

Stock Code: 6743



Ampacs Corporation
Handbook for the 2023 Annual Meeting of
Shareholders

June 16, 2023
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.

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Ampacs Corporation

Procedure for the 2023 Annual Meeting of Shareholders

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

Ampacs Corporation
Agenda for 2023 Annual Meeting of Shareholders
(Translation)

Time: 10:00 a.m. on Friday, June 16, 2023

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 2022.
 - (2) 2022 Audit Committee's Review Report
 - (3) To report 2022 employees' profit sharing bonus and directors' compensation.
 - (4) Cash distribution from 2022 retained earnings.
 - (5) Cash distribution from capital surplus.
4. Proposals
 - (1) Adoption of 2022 Business Report and Financial Statements.
 - (2) Adoption of the proposal for distribution of 2022 earnings.
5. Discussions
 - (1) Proposal of release the prohibition on directors from participation in competitive business.
6. Motions
7. Adjournment

Reports

Report No. 1

The 2022 business report is submitted for review.

Explanation:

For 2022 business report, please refer to pages 9 for Attachment 1.

Report No. 2

The 2022 Audit Committee's Review Report is submitted for review.

Explanation:

For 2022 Audit Committee's Review Report, please refer to page 11 for Attachment 2.

Report No. 3

To report 2022 employees' profit sharing bonus and directors' compensation.

Explanation:

The remuneration of 2022 profit to employees would be NT\$ 1,090,332(distributed in cash);and that to directors would be NT\$ 1,090,332.

Report No. 4

Cash distribution from 2022 retained earnings.

Explanation:

- (1) For appropriations of 2022 earnings, the Company will distribute cash dividend of NT\$ 20,650,000 (NT\$0.14 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. 5

Cash distribution from capital surplus.

Explanation:

- (1) To comply with Article 241 of the Company Act . The capital surplus derived from the issuance of new shares at a premium totaling NT\$ 53,100,000 will be distributed in cash of NT\$0.36 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.

Proposals

1.

Proposed by the Board

Proposal:

Adoption of 2022 Business Report and Financial Statements.

Explanation:

The parent company only financial statement and consolidated financial statement of the Company for the year of 2022 have been audited by independent auditors, Mr. Min H. Liu and Ms. Nik Y. Chen, of the Deloitte & Touche. The Business Report, Independent Auditors' Report and Financial Statements are hereby also attached. Please refer to page 9 for Attachment 1, and page 12 for Attachment 3.

Resolution:

2.

Proposed by the Board

Proposal:

Adoption of the Proposal for Distribution of 2022 earnings.

Explanation:

- (1) The Company's earning distribution form of 2022 was approved by the Board of Directors and submitted to the shareholders' meeting for recognition.
- (2) For the earning distribution form, please refer to pages 38 for Attachment 4.

Resolution:

Discussion

1.

Proposed by the Board

Proposal:

Proposal of release the prohibition on directors from participation in competitive business.

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 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.
3. Directors newly serve as directors of other company,please refer to pages 39 for Attachment 5

Resolution:

Motions

Adjournment

【Attachment 1】

Ampacs Corporation

Business Report for the Year 2022

Looking back at the global economic situation in 2022, while the COVID-19 pandemic gradually eased worldwide, the overall economic environment was in decline due to the impact of US interest rate hikes, inflation, and the conflict between Ukraine and Russia. The inventory of global technology consumer products surged, resulting in a significant reduction in overall shipping momentum. Although the global economic environment did not recover in 2022, the group's revenue remained stable at around NTD 5 billion, the same as in 2021. The following is the operating status report for the year 2022 of our company.

Our company is mainly focused on providing design solutions for intelligent electronic peripherals and manufacturing their products, while continuously synchronously developing core businesses such as plastic molding and mold development, and leveraging our supply chain integration advantages. We have a complete research and development team and advanced production technology, prioritizing the development of forward-looking products and constructing highly automated production facilities. We are deeply cultivating our extensive market, including gaming headphones, PC gaming headphones, PC commercial headphones, wireless headphones in the mobile market, as well as high-performance adaptive noise-canceling headphones and conversational speakers. In terms of plastic molding and mold business, we continuously invest in equipment updates and automatic intelligent transformation, providing customers with quick and high-quality solutions. Ampacs Corporation has always upheld the spirit of pursuing "innovation, efficiency, and fulfilling social responsibilities," striving for business development and creating more shareholder value while maintaining stability.

The company's shipping momentum decreased in the third and fourth quarters of 2022 due to the impact of customer and distribution channel inventory destocking. Most of the customer inventory has been depleted this year, and it is expected that the shipping momentum will return to normal. Moreover, new customers and new models will be gradually shipped starting in the second quarter, which will boost the company's revenue. In the post-pandemic era, our company actively invests in talent training, research and development, cost control, process and operational efficiency improvement, new customer acquisition, etc., all of which have excellent performance. We also take advantage of the one-stop production advantages of our Vietnam factory to assist new customers and new product categories to quickly move production to Vietnam, allowing customers' products to be rapidly and excellently produced in Vietnam, reducing the impact of tariff barriers on customers. The overall capabilities of Ampacs Corporation and close teamwork, coupled with continuous improvement and refinement of business operations, not only gain the trust of customers but also serve as the biggest driving force for the company's growth.

In terms of business performance, the consolidated net revenue of our company for the fiscal year 2022 was NT\$5,051,971 thousand, which decreased by NT\$626,735 thousand compared to the previous year's NT\$5,678,706 thousand. The consolidated attributable net income after tax for our company was NT\$73,330 thousand, an

increase of NT\$122,575 thousand from the previous year's net loss after tax of NT\$49,245 thousand. The earnings per share for 2022 was approximately NT\$0.5.

In the areas of research and development and production, we continue to invest in related research and development and production equipment to ensure that our equipment can meet the research and production needs of international customers. Investments such as the purchase of wireless communication research and testing equipment, headphone unit production equipment, expansion of mold equipment, additional injection molding machines, and high-speed assembly equipment have greatly improved our product development and production efficiency to meet the needs of world-class brand companies. We also integrate with upstream and downstream leading technology companies internationally to strengthen our research and development capabilities and expand our international cooperation foundation, seamlessly connecting technology with consumer usage requirements.

In terms of information security, we actively invest in information security system protection and have completed relevant international certification of information security systems by the end of 2022, which is ahead of deployment and meets the requirements of world-renowned brand information security systems.

Looking ahead to 2023, under the ESG sustainability agenda, we have also introduced recycled materials and environmentally friendly materials in our product design and material selection. In terms of manufacturing, in addition to passive green manufacturing such as using existing water resources, energy-saving and energy-efficient equipment, we also plan to introduce active green manufacturing such as solar power generation systems at our Vietnam plant, taking advantage of the long daylight hours to reduce energy consumption and carbon emissions in the production process, in order to meet international ESG sustainability standards.

With the injection of new customers and new products in 2023, we expect the company's performance to grow compared to 2022. Our management team and all colleagues will continue to provide customers with the best quality products and services. With the concept of sustainable management and the spirit of innovation and change, we aim to create the greatest profits for our shareholders and society. We look forward to your support, encouragement, and suggestions to help us continue to grow. Thank you, everyone.

【Attachment 2】

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements and Earnings Distribution Proposal. Transcend Corporation's Financial Statements have been audited and certified by Mr. Ming- Hsien Liu and Ms. Yen-Chun Chen , 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

2023 Annual Meeting of Shareholders of Ampacs Corporation

Chairman of the Audit Committee: Chen, Kai

March 22,2023

【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, 2022 and 2021, and 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. (collectively referred to as the “consolidated financial statements”)

In our opinion, based on our audits and the report of other auditors (refer to the 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, 2022 and 2021, 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 audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of 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 audits and the report of other auditors.

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, 2022. 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.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2022 is described as follows:

The Occurrence of Sales Revenue

The sales revenue of the Group mainly comes from the production and sale of earphone products, and its changes mainly come from the mass production of products for certain clients. Because certain sales revenue has a significant impact on financial performance, the occurrence of sales revenue from certain clients of AMPACS Group is considered as a key audit matter of the Group's consolidated financial statements for the year ended December 31, 2022.

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

1. We obtained an understanding of and interviewed personnel who carried out the internal control system 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.
2. We determined the appropriate methods of sampling and sample sizes, audited external and internal vouchers to support the fact of shipments, and we confirmed the actual occurrence of the certain sales revenue transactions.
3. We inspected the cash receipt records and vouchers. We evaluated the amounts entered into the accounts and confirmed that the recipients of the remittances were consistent with the recipients of the shipments to prove the occurrence of the sales transaction.

Other Matter

We did not audit the financial statements of Ability Technologies CO,LTD, an associate included in the consolidated financial statements of the Group, but such statements were audited by other auditors. Our opinion, insofar as it relates to the investment accounted for using the equity method, is based solely on the report of other auditors. The investment accounted for using the equity method was NT\$14,968 thousand as of December 31,2022, representing 0.18% of the consolidated total assets. The Group's share of profit of associate accounted for using the equity method was NT\$(4,442)thousand for the year then ended, representing (3.64)% of the consolidated total comprehensive income and loss.

We have also audited the parent company only financial statements as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion with other matter paragraph.

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 the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of 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, 2022 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 Ming- Hsien Liu and Yen-Chun Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 22, 2023

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 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, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Note 6)	\$ 238,224	3	\$ 210,684	2
Financial assets at fair value through profit or loss – current (Notes 4 and 7)	11,461	-	-	-
Financial assets at amortized cost (Notes 4, 9 and 28)	424,082	5	336,374	4
Trade receivables, net (Note 10)	985,307	12	1,778,649	20
Other receivables (Note 27)	30,102	1	47,442	1
Inventories, net (Notes 4 and 11)	1,873,754	23	2,125,651	23
Other current assets	<u>83,056</u>	<u>1</u>	<u>365,348</u>	<u>4</u>
Total current assets	<u>3,645,986</u>	<u>45</u>	<u>4,864,148</u>	<u>54</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	3,043	-	4,196	-
Investments accounted for using the equity method (Note 12)	14,968	-	-	-
Property, plant and equipment, net (Notes 4, 14 and 28)	3,480,417	43	3,520,462	39
Right-of-use assets, net (Notes 4 and 15)	585,338	7	271,236	3
Intangible assets, net (Notes 4 and 17)	114,535	2	107,200	1
Deferred tax assets (Notes 4 and 23)	161,559	2	171,559	2
Prepayments for business facilities	15,238	-	143,395	1
Other non-current assets (Note 16)	<u>103,190</u>	<u>1</u>	<u>9,017</u>	<u>-</u>
Total non-current assets	<u>4,478,288</u>	<u>55</u>	<u>4,227,065</u>	<u>46</u>
TOTAL	<u>\$ 8,124,274</u>	<u>100</u>	<u>\$ 9,091,213</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4, 18 and 28)	\$ 2,632,725	32	\$ 3,358,343	37
Short-term bills payable (Notes 4, 18 and 28)	100,000	1	-	-
Trade payables	1,108,246	14	1,548,328	17
Other payables (Note 19)	167,365	2	224,537	3
Current tax liabilities (Notes 4 and 23)	144,374	2	138,375	2
Lease liabilities (Notes 4 and 15)	47,152	1	42,796	-
Current portion of long-term borrowings (Notes 4, 18 and 28)	240,993	3	91,571	1
Other current liabilities	<u>23,161</u>	<u>-</u>	<u>28,168</u>	<u>-</u>
Total current liabilities	<u>4,464,016</u>	<u>55</u>	<u>5,432,118</u>	<u>60</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 4, 18 and 28)	770,145	9	859,092	10
Deferred tax liabilities (Notes 4 and 23)	-	-	3,877	-
Lease liabilities (Notes 4 and 15)	74,678	1	30,331	-
Guarantee deposits	<u>3,573</u>	<u>-</u>	<u>2,071</u>	<u>-</u>
Total non-current liabilities	<u>848,396</u>	<u>10</u>	<u>895,371</u>	<u>10</u>
Total liabilities	<u>5,312,412</u>	<u>65</u>	<u>6,327,489</u>	<u>70</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	<u>1,500,000</u>	<u>18</u>	<u>1,500,000</u>	<u>17</u>
Capital surplus	<u>1,097,937</u>	<u>14</u>	<u>1,161,362</u>	<u>13</u>
Retained earnings				
Legal reserve	175,449	2	175,449	2
Special reserve	191,736	3	174,422	2
Unappropriated earnings	<u>163,929</u>	<u>2</u>	<u>118,238</u>	<u>1</u>
Total retained earnings	<u>531,114</u>	<u>7</u>	<u>468,109</u>	<u>5</u>
Other equity				
Exchange differences on translation of the financial statements of foreign operations	(115,816)	(2)	(165,115)	(2)
Unrealized loss of financial assets at fair value through other comprehensive loss	<u>(28,210)</u>	<u>-</u>	<u>(26,621)</u>	<u>-</u>
Total other equity	<u>(144,026)</u>	<u>(2)</u>	<u>(191,736)</u>	<u>(2)</u>
Treasury shares	<u>(185,294)</u>	<u>(2)</u>	<u>(185,294)</u>	<u>(2)</u>
Total equity attributable to owners of the Company	2,799,731	35	2,752,441	31
NON-CONTROLLING INTERESTS	<u>12,131</u>	<u>-</u>	<u>11,283</u>	<u>-</u>
Total equity (Note 21)	<u>2,811,862</u>	<u>35</u>	<u>2,763,724</u>	<u>31</u>
TOTAL	<u>\$ 8,124,274</u>	<u>100</u>	<u>\$ 9,091,213</u>	<u>101</u>

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

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 5,051,971	100	\$ 5,678,706	100
OPERATING COSTS (Notes 11 and 22)	<u>(4,366,073)</u>	<u>(86)</u>	<u>(5,007,824)</u>	<u>(88)</u>
GROSS PROFIT	<u>685,898</u>	<u>14</u>	<u>670,882</u>	<u>12</u>
OPERATING EXPENSES (Note 22)				
Selling and marketing expenses	(86,001)	(2)	(117,597)	(2)
General and administrative expenses	(288,636)	(6)	(351,191)	(6)
Research and development expenses	(217,176)	(4)	(220,824)	(4)
Expected credit loss (Note 10)	<u>645</u>	<u>-</u>	<u>(198)</u>	<u>-</u>
Total operating expenses	<u>(591,168)</u>	<u>(12)</u>	<u>(689,810)</u>	<u>(12)</u>
OPERATING PROFIT (LOSS)	<u>94,730</u>	<u>2</u>	<u>(18,928)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES (Notes 22 and 27)				
Other income	18,961	-	8,560	-
Other gains or losses	116,143	2	(14,272)	-
Finance costs	(111,581)	(2)	(51,826)	(1)
Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method	<u>(4,442)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-operating income and expenses	<u>19,081</u>	<u>-</u>	<u>(57,538)</u>	<u>(1)</u>
PROFIT (LOSS) BEFORE INCOME TAX	113,811	2	(76,466)	(1)
INCOME TAX (EXPENSE) BENEFIT (Note 23)	<u>(39,797)</u>	<u>(1)</u>	<u>30,275</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>74,014</u>	<u>1</u>	<u>(46,191)</u>	<u>(1)</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 21 and 23)				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	50,053	1	(17,588)	-

Unrealized gain/(loss) on investments in debt instruments at fair value through other comprehensive income	(1,589)	-	214	-
			(Continued)	

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Exchange differences on the translation of financial statements of affiliated companies and joint venture foreign operating institutions	<u>(590)</u> <u>47,874</u>	<u>-</u> <u>1</u>	<u>-</u> <u>(17,374)</u>	<u>-</u> <u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>47,874</u>	<u>1</u>	<u>(17,374)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 121,888</u>	<u>2</u>	<u>\$ (63,565)</u>	<u>(1)</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 73,330	1	\$ (49,245)	(1)
Non-controlling interests	<u>684</u>	<u>-</u>	<u>3,054</u>	<u>-</u>
	<u>\$ 74,014</u>	<u>1</u>	<u>\$ (46,191)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 121,040	2	\$ (66,559)	(1)
Non-controlling interests	<u>848</u>	<u>-</u>	<u>2,994</u>	<u>-</u>
	<u>\$ 121,888</u>	<u>2</u>	<u>\$ (63,565)</u>	<u>(1)</u>
EARNINGS (LOSS) PER SHARE (NEW TAIWAN DOLLARS; Note 24)				
Basic	<u>\$ 0.50</u>		<u>\$ (0.33)</u>	
Diluted	<u>\$ 0.50</u>		<u>\$ (0.33)</u>	

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

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)

	Equity Attributable to Owners of the Company										Non-controlling Interests (Note 21)	Total Equity
	Share Capital (Note 21)		Capital Surplus (Notes 21)	Retained Earnings (Note 21)			Other Equity (Notes 21)	Treasury Shares (Note 21)	Total			
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2021	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) profit 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 (loss) income 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	
Appropriation of the 2021 earnings												
Special reserve	-	-	-	-	17,314	(17,314)	-	-	-	-	-	
Cash dividends distributed by the Company- \$0.07 per share	-	-	-	-	-	(10,325)	-	-	(10,325)	-	(10,325)	
Other changes in capital surplus												
Issuance of cash dividends from capital surplus - \$0.43 per share	-	-	(63,425)	-	-	-	-	-	(63,425)	-	(63,425)	
Net profit for the year ended December 31, 2022	-	-	-	-	-	73,330	-	-	73,330	684	74,014	
Other comprehensive income for the year ended December 31, 2022, net of income tax	-	-	-	-	-	-	47,710	-	47,710	164	47,874	
Total comprehensive income for the year ended December 31, 2022	-	-	-	-	-	73,330	47,710	-	121,040	848	121,888	
BALANCE AT DECEMBER 31, 2022	150,000	\$ 1,500,000	\$ 1,097,937	\$ 175,449	\$ 191,736	\$ 163,929	\$ (144,026)	\$ (185,294)	\$ 2,799,731	\$ 12,131	\$ 2,811,862	

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

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ 113,811	\$ (76,466)
Adjustments for reconciliation of profit (loss):		
Depreciation expenses	454,270	424,911
Amortization expenses	4,351	4,683
Expected credit (reversed gain) loss on trade receivables	(645)	198
Finance costs	111,581	51,826
Interest income	(2,949)	(1,145)
Share of profit of associates and join ventures	4,442	-
Net (gain) loss on disposal of property, plant and equipment	(600)	6,042
Write-down of inventories	629	12,091
Net loss (gain) on foreign currency exchange	39,388	(4,780)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(11,461)	-
Trade receivables	774,895	(448,934)
Other receivables	31,853	9,136
Inventories	250,500	(962,118)
Other current assets	38	(76,431)
Trade payables	(440,082)	424,165
Other payables	(63,398)	(25,141)
Other current liabilities	(5,007)	8,741
Cash generated from (used in) operations	1,261,616	(653,222)
Interest received	2,949	1,145
Finance costs paid	(103,940)	(50,252)
Income tax paid	(24,574)	(168,291)
Net cash generated from (used in) operating activities	<u>1,136,051</u>	<u>(870,620)</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	(87,708)	(91,344)
Purchase of investment in long-term equity by using the equity method	(20,000)	-
Purchase of property, plant and equipment	(363,379)	(1,905,414)
Proceeds from disposal of property, plant and equipment	19,766	2,097
Increase in refundable deposits	(4,250)	-
Decrease in refundable deposits	-	30,587
Purchase of intangible assets	(970)	(3,207)
Proceeds from disposal of intangible assets	-	41
Decrease in prepayments for equipment	<u>128,059</u>	<u>92,617</u>

Net cash used in investing activities

(328,482)

(1,878,704)

CASH FLOWS FROM FINANCING ACTIVITIES

(Continued)

AMPACS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Increase in short-term borrowings	-	1,593,501
Decrease in short-term borrowings	(790,677)	-
Increase in short-term bills payable	100,000	-
Proceeds from long-term borrowings	150,000	577,708
Payment for long-term borrowings	(89,525)	-
Increase in guarantee deposits received	1,502	2,071
Repayments of lease capital	(48,834)	(47,213)
Payment of cash dividends	(73,750)	(200,000)
Payments for buy-back of ordinary shares	-	(185,294)
Changes in non-controlling interests	<u>-</u>	<u>(2,801)</u>
Net cash (used in) generated from financing activities	<u>(751,284)</u>	<u>1,737,972</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>(28,745)</u>	<u>7,116</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	27,540	(1,004,236)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	<u>210,684</u>	<u>1,214,920</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 238,224</u>	<u>\$ 210,684</u>

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

Accountant's audit report

Ampacs Corporation statements :

Audit opinion

The individual balance sheets of Ampacs Corporation as of December 31, Year 2022 and Year 2021, and the individual income statements, individual statement of changes in equity, individual cash flow statements, and notes to the financial statements (including a summary of significant accounting policies) for the period January 1, Year 2022 through December 31, Year 2022 and January 1, Year 2021 through December 31, Year 2021 have been audited by our auditors.

Based on the opinion of our auditors and other auditor's reports (please refer to the Other Matters section), the individual financial statements above have been prepared in accordance with the Financial Reporting Standards for Issuers of Securities and are adequate to represent the individual financial position of Ampacs Corporation as of December 31, Year 2022 and Year 2021, as well as the individual financial performance and cash flows for the period from January 1, Year 2022 through December 31, Year 2022 and January 1, Year 2021 through December 31, Year 2021, in all material respects.

Basis of Audit Opinion

We, as auditors, have conducted our audit work in accordance with the Regulations Governing the Audit Signatures of Certified Public Accountants and the Auditing Standards. The accountant's responsibility under these standards will be further explained in the paragraph of responsibility of the accountant for examining the individual financial report. Personnel of our accounting firm subject to the independent requirements have complied with the code of professional ethics of certified public accountants, stayed fully independent of Ampacs Corporation and fulfilled other responsibilities in accordance with the code. Based on our audit findings and the audit reports of other auditors, we believe that we have obtained sufficient and appropriate audit evidence to serve as the 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 Ampacs Corporation's individual financial statements for the year ended December 31, 2022. These matters were addressed during the audit of the overall parent company only financial statements and in the formation of our opinion. We do not express our opinion on these matters separately.

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit on the Ampacs Corporation's individual financial statements for the year ended December 31, 2022.

Sales Revenue Recognition

The main source of operating revenue for Ampacs Corporation comes from the production and sales of earphone products, with changes primarily driven by the volume of products manufactured for specific customer groups. As the recognition of revenue from specific sales has a significant impact on financial performance, the recognition of sales revenue from specific customers for Ampacs Corporation is identified as a key audit matter for the current year.

Audit procedures related to the occurrence of sales revenue are summarized as follows:

1. Understand the relevant internal control systems and operating procedures related to the sales transaction process, assess the design and implementation of internal controls, and perform internal control testing to obtain sufficient and appropriate audit evidence on the effectiveness of relevant control execution.
2. Determine appropriate sampling methods and sample sizes, audit internal and external evidence to verify the occurrence of sales transactions and confirm the accuracy of the annual sales revenue.
3. Review the records of receipts and their corresponding invoices to evaluate whether the amount of receipts and the recipient of funds are consistent with the shipping recipient to provide evidence of the occurrence of sales transactions.

Other Matters

The financial statements of the entity include an investment in a company, Ability Technology Co., Ltd. which is accounted for using the equity method. However, the financial statements of JAbility Technology Co., Ltd. were audited by another auditor instead of our firm. Therefore, with respect to the investment accounted for using the equity method, the amount and disclosure in the financial statements of the entity are based on the audit report of the other auditor. The investment balance accounted for using the equity method in the aforementioned investee company as of December 31, 2022, was NTD 14,968 thousand, accounting for 0.24% of the total assets. The investment loss recognized for the investee company accounted for using the

equity method from January 1, 2022, to December 31, 2022, was (NTD 4,442 thousand), accounting for (3.67%) of the total comprehensive income.

Responsibility of the Management and the Governing Body for the Individual Financial Reports

The responsibilities of management is to prepare appropriately stated parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. Management is also responsible for maintaining necessary internal control relevant to the preparation of the parent company only financial statements to ensure that the parent company only financial statements are free from material misstatement by fraud or error.

In preparing the individual financial statements, the management's responsibility also includes evaluating the ability of Ampacs Corporation to continue as a going concern, disclosing related matters, and adopting the going concern basis of accounting, unless the management intends to liquidate Ampacs Corporation or cease operations, or there are no other viable alternatives other than liquidation or cessation of operations.

The governing body of Ampacs Corporation (including the audit committee) is responsible for supervising the financial reporting process.

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

The objectives of accounts for auditing parent company only financial statements are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from any material misstatement due to fraud or error and to issue an accountant's report accordingly. It is reasonable assurance, which is a high level of assurance, but the audit work performed in accordance with the auditing standards cannot guarantee the detection of material misstatements in the individual financial statements. Misstatements may arise from fraud or errors. A misstated dollar amount, individually or in the aggregate, that could be reasonably predicted to influence the economic decision of the user of the parent company only financial statements can be viewed as material.

Our auditor exercised professional judgment and skepticism in accordance with the auditing standards. We also performed the following tasks:

1. We identified and assessed the risks of material misstatement of the parent company only Individual financial statements, whether due to fraud or errors, designed and performed audit procedures according to those risks, and obtained audit evidence that can sufficiently and appropriately form the basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for the one resulting from error because

fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. We obtained an understanding of internal control relevant to the audit in order to design audit procedures suitable for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ampacs Corporation Co., Ltd.'s internal control.

We evaluated the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by management.

4. We concluded on the appropriateness of management's use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on Ampacs Corporation's ability to continue as a going concern based on the audit evidence we have obtained. If we conclude that a material uncertainty exists, we will need to draw attention in our accountant's report to the related disclosures in the parent company only financial statements or to modify our opinion if such disclosures are inadequate. Our conclusions are based on the audit evidence obtained up to the date of this accountant's report. However, future events or circumstances may cause Ampacs Corporation to cease to have the ability to continue as a going concern.
5. We evaluated the overall presentation, structure and contents of the parent company only financial reports, including the attached notes, and whether the parent company on financial statements represent the underlying transactions and events in a fair manner.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities within the Ampacs Corporation to cease to express an opinion on the consolidated financial statements. The auditor is responsible for directing, supervising, and performing the audit, and for forming an opinion on the financial statements of Ampacs Corporation.

We have communicated with those charged with governance regarding the planned scope and the timing of the audit as well as material audit findings (including significant internal control shortcomings identified in the audit).

We have also provided those charged with governance the statement that the personnel of our accounting firm subject to the requirements of independence have complied with the requirements of independence of the code of professional ethics of certified public accountants and communicate with those charged with governance relationships and other matters that may influence our independence (including related preventive measures).

From the matters communicated with the governing body, this auditor determined the key audit matters for the audit of the individual financial statements of Ampacs Corporation for the year 2022. We described these matters in the accountant's report, unless the laws and regulations

prohibit such disclosure or under rare condition that we decide not to communicate a given matter because the negative impact from such communication may override its public benefits under reasonable assumption.

Deloitte Taiwan

Accountant Liu Ming-Xian

Accountant Chen Yan-Jun

Approval Number from Financial
Supervisory Commission
Chin Kuan Cheng Shen Tzu
No.1100356048

Approval Number from Financial Supervisory
Commission
Chin Kuan Cheng Shen Tzu
No.1100356048

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Ampacs Corporation
Parent Company Only Balance Sheets
December 31, 2022 and 2021

(In Thousands of New Taiwan Dollars)

C o d e	A s s e t s	December 31, 2022		December 31, 2021	
		A m o u n t	%	A m o u n t	%
	Current Assets				
1100	Cash (Note 6)	\$ 79,162	1	\$ 89,677	1
1136	Financial assets measured at amortized cost (Note 4, 8 and 26)	358,608	6	275,690	4
1170	Net Accounts Receivable (Note 4 and 9)	873,241	14	1,657,603	24
1180	Net Accounts Receivable - related parties (Note 25)	37008	1	47174	1
1200	Other receivables	319	-	170	-
1210	Net Accounts Receivable - related parties (Note 25)	478299	8	2006876	29
130X	Net Inventory (Note 4 and 10)	14727	-	15374	-
1421	Prepayments for purchases (Note 25)	1577907	26	68448	1
1470	Other Current Assets	<u>3500</u>	<u>-</u>	<u>3415</u>	<u>-</u>
11XX	Total Current Assets	<u>3422771</u>	<u>56</u>	<u>4164427</u>	<u>60</u>
	Non-Current Assets				
1517	Financial assets carried at fair value through other comprehensive income - non-current (Note 4 and 7)	3043	-	4196	-
1550	Investments Using Equity Method (Note 4 and 11)	1261105	20	1285119	19
1600	Real Estate, Plant, and Equipment (Note 4, 12 and 26)	1322768	22	1396955	20
1780	Net Intangible Assets (Note 4 and 15)	5563	-	8246	-
1840	Deferred Tax Assets (Note 4 and 21)	39151	1	48276	1
1915	Prepayments for equipment	310	-	310	-
1990	Other non-current assets (Note 4 and 14)	<u>59198</u>	<u>1</u>	<u>73</u>	<u>-</u>
15XX	Total Non-Current Assets	<u>2691138</u>	<u>44</u>	<u>2743175</u>	<u>40</u>
1XXX	Total Assets	<u>\$ 6,113,909</u>	<u>100</u>	<u>\$ 6,907,602</u>	<u>100</u>
C o d e	L i a b i l i t y a n d E q u i t y				
	Current Liabilities				
2100	Short-Term Loans (Note 4 and 16)	\$ 1,742,348	28	\$ 2,414,693	35
2110	Short term notes payable (Note 4 and 16)	100000	2	-	-
2170	Accounts payable	230292	4	396414	6
2180	Accounts payables - related parties (Note 25)	10529	-	190369	3
2200	Other Payables (Note 17)	49595	1	38753	1
2230	Current Income Tax Liabilities (Note 4 and 21)	143751	2	136021	2
2320	Long-Term Liabilities Due Within One Year (Note 4 and 16)	240993	4	91571	1
2399	Other Current Liabilities (Note 25)	<u>22,951</u>	<u>-</u>	<u>26,177</u>	<u>-</u>
21XX	Total current liabilities	<u>2,540,459</u>	<u>41</u>	<u>3293998</u>	<u>48</u>
	Non-current liabilities				
2540	Long-Term Loans (Note 4 and 16)	770,145	13	859,092	12
2645	Guarantee deposits received	<u>3,574</u>	<u>-</u>	<u>2071</u>	<u>-</u>
25XX	Total non-current liabilities	<u>773,719</u>	<u>13</u>	<u>861163</u>	<u>12</u>
2XXX	Total liabilities	<u>3,314,178</u>	<u>54</u>	<u>4,155,161</u>	<u>60</u>
	Equity (Note 19)				
3110	Common Stock	<u>1,500,000</u>	<u>24</u>	<u>1500000</u>	<u>22</u>
3200	Capital surplus	<u>1,097,937</u>	<u>18</u>	<u>1161362</u>	<u>17</u>
	Retained earnings				
3310	Legal reserve	175,449	3	175,449	3
3320	Special surplus reserve	191,736	3	174422	2
3350	Retained earnings	<u>163,929</u>	<u>3</u>	<u>118238</u>	<u>2</u>
3300	Total Retained Earnings	<u>531,114</u>	<u>9</u>	<u>468109</u>	<u>7</u>
	Other equity				
3410	Exchange differences on translation of foreign financial statements	(115,816)	(2)	(165,115)	(3)
3420	Unrealized gains (losses) of financial assets are measured at fair value through other comprehensive income	(<u>28,210</u>)	<u>-</u>	(<u>26,621</u>)	<u>-</u>
3400	Total Other equity	(<u>144,026</u>)	(<u>2</u>)	(<u>191,736</u>)	(<u>3</u>)
3500	Treasury stock	(<u>185,294</u>)	(<u>3</u>)	(<u>185,294</u>)	(<u>3</u>)
3XXX	Total equity	<u>2,799,731</u>	<u>46</u>	<u>2,752,441</u>	<u>40</u>
	Total liabilities and equity	<u>\$ 6,113,909</u>	<u>100</u>	<u>\$ 6,907,602</u>	<u>100</u>

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

(Please refer to the audit report of Deloitte Taiwan, dated March 22, 2023.)

Ampacs Corporation
Individual Statement of Comprehensive Income
Year 2022 and January 1 to December 31, 2021

		In Thousands of New Taiwan Dollars, except earnings (loss) per share in NT\$			
		Year 2022		Year 2021	
<u>C o d e</u>		<u>A m o u n t</u>	<u>%</u>	<u>A m o u n t</u>	<u>%</u>
4000	Operating revenue (Note 25)	\$ 4,928,989	100	\$ 5,549,875	100
5000	Operating Cost (Note 10,20 and 25)	(4,603,923)	(94)	(4,607,061)	(83)
5900	Operating gross profit	325,066	6	942,814	17
	Operating expenses (Note 20)				
6100	Selling expenses	(40,610)	(1)	(49,179)	(1)
6200	Management expense	(97,785)	(2)	(95,966)	(2)
6300	Research and development expenses.	(113,923)	(2)	(108,978)	(2)
6450	Expected Credit Impairment Reversal Interest (Note 9)	-	-	434	-
6000	Total operating expenses	(252,318)	(5)	(253,689)	(5)
6900	Operating Net Profit	72,748	1	689,125	12
	Non-operating income and expenses (Note 20)				
7010	Other Revenue	16,571	-	7840	-
7020	Other gains and losses	197,048	4	(24,871)	-
7050	Finance costs	(81,820)	(1)	(36,822)	(1)
7070	Share of loss of subsidiaries accounted for using the equity method	(97,695)	(2)	(644,354)	(11)
7000	Total non-operating income and expenses	34,104	1	(698,207)	(12)
7900	Profit (loss) before tax	106,852	2	(9,082)	-
7950	Income tax expense (Note 4 and 21)	(33,522)	(1)	(40,163)	(1)
8200	Profit (loss)	73,330	1	(49,245)	(1)

(Continued from previous page)

<u>C o d e</u>		Year 2022		Year 2021	
		<u>A m o u n t</u>	<u>%</u>	<u>A m o u n t</u>	<u>%</u>
	other comprehensive profit (loss) (Note 19)				
	Items may be subsequently reclassified to profit/loss				
8361	Exchange differences on translation of foreign financial statements	\$ 49,889	1	(\$ 17,528)	-
8367	Unrealized gains and losses on debt instruments measured at fair value through other comprehensive income	(1,589)	-	214	-
8371	Exchange differences arising from the translation of the financial statements of foreign operations accounted for using the equity method	(<u>590</u>)	<u>-</u>	<u>-</u>	<u>-</u>
8360		<u>47,710</u>	<u>1</u>	(<u>17,314</u>)	<u>-</u>
8300	Other comprehensive income	<u>47,710</u>	<u>1</u>	(<u>17,314</u>)	<u>-</u>
8500	Total comprehensive income (loss)	<u>\$ 121,040</u>	<u>2</u>	(<u>\$ 66,559</u>)	(<u>1</u>)
	Earnings(loss)per share(Note 22)				
9750	Basic	<u>\$ 0.50</u>		(<u>\$ 0.33</u>)	
9850	Diluted	<u>\$ 0.50</u>		(<u>\$ 0.33</u>)	

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

(Please refer to the audit report of Deloitte Taiwan, dated March 22, 2023.)

Ampacs Corporation
Statement of Changes in Equity
Year 2022 and January 1 to December 31, 2021

(In Thousands of New Taiwan Dollars)

Code		Capital stock (Note 19)		Capital surplus (Note 19)	Retained Earnings (Note 19)		Other equity (Note 19)	Treasury stock (Note 19)	Total equity
		Number of shares (1000 shares)	A m o u n t		Legal reserve	Special surplus r e s e r v e			
A1	January 1, 2021 balance	122,000	\$ 1,220,000	\$ 1,446,762	\$ 126,591	\$ 91,552	\$ 493,811	(\$ 174,422)	\$ 3,204,294
	Distribution of earnings for the year 2020								
B1	Appropriation to legal reserve	-	-	-	48,858	-	(48,858)	-	-
B3	Appropriation to special earnings reserve	-	-	-	-	82870	(82,870)	-	-
B5	Cash dividends - NT\$0.30 per share	-	-	-	-	-	(36,600)	-	(36,600)
B9	Stock dividends - NT\$1.2951 per share	15,800	158000	-	-	-	(158,000)	-	-
	Other changes in capital surplus:								
C13	Distribution of stock dividends from capital surplus - NT\$1.00 per share.	12,200	122000	(122,000)	-	-	-	-	-
C15	Capital surplus distribution in cash - NT\$1.3393 per share	-	-	(163,400)	-	-	-	-	(163,400)
D1	Net loss in 2021	-	-	-	-	-	(49,245)	-	(49,245)
D3	Other comprehensive loss in 2021	-	-	-	-	-	(17,314)	-	(17,314)
L1	stock repurchase	-	-	-	-	-	-	(185,294)	(185,294)
Z1	December 31, 2021 balance	150,000	1500000	1161362	175449	174422	118238	(191,736)	2752441
	Distribution of earnings for the year 2021								
B3	Appropriation to special earnings reserve	-	-	-	-	17314	(17,314)	-	-
B5	Cash dividends - NT\$0.07 per share	-	-	-	-	-	(10,325)	-	(10,325)
	Other changes in capital surplus:								
C15	Distribution of Cash dividends from capital surplus - NT\$0.43 per share.	-	-	(63,425)	-	-	-	-	(63,425)
D1	Net income in 2022	-	-	-	-	-	73330	-	73330
D3	Other comprehensive benefits in 2022	-	-	-	-	-	47,710	-	47,710
Z1	December 31, 2022 balance	<u>150,000</u>	<u>\$ 1,500,000</u>	<u>\$ 1,097,937</u>	<u>\$ 175,449</u>	<u>\$ 191,736</u>	<u>\$ 163,929</u>	<u>(\$ 144,026)</u>	<u>\$ 2,799,731</u>

The accompanying notes are an integral part of these individual financial statements.
(Please refer to the audit report of Deloitte Taiwan, dated March 22, 2023.)

Ampacs Corporation

Individual statement of cash flows

Year 2022 and January 1 to December 31, 2021

(In Thousands of New Taiwan Dollars)

<u>C o d e</u>		<u>Year 2022</u>	<u>Year 2021</u>
	Cash flows from operating activities		
A10000	Profit (loss) before tax	\$ 106,852	(\$ 9,082)
A20010	Revenue, expense, and loss items		
A20100	Depreciation expenses	16,209	14,107
A20200	Amortization expense	3,653	3820
A20300	Expected credit turnover		
	benefits.	-	(434)
A20900	Finance costs	81,820	36822
A21200	Interest income	(1,741)	(424)
A22400	Share of loss of subsidiaries		
	accounted for using the equity		
	method	97,695	644354
A24100	Unrealized foreign exchange loss		
	(gain)	23,751	(2,688)
A30000	Net Changes in Operating Assets and		
	Liabilities		
A31150	Accounts receivable	765,305	(401,546)
A31160	Accounts receivable - related		
	parties	9,419	(47,174)
A31180	Other receivables	(149)	36
A31190	Other accounts receivable -		
	related parties	1,533,381	(998,798)
A31200	Inventories	647	3120
A31230	Prepayments for purchases	(1,509,459)	44706
A31240	Other Current Assets	(85)	172254
A32150	Accounts payable	(167,012)	72482
A32160	Accounts payable - related		
	parties	(179,761)	(446,875)
A32180	Other accounts payable	5,852	(33,078)
A32230	Other current liabilities	(<u>3,226</u>)	<u>3345</u>

A33000	Operating Cash Inflows (Outflows)	783,151	(945,053)
A33100	Interests received	1,741	424
A33300	Financial cost paid	(76,571)	(35,953)
A33500	Income taxes paid	(<u>21,049</u>)	(<u>161,951</u>)
AAAA	Net cash inflows (outflows) from operating activities	<u>687,272</u>	(<u>1,142,533</u>)

Cash flow from investing activities

B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(4,081)
B00040	Obtain Financial Assets Measured at Amortized Cost	(82,918)	(69,229)
B01800	Acquisition of long-term equity investments accounted for by the equity method	(20,000)	-
B02700	Purchase of property, plant and equipment	(1,336)	(974,478)

(Continue on next page)

(Continued from previous page)

C o d e		Year 2022	Year 2021
B04500	Purchase of intangible assets	(\$ 970)	(\$ 3,207)
B04600	Disposal of intangible assets.	<u>-</u>	<u>41</u>
BBBB	Net cash outflows from investment activities	(<u>105,224</u>)	(<u>1,050,954</u>)
Cash flows from financing activities			
C00100	Increase in short-term borrowings	-	1040524
C00200	Decrease in short-term borrowings	(680,791)	-
C00500	Increase in short-term notes and bills payable	100,000	-
C01600	Borrowing of long-term loans	150,000	577708
C01700	Repayment of long-term loans	(89,525)	-
C03000	Increase in guarantee deposits received	1,503	2071
C04500	Cash dividends paid	(73,750)	(200,000)
C04900	Stock repurchase cost	<u>-</u>	(<u>185,294</u>)
CCCC	Net cash inflows (outflows) from financing activities	(<u>592,563</u>)	<u>1235009</u>
EEEE	Net decrease in cash	(10,515)	(958,478)
E00100	Beginning cash balance	<u>89,677</u>	<u>1048155</u>
E00200	Ending cash balance	<u>\$ 79,162</u>	<u>\$ 89,677</u>

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

(Please refer to the audit report of Deloitte Taiwan, dated March 22, 2023.)

【Attachment 4】

Ampacs Corporation
2022 Earnings Distribution Table
(Expressed in New Taiwan dollar)

Item	Amount
Beginning retained earnings	90,597,769
Add: Net income for 2022	73,330,456
Less: Legal reserve	(7,333,066)
Add: Reversal of Special reserve	47,709,999
Distributable net profit	204,305,158
Items of distribution-(Note 1)	(20,650,000)
Cash dividend to shareholders	
Unappropriated retained earnings at end	183,655,158

Note 1: This distribution is made from 2022 earnings

【Attachment 5】

Directors newly serve as directors of other company

Title	Name	Concurrently serving as director of other companies
Director	Huang Chang Ching	ABILITY TECHNOLOGIES CO., LTD. Representative of the legal person director of ABILITY TECHNOLOGIES CO., LTD.
Director	Hsu Ming Jen	ABILITY TECHNOLOGIES CO., LTD. Representative of the legal person director of ABILITY TECHNOLOGIES CO., LTD.

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

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.

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.

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 (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.

The 16th Amendment was approved on 06/14/2022

Ampacs Corporation

Chief Director: Chang-Ching Huang

Appendix 3

Ampacs Corporation Shareholding of Directors

Book closure date: April 18,2023

Position	Name	No. of Shares	Shareholding ratio (%)
Chairman	HUANG CHANG-CHING	27,671,900	18.45%
Director	HSU MING-JEN	244,050	0.16%
Director	LIN YU-FENG	1,669,449	1.11%
Director	FREDERICK ROMANO	2,581,048	1.72%
Director	CHEN CHIN-FU	0	0.00%
Director	HSU MING CHYUAN	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%
Independent Director	CHEN CHIEN HUNG	0	0.00%
Total by All Directors		32,166,447	

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.