notes 4 and 22)	171,559	2	56,040	1
Prepayments for business facilities	143,395	1	248,235	3
Refundable deposits	9,017	-	39,604	1
Total non-current assets	4,227,065	46	2,725,668	39
TOTAL	\$ 9,091,213	100	\$ 7,059,007	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4, 17 and 26)	\$ 3,358,343	37	\$ 1,774,947	25
Trade payables	1,548,328	17	1,124,115	16
Other payables (Note 18)	224,537	2	258,961	4
Current tax liabilities (Notes 4 and 22)	138,375	2	166,386	2
Short-term warranty provisions	15,088	-	8,808	-
Lease liabilities (Notes 4 and 14)	42,796	1	34,743	-
Unearned receipts	13,080	-	10,619	-
Current portion of long-term borrowings (Notes 4 and 17)	91,571	1	50,757	1
Total current liabilities	5,432,118	60	3,429,336	48
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 4, 17 and 26)	859,092	10	322,198	5
Deferred tax liabilities (Notes 4 and 22)	3,877	-	62,577	1
Lease liabilities (Notes 4 and 14)	30,331	-	29,512	-
Guarantee deposits	2,071	-	-	-
Total non-current liabilities	895,371	10	414,287	6
Total liabilities	6,327,489	70	3,843,623	54
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	1,500,000	16	1,220,000	17
Capital surplus	1,161,362	13	1,446,762	21
Retained earnings				
Legal reserve	175,449	2	126,591	2
Special reserve	174,422	2	91,552	1
Unappropriated earnings	118,238	1	493,811	7
Total retained earnings	468,109	5	711,954	10
Other equity				
Exchange differences on translation of the financial statements of foreign operations	(165,115)	(2)	(147,587)	(2)
Unrealized loss of financial assets at fair value through other comprehensive loss	(26,621)	-	(26,835)	-
Total other equity	(191,736)	(2)	(174,422)	(2)
Treasury shares	(185,294)	(2)	-	-
Total equity attributable to owners of the Company	2,752,441	30	3,204,294	46
NON-CONTROLLING INTERESTS	11,283	-	11,090	-
Total equity (Note 20)	2,763,724	30	3,215,384	46
TOTAL	\$ 9,091,213	100	\$ 7,059,007	100

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 5,678,706	100	\$ 4,998,255	100
OPERATING COSTS (Notes 11 and 21)	<u>(5,007,824)</u>	<u>(88)</u>	<u>(3,753,197)</u>	<u>(75)</u>
GROSS PROFIT	<u>670,882</u>	<u>12</u>	<u>1,245,058</u>	<u>25</u>
OPERATING EXPENSES (Note 21)				
Selling and marketing expenses	(117,597)	(2)	(94,009)	(2)
General and administrative expenses	(351,191)	(6)	(272,505)	(6)
Research and development expenses	(220,824)	(4)	(203,668)	(4)
Expected credit loss (Note 10)	<u>(198)</u>	<u>-</u>	<u>(1,703)</u>	<u>-</u>
Total operating expenses	<u>(689,810)</u>	<u>(12)</u>	<u>(571,885)</u>	<u>(12)</u>
OPERATING PROFIT (LOSS)	<u>(18,928)</u>	<u>-</u>	<u>673,173</u>	<u>13</u>
NON-OPERATING INCOME AND EXPENSES (Note 21)				
Other income	8,560	-	1,275	-
Other gains or losses	(14,272)	-	(38,930)	(1)
Finance costs	<u>(51,826)</u>	<u>(1)</u>	<u>(30,913)</u>	<u>-</u>
Total non-operating income and expenses	<u>(57,538)</u>	<u>(1)</u>	<u>(68,568)</u>	<u>(1)</u>
PROFIT (LOSS) BEFORE INCOME TAX	(76,466)	(1)	604,605	12
INCOME TAX (EXPENSE) BENEFIT (Note 22)	<u>30,275</u>	<u>-</u>	<u>(109,546)</u>	<u>(2)</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(46,191)</u>	<u>(1)</u>	<u>495,059</u>	<u>10</u>

(Continued)

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 20 and 22)				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ (21,985)	-	\$ (35,387)	(1)
Unrealized gain/(loss) on investments in debt instruments at fair value through other comprehensive income	214	-	-	-
Income tax related to items that may be reclassified subsequently to profit or loss	<u>4,397</u>	<u>-</u>	<u>7,077</u>	<u>-</u>
	<u>(17,374)</u>	<u>-</u>	<u>(28,310)</u>	<u>(1)</u>
Other comprehensive loss for the year, net of income tax	<u>(17,374)</u>	<u>-</u>	<u>(28,310)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (63,565)</u>	<u>(1)</u>	<u>\$ 466,749</u>	<u>9</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ (49,245)	(1)	\$ 488,583	10
Non-controlling interests	<u>3,054</u>	<u>-</u>	<u>6,476</u>	<u>-</u>
	<u>\$ (46,191)</u>	<u>(1)</u>	<u>\$ 495,059</u>	<u>10</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ (66,559)	(1)	\$ 459,894	9
Non-controlling interests	<u>2,994</u>	<u>-</u>	<u>6,855</u>	<u>-</u>
	<u>\$ (63,565)</u>	<u>(1)</u>	<u>\$ 466,749</u>	<u>9</u>
EARNINGS (LOSS) PER SHARE (NEW TAIWAN DOLLARS; Note 23)				
Basic	<u>\$ (0.33)</u>		<u>\$ 3.58</u>	
Diluted	<u>\$ (0.33)</u>		<u>\$ 3.58</u>	

(Concluded)

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Dividends Per Share)

	Equity Attributable to Owners of the Company										Non-controlling Interests (Note 20)	Total Equity
	Share Capital (Note 20)		Capital Surplus (Notes 20 and 25)	Retained Earnings (Note 20)			Other Equity (Notes 20 and 25)	Treasury Shares (Note 20)	Total			
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2020	104,800	\$ 1,048,000	\$ 300,909	\$ 116,091	\$ -	\$ 117,760	\$ (140,991)	\$ -	\$ 1,441,769	\$ 168,095	\$ 1,609,864	
Appropriation of the 2019 earnings												
Legal reserve	-	-	-	10,500	-	(10,500)	-	-	-	-	-	
Special reserve	-	-	-	-	91,552	(91,552)	-	-	-	-	-	
Cash dividends distributed by the Company- \$0.10 per share	-	-	-	-	-	(10,480)	-	-	(10,480)	-	(10,480)	
Other changes in capital surplus												
Issuance of share dividends from capital surplus - \$0.496 per share	5,200	52,000	(52,000)	-	-	-	-	-	-	-	-	
Issuance of cash dividends from capital surplus - \$0.35 per share	-	-	(36,680)	-	-	-	-	-	(36,680)	-	(36,680)	
Issuance of ordinary shares for cash	12,000	120,000	1,232,052	-	-	-	-	-	1,352,052	-	1,352,052	
Difference between the consideration received or paid and the carrying amount of the subsidiaries' net assets during actual disposal or acquisition (Note 25)	-	-	2,481	-	-	-	(4,742)	-	(2,261)	(158,148)	(160,409)	
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(5,712)	(5,712)	
Net profit for the year ended December 31, 2020	-	-	-	-	-	488,583	-	-	488,583	6,476	495,059	
Other comprehensive loss for the year ended December 31, 2020, net of income tax	-	-	-	-	-	-	(28,689)	-	(28,689)	379	(28,310)	
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	488,583	(28,689)	-	459,894	6,855	466,749	
BALANCE AT DECEMBER 31, 2020	122,000	1,220,000	1,446,762	126,591	91,552	493,811	(174,422)	-	3,204,294	11,090	3,215,384	
Appropriation of the 2020 earnings												
Legal reserve	-	-	-	48,858	-	(48,858)	-	-	-	-	-	
Special reserve	-	-	-	-	82,870	(82,870)	-	-	-	-	-	
Cash dividends distributed by the Company - \$0.3 per share	-	-	-	-	-	(36,600)	-	-	(36,600)	-	(36,600)	
Stock dividends distributed by the Company - \$1.2951 per share	15,800	158,000	-	-	-	(158,000)	-	-	-	-	-	
Other changes in capital surplus												
Issuance of stock dividends from capital surplus - \$1.00per share	12,200	122,000	(122,000)	-	-	-	-	-	-	-	-	
Issuance of cash dividends from capital surplus - \$1.3393 per share	-	-	(163,400)	-	-	-	-	-	(163,400)	-	(163,400)	
Net loss for the year ended December 31, 2021	-	-	-	-	-	(49,245)	-	-	(49,245)	3,054	(46,191)	
Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	-	-	(17,314)	-	(17,314)	(60)	(17,374)	
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	(49,245)	(17,314)	-	(66,559)	2,994	(63,565)	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(2,801)	(2,801)	
Buy-back of ordinary shares	-	-	-	-	-	-	-	(185,294)	(185,294)	-	(185,294)	
BALANCE AT DECEMBER 31, 2021	150,000	\$ 1,500,000	\$ 1,161,362	\$ 175,449	\$ 174,422	\$ 118,238	\$ (191,736)	\$ (185,294)	\$ 2,752,441	\$ 11,283	\$ 2,763,724	

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ (76,466)	\$ 604,605
Adjustments for reconciliation of profit (loss):		
Depreciation expenses	424,911	177,269
Amortization expenses	4,683	4,500
Expected credit loss	198	1,703
Gain on fair value change of financial assets designated as at fair value through profit or loss	-	(6,903)
Finance costs	51,826	30,913
Interest income	(1,145)	(931)
Net loss on disposal of property, plant and equipment	6,042	8,038
Write-down of inventories	12,091	7,672
Changes in operating assets and liabilities		
Trade receivables	(441,275)	(853,901)
Other receivables	9,136	23,606
Inventories	(962,118)	(695,150)
Prepayments	(76,431)	(253,437)
Trade payables	424,165	714,916
Other payables	(27,475)	23,954
Short-term warranty provisions	6,280	(1,332)
Unearned receipts	<u>2,461</u>	<u>7,472</u>
Cash used in operations	(643,117)	(207,006)
Interest received	1,145	931
Finance costs paid	(50,252)	(25,347)
Income tax paid	<u>(168,291)</u>	<u>(24,728)</u>
Net cash used in operating activities	<u>(860,515)</u>	<u>(256,150)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(4,081)	-
Purchase of financial assets at amortized cost	(91,344)	(168,290)
Proceeds from disposal of financial assets at fair value through profit or loss	-	59,742
Purchase of property, plant and equipment	(1,905,414)	(936,728)
Proceeds from disposal of property, plant and equipment	2,097	36,985
Decrease (increase) in refundable deposits	30,587	(17,172)
Purchase of intangible assets	(3,207)	(3,998)
Proceeds from disposal of intangible assets	41	-
Increase (decrease) in prepayments for equipment	<u>92,617</u>	<u>(105,023)</u>
Net cash used in investing activities	<u>(1,878,704)</u>	<u>(1,134,484)</u>

(Continued)

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	\$ 1,583,396	\$ 1,292,379
Proceeds from long-term borrowings	577,708	(50,355)
Increase in guarantee deposits received	2,071	-
Repayments of lease capital	(47,213)	(41,479)
Payment of cash dividends	(200,000)	(52,872)
Issuance of common stock for cash	-	1,352,052
Payments for buy-back of ordinary shares	(185,294)	-
Acquisition of additional interests in subsidiary	-	(160,409)
Changes in non-controlling interests	<u>(2,801)</u>	<u>-</u>
Net cash generated from financing activities	<u>1,727,867</u>	<u>2,339,316</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>7,116</u>	<u>25,500</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,004,236)	974,182
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	<u>1,214,920</u>	<u>240,738</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 210,684</u>	<u>\$ 1,214,920</u>

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

【Attachment 4】

Ampacs Corporation 2021 Earnings Distribution Table

Unit: NTD	
Item	Amount
Beginning retained earnings	\$167,482,917
Less : 2021 net loss	(49,245,210)
Less : Special reserves	<u>(17,314,938)</u>
Earnings in 2021 available for distribution	100,922,769
Distribution	
Item:	
Cash Dividends in 2021 (NT\$0.07 per share)	<u>(10,325,000)</u>
Closing unappropriated earnings	\$90,597,769

【Attachment 5】

Comparison table of Article of Incorporation before and after Amendment

Article	Amended Article Current Article Remarks	Amended Article Current Article Remarks	Amended Article Current Article Remarks
10	<p>While shareholder is unable to attend shareholders' meetings in person, such shareholder may attend by proxy, on the condition the authorization is printed by the Corporation and states scope of authorization. Shareholder attendance by proxy shall be subject to the Company Law</p> <p>The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.</p>	<p>While shareholder is unable to attend shareholders' meetings in person, such shareholder may attend by proxy, on the condition the authorization is printed by the Corporation and states scope of authorization. Shareholder attendance by proxy shall be subject to the Company Law</p>	<p>In order to match the amendment of Company Act</p>
21	<p>(Omit)</p> <p>The sixteen amendment was made on June 14, 2022.</p>	<p>(Omit)</p>	<p>Updates of the date of the amended Articles of Incorporation.</p>

【Attachment 6】

Ampacs Corporation

Comparison Table for Handling Procedures for Making of Endorsements/Guarantees

After the Revision	Before the Revision	Explanation
<p>5.2 Limit of Endorsements/Guarantees</p> <p><u>5.2.1 The total amount endorsed/guaranteed for others may not exceed 50% of the Company's net worth as disclosed in the most recent financial statements. The total amount endorsed/guaranteed for a single company may not exceed 20% of the Company's net worth as disclosed in the most recent financial statements.</u></p> <p><u>5.2.2</u> The total amount endorsed/guaranteed by the Company and subsidiaries may not exceed 50% of the Company's net worth . The total amount endorsed/guaranteed by the Company and subsidiaries may not exceed 20% of the Company's net worth.</p> <p><u>5.2.3</u> For companies or firms having business transactions with the Company, the endorsed/guaranteed amount for each of them may not exceed the trading amount between both parties in the previous year ("Trading amount" as stated above means the purchase or</p>	<p>5.2 Limit of Endorsements/Guarantees</p> <p>The total amount endorsed/guaranteed by the Company and subsidiaries may not exceed 50% of the Company's net worth. The total amount endorsed/guaranteed by the Company and subsidiaries may not exceed 20% of the Company's net worth. For companies or firms having business transactions with the Company, the endorsed/guaranteed amount for each of them may not exceed the trading amount between both parties in the previous year ("Trading amount" as stated above means the purchase or sale amount between both parties, whichever is higher.) Net worth shall be referenced by financial statements audited or reviewed by CPA at the recent period.</p>	<p>To edit by actual requirements and regulations</p>

After the Revision	Before the Revision	Explanation
<p>sale amount between both parties, whichever is higher.)</p> <p><u>5.2.4</u> Net worth shall be referenced by financial statements audited or reviewed by CPA at the recent period.</p>		

【Attachment 7】

The nomination list of Directors (including independent directors)

Title	Name	Education & Professional Qualification	Major Current and Past Positions	Shareholding (Shares)
Director	HUANG CHANG-CHING	Master of Chemical Engineering, Tsinghua University	Chairman and President of AMPACS CORPORATION High Performance Engineering Plastics Laboratory in Industrial Technology Research Institute	33,171,900
Director	HSU MING-JEN	Bachelor of Electronic Engineering, Chung Yuan University Master of Business Administration, Taipei University	Vice Chairman and Chief Technology Officer of AMPACS CORPORATION Independent Director of Hauman Technologies Corp. Director of WINCOMM CORPORATION Software Engineer of Acer Computer Co., Ltd. Vice Chairman of Elite Computer Co., Ltd. Chairman of New Taipei City Computer Association Chairman of Taiwan Internet of Vehicles Association	244,050
Director	LIN YU-FENG	Master of Science (Computer Science), Universaity of Alabama at Birmingham	Vice President of Sales Department in AMPACS CORPORATION Director of Advanced Electronics BU in TATUNG COMPANY Software Development Engineer of ChoiceCare Long Island	1,669,449
Director	Frederick Romano	York College music Major Queensborough College	Chief Strategy Officer of AMPACS CORPORATION Octave-Plateau electronics Voyetra Technologies , Turtle Beach - COO, BOD.	2,582,048

Title	Name	Education & Professional Qualification	Major Current and Past Positions	Shareholding (Shares)
Director	CHEN CHIN-FU	MBA in Business Administration, National Chengchi University Bachelor of Electrical Engineering, National Taiwan University	Director of AMPACS CORPORATION Chairman of TAIWAN SPORTS LOTTERY CO., LTD Vice Chairman of CTBC Venture Capital Co., Ltd. Senior Vice President of CTBC Financial Holding Co., Ltd. President of Development Technology Consulting Co., Ltd. Partner of CRIMSON ASIA CAPITAL Co., Ltd Manager of Sales Department in Compal Group.	-
Director	HSU,MING CHYUAN	Bachelor of Telecommunications Engineering, National Chiao Tung University Master of Electrical Engineering, North Carolina State University	Director of ASPIRO (TAIWAN) LTD. General Manager/Partner /Founder of Xinyang Management Consulting Co., Ltd.	-
Independent Director	CHEN,CHIEN-HUNG	Bachelor of Laws, National Chung Hsing University Master of Laws, Soochow University Ph.D., China University of Political Science and Law	Chief of CHEN,CHIEN-HUNG Law Firm Independent Director of ABILITY ENTERPRISE CO., LTD. Adjunct Associate Professor at National Taiwan Ocean University	-
Independent Director	HUANG CHIH-PENG	Master of Business Administration, Georgetown University	Director of AMPACS CORPORATION Independent Director of Kinpo Electronics, Inc. Independent Director of MAI-LIAO POWER CORPORATION Representative, Taipei Economic & Cultural office in Vietnam	-

Title	Name	Education & Professional Qualification	Major Current and Past Positions	Shareholding (Shares)
			Director General, Bureau of Foreign Trade (BOFT) , Ministry of Economic Affairs,R.O.C.	
Independent Director	HO CHUN- HUI	PhD in Economics, University of Pittsburgh, Pennsylvania	Independent Director of AMPACS CORPORATION Independent Director of TA YA ELECTRIC WIRE & CABLE CO., LTD. Chairman of CDIB Capital Healthcare Ventures II Limited Partnership Chairman of China Development Capital Co., Ltd. Big Health Business Group Chairman of China Development Healthcare Venture Capital Co., Ltd. Senior Vice President of Chairman's Office in CDIB CAPITAL MANAGEMENT CORPORATION Director of ABLEREX ELECTRONICS CO., LTD. Director of ChenYing International Development Co., Ltd Chairman of HuaSheng Asset Management Consultant Co., Ltd. Director and President of CDIB Capital Group 、 Director of China Development Industrial Bank 、 Chairman of PharmaEngine Inc. Chairman of Andes Technology Corporation	-

Title	Name	Education & Professional Qualification	Major Current and Past Positions	Shareholding (Shares)
Independent Director	CHEN, KAI	Master of Accounting, Long Island University, New York, USA	Independent Director of AMPACS CORPORATION Accountant in New York State Chief Financial Officer of Standard Chartered Bank Chief Financial Officer of Far Eas Tone Telecommunications Co., Ltd. Vice Chairman/Chief Financial Officer of PROSPECT HOSPITALITY CO., LTD.	-

【Attachment 8】

The concurrent positions of Directors

No.	The Company		Other Company	
	Position	Name	Company Name	Position
1	Director	HUANG CHANG-CHING	Ampacs International Company Limited Tech. Pioneer, Ltd. Richmake International Limited Brilliance Investment Development Ltd. Sunlight Ocean Holding Limited Fortune Channel Universal Limited CHANG AN TOU TSU YU HSIEN KUNG SZU LUNG AN TOU TSU YU HSIEN KUNG SZU GAINWIDE GLOBAL LTD.	Chairman Director Director Director Director Director Director Director Director
2	Director	HSU MING-JEN	Hauman Technologies Corp. WINCOMM CORPORATION BRIDGEWELL INC (Representative : Bridgewell Information Corp.) ANCHOR MECHATRONICS INC. (Representative : Hongjiada Investment Co., Ltd.) Children's Education Development Co., Ltd. 3e Yamaichi Electronics Co., Ltd. JASON BIOCHEMICAL TECHNOLOGY CO., LTD. IWANT-IN.NET INCORPORATION (Representative : Guangnan Investment Co., Ltd.) CASPER INCORPORATION (Representative : IWANT-IN.NET INC.)	Independent director Director Director Director Director Director Director Director Director
3	Director	LIN YU-FENG	-	-
4	Director	Frederick Romano	-	-
5	Director	CHEN CHIN-FU	TAIWAN SPORTS LOTTERY CO., LTD	Chairman
6	Director	HSU,MING CHYUAN	ANCHOR MECHATRONICS INC. (Representative : Hongjiada Investment Co., Ltd.) ASPIRO (TAIWAN) LTD.	Chairman Director

The Company		Other Company		
No.	Position	Name	Company Name	Position
7	Independent director	CHEN, CHIEN-HUNG	CHEN, CHIEN-HUNG Law Firm ABILITY ENTERPRISE CO., LTD.	Chief Independent director
8	Independent director	HUANG CHIH-PENG	Kinpo Electronics, Inc. MAI-LIAO POWER CORPORATION Chinese National Federation of Industries Chinese National Association of Industry and Commerce, Taiwan Central, Eastern Europe and CIS Association of R.O.C. Taiwan-Africa Business Association Importers and Exporters Association of Taipei	Independent director Independent director Advisor Advisor Advisor Advisor Advisor
9	Independent director	HO CHUN- HUI	TA YA ELECTRIC WIRE & CABLE CO., LTD. CDIB Capital Healthcare Ventures II Limited Partnership China Development Capital Co., Ltd. Big Health Business Group China Development Healthcare Venture Capital Co., Ltd. CDIB CAPITAL MANAGEMENT CORPORATION ABLEREX ELECTRONICS CO., LTD. ChenYing International Development Co., Ltd HuaSheng Asset Management Consultant Co., Ltd.	Independent director Chairman Chairman Chairman Senior Vice President of Chairman's Office Director Director Chairman
10	Independent director	CHEN, KAI	-	-

Appendix 1

Ampacs Corporation

Rules of Procedure for Shareholders Meetings

5.1 Shareholders (or proxy) shall attend shareholders meetings based on attendance cards. The number of shares shall be calculated based on the sign-in card. The Company shall furnish the attending shareholders or proxy (hereinafter referred to as shareholders) with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Those with proxy forms shall also bring identification documents for verification. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting.

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

When the Company holds a shareholder meeting, it shall adopt voting rights by electronic means and 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.

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 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.

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, 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.

5.3 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

5.4 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chairman. If there are no managing directors, one of the directors shall be appointed to act as chairman. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairman. When a managing director or a director serves as chairman, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company.

The same shall be true for a representative of a juristic person director that serves as chairman. It is advisable that shareholders meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders meeting is convened by a party with the power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

5.5 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting and respond

to relevant questions in a non-voting capacity.

- 5.6 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

The Company shall specify in its shareholders meeting notices when attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.

As stated in the preceding paragraph, the time during which shareholder attendance registrations will be accepted shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

- 5.7 The chairman shall call the meeting to order at the appointed meeting time.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. 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. When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

- 5.8 If the board of directors convenes a shareholders meeting, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting. The agenda of a shareholders' meeting shall be created by the Board of Directors with the

proposal submitted by the Board of Directors to be dealt with on a prioritized basis during the meeting. When the above proposals are being discussed, the chairman of the meeting may determine if a shareholder's comments are related to the proposal in question. If the feedback or comments are not related to the proposal in question, discussion shall be continued at an extempore motion. A meeting shall be proceeded with in accordance with a predetermined agenda unless changed by the resolution of a shareholders' meeting. The chairman may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. After close of the said meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place. If the chairman declares the meeting adjourned in violation of the rules of procedure, the attending shareholders shall elect a new chairman by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

- 5.9 When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when the meeting will be resumed in view of the circumstances. Where it is impossible to continue proceeding with the meeting due to air-raid alarm or other causes, the meeting should be stopped immediately and the relevant personnel should be evacuated automatically. After the alarm stops for 1 hour, the meeting can continue. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- 5.10 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairman. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken

content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the shareholder that has the floor, the chairman shall stop any violation. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal. After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

5.11 Shareholders may raise questions regarding the reports given at the end of the announcement by the chairman or by the designated personnel. Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. The speech time and frequency of shareholders on the acceptance of resolution, each proposal, and motion is the same as the one in the preceding paragraph. The speech time and frequency of shareholders on the queries irrelevant to the proposals are the same as mentioned in the preceding paragraph. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

5.12 The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

5.13 Unless otherwise provided in the Company Act or the Articles of Incorporation of this Company, motions should be approved by more than half of the shareholders present. For directors election, Rules for Election of Directors apply. As for voting, if all shareholders present have no objection after the chairman's request, it will be deemed approved as voted for approval. As for objection, it shall be voted according to the relevant laws and regulations. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

- 5.14 When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- 5.15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
- 5.16 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 chairman 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 chairman'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 the Company.
- 5.17 Matters not regulated by the regulations shall be conducted in accordance with the Company Act and other relevant laws and regulations.
- 5.18 Matters pertaining to election or discharge of directors and supervisors, alteration of 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, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act, Article 26-1, Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Rules Governing the Offering and Issuance of Securities by Issuers shall

be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders. It shall not be brought up as extemporary motions; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

Where the 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.

- 5.19 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. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided the number of items procedurally 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. 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 corporation to promote public interests or fulfill its social responsibilities, provided the number of items procedurally 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 participate in the proposal's discussion.

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 the exclusion of any shareholder proposals not included in the agenda.

5.20 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands. The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chairman may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the chairman may direct the proctors or security personnel to escort the shareholder from the meeting.

Supplementary provision

The rules and any amendment shall take effect after being approved at the shareholders' meeting. Where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to each supervisor and for discussion at the shareholders' meeting. The same shall apply to any amendments to the Procedures. Where the company has appointed independent directors, when it makes endorsements/guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting.

Appendix 2

Ampacs Corporation Rules for the Election of Directors

- 5.1 For the election of directors, the candidate's name should be replaced by their attendance number for the meeting.

Elections of directors at the Company shall be conducted in accordance with the candidate nomination system

Elections of directors at the Company shall be conducted in shareholders' meeting in accordance with the candidate nomination system

- 5.2 According to regulations by regulatory institutions, the company set up independent directors. The election of independent directors of the Company shall comply with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and shall be conducted in accordance with the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

The number of directors shall be based on the Articles of Corporation. The board of directors of the company or any shareholder may provide the recommended list of directors as a reference for the election of directors for the next term.

- 5.3 The cumulative voting method shall be used for the election of the directors at the Company. Each share will have voting rights equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

As independent and non-independent directors will be elected at the same time, they shall be in separately calculated numbers.

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

- 5.5 The number of directors(including independent directors) will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.

- 5.6 Before the election begins, the chairman shall appoint a number of persons with

shareholder status to perform the respective duties of vote monitoring and counting personnel.

The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences. After voting, the scrutineer and reporter will open the ballot box.

5.7 A ballot is invalid under any of the following circumstances:

5.7.1 The ballot was not prepared by a person with the right to convene.

5.7.2 A blank ballot is placed in the ballot box.

5.7.3 The writing is unclear and indecipherable or has been altered.

5.7.4 The candidate whose name is entered on the ballot does not conform to the director candidate list.

5.7.5 The candidate whose name is entered in the ballot does not conform to the director candidate list.

5.7.6 The same ballot had been written 2 or more candidates.

5.8 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairman on site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year.

If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

5.9 If directors do not meet the conditions in accordance with paragraphs 3 and 4, Article 26-3 of the Securities and Exchange Act, the election will be considered not effective.

Supplementary provision

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 3

Articles of Incorporation of Ampacs Corporation.

Chapter 1 - General Provisions

- Article 1 The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be Ampacs Corporation. English Name: 「AMPACS CORPORATION」.
- Article 2 The scope of business of the Corporation shall be as follows:
1. I301020 Data Processing Services
 2. F118010 Wholesale of Computer Software
 3. I301010 Software Design Services
 4. I599990 Other Designing
 5. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
 6. CC01110 Computers and Computing Peripheral Equipments Manufacturing
 7. CB01010 Machinery and Equipment Manufacturing
 8. CB01990 Other Machinery Manufacturing Not Elsewhere Classified
 9. CP01010 Hand Tool Manufacturing
 10. CD01030 Automobiles and Parts Manufacturing
 11. CD01040 Motor Vehicles and Parts Manufacturing
 12. C805050 Industrial Plastic Products Manufacturing
 13. CC01040 Lighting Facilities Manufacturing
 14. F401010 International Trade
 15. H703100 Real Estate Leasing
 16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Corporation may make investment in other company to meet business demand. When the Corporation is a limited shareholder of other corporations, the total amount of the Corporation's investment shall not be subject to the restriction of not more than forty percent of the Corporation's paid-up capital as provided in Article 13 of the Company Act.
- Article 2-2 The Corporation may provide endorsement and guarantee and act as a guarantor while the Corporation has business demand and acquires approval of the Board of Directors in accordance with Corporation's

endorsement and guarantee operating procedures.

Article 3 The Corporation shall have its head office in Taipei City, and shall be free, upon approval of the Board of Directors, to set up branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary.

Article 4 Public announcements of the Corporation shall be made in accordance with Article 28 of Company Act.

Chapter 2 – Capital Stock

Article 5 The total capital stock of the Corporation shall be in the amount of 5,000,000,000 New Taiwan Dollars, divided into 500,000,000 shares, at ten New Taiwan Dollars each. The unissued shares may be paid-up in installments under Board of Directors' authorization when necessary.

Article 6 Deleted

Article 7 All stocks of the Company are registered stocks and shall be affixed with the signatures or seals by the directors on behalf of the company, and issued after authorities' certification procedures. The Corporation may choose not physically print the share certificates for the stock issuance, but should be registered with a securities centralized depository enterprise, or print the share certificates for amount of each issued total shares.

Article 8 All stock processing and related activities, unless the laws or regulations have other requirements. Content in shareholders register shall be suspended 30 days immediately before the date of regular meeting of shareholders, and 15 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Chapter 3 – Shareholders meeting

Article 9 Shareholders' meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within 6 months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations when necessary.

Article 10 While shareholder is unable to attend shareholders' meetings in person, such shareholder may attend by proxy, on the condition the authorization is printed by the Corporation and states scope of authorization. Shareholder attendance by proxy shall be subject to the Company Law

and also to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the competent authority.

Article 11 Unless under conditions described in Article 179 of the Company Act that a share has no vote right, each share of stock shall be entitled to one vote.

The shareholders are allowed to exercise their voting rights via electronic system, and these shareholders will be assumed presence through this way. The related matters should be conducted according to the law.

Article 12 Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 12-1 The resolutions of the shareholders' meeting shall be made into minutes and signed or sealed by the chairman. The minutes shall be distributed to all shareholders within 20 days after the meeting.

The meeting minutes may be produced and distributed in electronic form. The Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

Chapter 4 – Director and Audit Committee

Article 13 The Corporation shall have 5-13 Directors who are persons with disposing capacity elected by the shareholders' meeting. All Directors shall be eligible for re-election. The stockholding ratio of total Directors shall be in compliance with regulations announced by securities authority.

Article 13-1 In the previously mentioned number of directors, the number of independent directors shall not be less than two seats, and shall not be less than one-fifth of the total number of directors. Regarding to the professional qualifications, shareholding, restrictions on concurrent position held, method of nomination and election, and other rules needed to be followed, all shall be regulated and done based on related Regulations.

Professional qualification , number of shareholdings, restrictions regarding holding other jobs, nomination and election of independent directors and others compliance matters shall be governed by relevant

regulations set forth by the competent authority.

The Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the relevant regulations.

Article 14 Board of Directors is organized by Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. Besides, there shall be a vice chairman of the board who is elected in the same manner. The Chairman of the Board of Directors shall have the authority to represent the Corporation. In case a director appoints another director to attend a meeting of the board of directors in his/her behalf due to such director is unable to attend the meeting, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy of one other director only.

Article 15 In case the chairman of the Board of Directors cannot exercise his power and authority for any cause, the authorized person shall be decided in accordance with Article 208 of Company Act. Unless otherwise provided by the Company Act, board resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of all directors.

Article 15-1 Board meetings shall be convened in accordance with Article 204 of the Company Act. Notices for board meetings may be sent by writing ,fax or email.

Article 16 Payment of each Director shall be provided in accordance with Corporation's industry normal standard whether the Corporation has net income or not. The amount of such payment shall be decided by Board of Directors' meeting.

Chapter 5 – Manager

Article 17 The Corporation may have one or more managers. Appointment and discharge and the remuneration of the managers shall be decided in accordance with Article 29 of the Company Act.

Chapter 6 – Annual report and account

Article 18 After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted for approval of the regular shareholders' meeting:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning Appropriation of Net Profits or Covering of Losses.

Article 19 If the Corporation has net profit of the year s (the so-called earnings refer to the net income before tax and refer to the profit before deducting remuneration to employees), the Corporation shall set aside not less than 1% of profit as bonus to employees of this Corporation. The employee bonus will be decided by Board of Directors meeting to be provided by cash or Corporation shares. The employees who are entitled to receive cash or share bonuses in previous subsection shall include the employees of an affiliated company who satisfy required conditions. If the Corporation has net profit of the year, the Corporation shall set aside not higher than 3% of profit, which is subject to Board of Directors meeting, as bonus to Directors. Such employee and Directors bonus proposal shall be reported to Shareholders meeting. If Corporation has accumulated losses, the profit shall be used to cover the accumulated losses before distributing as employee and Directors bonus based on above ratio.

Article 19-1 When allocating the net profits for each fiscal year, the Corporation shall first offset its losses in previous years and set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equaled the total capital of the Corporation. If there is a net profit after such practice, it shall be drafted as a net profit allocation proposal along with accumulated retained earnings of the year to shareholders meeting by Board of Director to decide shareholder bonus.

For the under-reported amount among "net deduction of other equity accumulated in the previous period", the Company's lawful provision of special surplus reserve shall start with the same amount of special surplus reserve from undistributed surplus for the previous period, followed by classifying net profit after tax for the period plus items other than the same into undistributed surplus for the period.

The shareholder dividend and bonus, legal reserve and capital reserve, by issuing new shares or cash prorata to the holdings of the stockholders, The following is to be observed. If cash dividend is issued, the board of the directors may do so with two thirds of members present with a majority vote and report to the stockholders' meeting. If

that is done by issuing new shares, the distribution has to be done with the approval of the stockholders' meeting.

The dividends to shareholders may be distributed in cash or in stock. The dividend policy shall take into consideration factors such as the Company's current and future investment environment, needs for capital, domestic and overseas competition, capital budgeting plans, etc., to come out with a proposal that strike a balance among shareholders' benefits and the Company's long-term financial plans. An amount not less than 10% of the distributable earnings is appropriated annually as the shareholder dividend and bonus. However, the accumulated distributable earnings that are less than 10% of the paid-in capital may not be distributed. and the cash dividends shall not be lower than 10% of total dividends to shareholders.

Chapter 7 –Supplementary Provisions

- Article 20 In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.
- Article 21 These Articles of Incorporation are agreed to and signed on 06/16/1998.
The 1st Amendment was approved on 07/15/2000.
The 2nd Amendment was approved on 05/06/2002.
The 3rd Amendment was approved on 02/27/2004.
The 4th Amendment was approved on 10/05/2004.
The 5th Amendment was approved on 12/22/2004.
The 6th Amendment was approved on 10/09/2006.
The 7th Amendment was approved on 03/19/2007.
The 8th Amendment was approved on 06/24/2008.
The 9th Amendment was approved on 11/06/2015.
The 10th Amendment was approved on 05/19/2016.
The 11th Amendment was approved on 06/09/2017.
The 12th Amendment was approved on 05/10/2019
The 13th Amendment was approved on 08/12/2019
The 14th Amendment was approved on 06/30/2020...
The 15th Amendment was approved on 07/29/2021.

Ampacs Corporation

Chief Director: Chang-Ching Huang

Appendix 4

Ampacs Corporation Shareholding of Directors

Book closure date: April 16,2022

Position	Name	No. of Shares	Shareholding ratio (%)
Chairman	HUANG CHANG-CHING	33,171,900	22.11%
Director	HSU MING-JEN	244,050	0.16%
Director	LIN YU-FENG	1,669,449	1.11%
Director	FREDERICK ROMANO	2,582,048	1.72%
Director	LIU CHAO-TANG	568,062	0.38%
Director	CHEN CHIN-FU	0	0.00%
Independent Director	HUANG CHIH- PENG	0	0.00%
Independent Director	HO CHUN- HUI	0	0.00%
Independent Director	CHEN, KAI.	0	0.00%
Total by All Directors		38,235,509	25.48%

Note 1: No. of ordinary shares issued by the Company 150,000,000 shares

Note 2: No. of statutory shares that should be held by all directors 9,000,000 shares.

Note 3: Since the Company has two or more independent directors, the statutory shareholding ratio by directors and supervisors is lowered to 80%; also, since the Company has an audit committee, there is no statutory shareholding by supervisors.