

Important resolutions made by shareholders' meetings and Board Meeting in the most recent year and until the date of publication of the annual report:

The important resolutions made by shareholders' meetings and Board Meeting of the Company have been entered into the MOPS for information.

1. Important resolutions made by shareholders' meetings, and execution thereof

Date of Meeting	Motion	Resolution and execution
2022.06.20	<p>Important resolutions made by the annual general meeting 2021:</p> <p>I. Reports</p> <ol style="list-style-type: none"> 1. 2021 Business report 2. Audit Committee's Audit Report 3. Report on 2021 employee and director remuneration distribution plan <p>II. Ratifications</p> <ol style="list-style-type: none"> 1. Ratify the Company's 2021 business report and financial statements. (Proposed by the board of directors) 	<p>(1) Pursuant to Article 31 of the Company's Articles of Incorporation, the Company shall distribute the profit sharing remuneration to employees at a rate of not less than 1% of the Company's profit for the year and the profit sharing remuneration to directors at a rate of not more than 5% of the Company's profit for the year.</p> <p>(2) The Company's profit before tax for 2021, before the remuneration distributed to employees and directors, was NT\$(138,281) thousand and in accordance with the Company's Articles of Incorporation, no remuneration to employees and directors shall be distributed this year.</p> <p>Ratified as proposed.</p> <p>The Company's 2021 financial statements, including parent company only and consolidated balance sheets, statements of comprehensive income, statements of changes in equity and statements of cash flow, have been audited by Tien Chung-Yu, CPA and Lin Tze-Yu, CPA from PwC Taiwan.</p>

2. Important resolutions made by the Board Meeting

Date of Meeting	Motion	Resolution and execution
2022.03.22	<p>1. The Company's 2021 business report, parent company only financial statements and consolidated financial statements are hereby submitted for your review.</p> <p>2. The Company's 2021 earnings distribution proposal is hereby submitted for your discussion.</p> <p>3. The Company's proposal for distribution of cash dividends from capital surplus is hereby</p>	<p>Passed as proposed.</p> <p>(1) The Company has prepared the 2021 business report, parent company only financial statements and consolidated financial statements. The aforementioned financial statements together with the Auditor's Report with unqualified opinion issued by Tien Chung-Yu, CPA and Lin Tze-Yu, CPA of PwC Taiwan, respectively.</p> <p>(2) This case has been reviewed and approved by the Audit Committee and will be submitted to the shareholders' meeting for adoption after the approval by the Board Meeting.</p> <p>Passed as proposed.</p> <p>(1) The Company's undistributed earnings at the beginning of the period amounted to NT\$189,646,046 as of the beginning of 2021. After deducting the net loss for the year and providing for special reserve, the accumulated distributable earnings at the end of the period were NT\$0.</p> <p>(2) This case has been reviewed and approved by the Audit Committee and will be submitted to the shareholders' meeting for adoption after the approval by the Board Meeting.</p> <p>Resolution: The Chairperson consulted all directors present and changed the proposal to distribute cash of</p>

	<p>submitted for your discussion.</p> <p>4. The 2021 profit sharing remuneration to employees and directors is hereby submitted for your discussion.</p>	<p>NT\$0.1 per share from capital reserve.</p> <p>(1) The Company plans to allocate the cash dividend at NT\$0.2 per share from the additional paid-in capital in excess of par - common stock, totaling NTD29,230,707, subject to the number of shares held by shareholders recorded in the roster of shareholders on the record date of the allocation.</p> <p>(2) In the event that the number of outstanding shares is changed due to the factors, such as re-purchase of the Company's shares, transfer of treasury stock to employees or other circumstances, it is proposed to authorize the Chairman of Board adjusts the distribution ratio based on the total shares resolved to be distributed by a shareholders' meeting, subject to the number of actual outstanding shares on the record date of the allocation. The cash dividends distributed to each shareholder were calculated and truncated to the nearest NTD at the distribution ratio. The fractional amount less than NTD1 was summed up and recognized by the Company as other revenue of the Company.</p> <p>(3) The aforementioned cash distribution is proposed to be approved by the shareholders' at the 2022 regular shareholders' meeting of the Company and to have the Chairman authorized to determine the base day and payment date of cash distribution and related matters.</p> <p>(4) This case has been reviewed and approved by the Audit Committee and will be submitted to the shareholders' meeting for discussion after the approval of the Board Meeting.</p> <p>Passed as proposed.</p> <p>(1) Pursuant to Article 31 of the Company's Articles of Incorporation, the Company shall distribute the profit sharing remuneration to employees at a rate of not less than 1% of the Company's profit for the year and the profit sharing remuneration to directors at a rate of not more than 5% of the</p>
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	<p>5. The appointment of personnel of the subsidiary P.T. Tainan Enterprises Indonesia.</p> <p>6. Amendment to the Company's Articles of Incorporation.</p> <p>7. Amendment to the "Procedures for the</p>	<p>Company's profit for the year.</p> <p>(2) The Company's profit before tax for 2021, before the distribution of employees' and directors' profitsharing remuneration, was NT\$(138,281) thousand, and in accordance with the Company's Articles of Incorporation, no employees' and directors' profit sharing remuneration will be distributed for the year.</p> <p>(3) The case has been approved by the Salary Compensation Committee on March 22, 2022, submitted to the Board Meeting for resolution in accordance with the law and presented to the shareholders at the regular shareholders' meeting.</p> <p>Resolution: passed, and the management team is requested to set the amount and specifications of the transaction with Lin Zi-Jing's company and report the transaction at each Board meeting.</p> <p>The appointment of Ms. Lin Zi-Jing, Senior Manager of P.T. Tainan Enterprises Indonesia's General Manager's Office. was not resolved when it was first proposed to the Board Meeting of the Company on November 09, 2021 and is proposed for discussion at this meeting.</p> <p>Passed as proposed.</p> <p>In order to make the manner of convening shareholders' meetings more flexible, in accordance with Article 172-2-1 of the Company Act and Article 44-9-3 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company's Articles of Incorporation expressly provide that shareholders' meetings may be held by video conference or other means announced by the Ministry of Economic Affairs and it is proposed to amend certain provisions of the Company's Articles of Incorporation, which will be submitted to the shareholders' meeting for discussion after the approval of this Board meeting.</p> <p>Passed as proposed.</p>
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	<p>Acquisition or Disposal of Assets."</p> <p>8. Amendment to the "Rules of Procedures for Shareholders' Meetings."</p> <p>9. Amendment to the "Procedures for Election of Directors."</p> <p>10. Amendment to the "Corporate Social Responsibility Best Practice Principles."</p>	<p>In line with the amendment to some provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," it is proposed to amend the "Procedures for the Acquisition and Disposal of Assets" of the Company, which has been approved by all members of the Audit Committee and submitted to the Board Meeting for resolution. This case will be submitted to the shareholders' meeting for discussion after the approval by the Board meeting.</p> <p>Passed as proposed.</p> <p>In line with the relevant regulations of the competent securities authorities, the relevant provisions for shareholders' meeting by video conference are amended and added. As public companies can hold shareholders' meetings by video conference, in order to provide a convenient channel for shareholders to participate in shareholders' meetings, the Company intends to amend the "Rules of Procedure for Shareholders' Meetings," which will be submitted to the shareholders' meeting for discussion after the approval of this Board meeting.</p> <p>Passed as proposed.</p> <p>In line with the provisions of the Company Act and the nomination system for the election of directors and the change of name, it is proposed to change the name of the Company's "Measures for Election of Directors" to "Procedures for Election of Directors," which will be submitted to the regular shareholders' meeting after the approval of this Board meeting.</p> <p>Passed as proposed.</p> <p>In line with the change of the name of the "Code of Corporate Social Responsibility Best Practices Principles for TWSE/TPEX Listed Companies," it is proposed to change the name of the Company's "Corporate Social Responsibility Best Practice Principles" to "Sustainable Development Best Practice Principles."</p>
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	<p>11. Report on the Company's 2021 Declaration for Statement of Internal Control.</p> <p>12. The Company's 2022 business plan.</p> <p>13. Discussion on the Company's donation to Tainan Enterprises Culture and Art Foundation.</p> <p>14. The distribution of the mid-year employee performance award for 2021</p>	<p>Passed as proposed.</p> <p>(1) The Company performed the internal control self- assessment 2021 in accordance with its regulations governing internal control self-assessment. The Company adopted various internal control system criteria to assess the effectiveness of its internal control system design and execution.</p> <p>(2) Upon discussion on various units' self-assessment results and the internal audit unit's audit report, the Company hereby prepares the Declaration for Statement of Internal Control for 2021 as an attachment to the Board Meeting for discussion.</p> <p>(3) The Declaration for Statement of Internal Control has been disclosed on the website designated by the FSC within 3 months at the end of the fiscal year as required, and published in the annual report, upon passing the latest Board Meeting.</p> <p>Passed as proposed.</p> <p>The Company's business plan 2022 has been discussed based on the various departments' business goals as well as the estimated income statement for the year.</p> <p>Passed as proposed.</p> <p>(1) According to Article 7 of the Company's "Rules of Procedures for the Board of Director's Meetings," any proposals for donation to a related party shall be submitted to the Company's Board Meeting for discussion.</p> <p>(2) The Company planned to sponsor NT\$3.5 million as the expenditure of activities organized by Taiwan Enterprises Culture and Art Foundation in 2022.</p> <p>Passed as proposed.</p> <p>(1) For the Company's mid-year performance award for 2021, the total amount available for distribution according to the distribution principle is NT\$3,062,910 and the actual amount paid out is NT\$1,020,970. The remainder is reserved for</p>
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	<p>15. The proposal for increase in the limit of fund lent to others.</p> <p>16. Discussion on overdue accounts receivable as of Q4 of 2021.</p>	<p>payment at the end of the year.</p> <p>(2) The aforementioned distribution amount has been submitted to and approved by the Salary Compensation Committee of the Company on December 21, 2021 and is submitted to the Board Meeting for resolution in accordance with the law.</p> <p>Passed as proposed.</p> <p>In response to the subsidiaries' need for working capital, the Company increased the limit of fund loaned to its subsidiary, Tainan Enterprises (Vietnam) Co., Ltd. by USD3 million in accordance with the Company's "Operating Procedure for Loaning of Funds to Others."</p> <p>Passed as proposed.</p> <p>(1) According to Article 37 of the "FAQ about the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" amended and promulgated on July 24, 2020, as of Q3 2020, where the Company's "accounts receivable," "other receivables," "pre-payments" and "refundable deposits," which are in a significant amount or special in nature, are not recovered upon expiration of the three months, the normal time limit for credit extension and where the payments are not subject to contractual relations, payments are not commensurate to the contractual obligation, or the causes for the payments already extinguish, the Board Meeting shall be proposed to resolve whether such payment should be stated as loaning of fund in nature. Unless the Company proves that it indeed has no intent to loan the fund (e.g., initiation of a legal action or proposition of feasible control measures), it shall be stated as loaning of funds in nature. Where said payments are identified as the loaning of fund in nature, it is necessary to disclose the same to the public and set forth the corrective action plan to deal with the loan balance exceeding the limit in accordance with the</p>
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	<p>17. Appointment of the Company's Corporate Governance Officer.</p>	<p>Regulations as of the date of the resolution made by the Board Meeting.</p> <p>(2) Until Q4 of 2021, the Company's accounts receivable overdue upon expiration of the three months have amounted to NT\$17,617 thousand. Inconsideration of the customers' poor financial conditions caused by the impact posed by the COVID-19, the debt negotiation procedure was still pending by March 22, 2022. The Company doesn't have the intent to loan the fund. Given this, the amount unrecovered upon expiration of the three-month time limit for credit extension shall not be stated as loaning of fund in nature. For the GL accounts of various receivables, please refer to Attachment 17.</p> <p>(3) Definition of significant amount: 100% of the Company's paid-in capital.</p> <p>(4) The proposal has been reviewed and passed by the Audit Committee, and was submitted to the Board Meeting for resolution.</p> <p>Resolution: all directors present unanimously approved the appointment of Mr. Wu Chien-Der, Chief Finance Officer, as the Corporate Governance Officer.</p> <p>(1) In line with the Financial Supervisory Commission's "Corporate Governance 3.0 - A Blueprint for Sustainable Development" plan, TWSE listed companies should appoint a corporate governance officer by June 30, 2023 and the five main themes of promotion:</p> <ul style="list-style-type: none"> A. Strengthen the functions of the Board Meeting to enhance corporate sustainable value. B. Improve information transparency to promote sustainable operation. C. Strengthen communication with stakeholders and create good channels of interaction. D. Align with international standards to guide due diligence in governance.
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	<p>18. Proposal for date, venue, manner and causes of convening of the 2022 regular shareholders' meeting.</p>	<p>E. Deepen the culture of sustainable corporate governance and provide diversified products.</p> <p>(2) Please refer to Attachment 18 for details on the establishment of corporate governance officers in the industry.</p> <p>(3) The expected date of assuming office is April 1, 2022</p> <p>(4) The directors are requested to nominate and discuss the candidates.</p> <p>Passed as proposed.</p> <p>Proposal for date, venue, manner and causes of convening of the 2022 regular shareholders' meeting: (1) Date: 9:30AM, June 20, 2022</p> <p>(2) Venue: No. 320, Sec. 3, Zhongshan Rd., Guiren Dist., Tainan City (the conference room at the Head Office)</p> <p>(3) Manner: The regular shareholder's meeting will be convened in a physical manner.</p> <p>(4) Causes:</p> <p>A. Report</p> <p>(a) 2021 Business Report.</p> <p>(b) Audit Committee's Review Report.</p> <p>(c) Report on the 2021 profit sharing remuneration to employees and directors and the distribution status.</p> <p>B. Adoption</p> <p>(a) Adoption of the Company's 2021 business report and financial statements.</p> <p>(b) Adoption of the Company's earnings distribution proposal for 2021.</p> <p>C. Discussion</p> <p>(a) The Company's proposal for distribution of cash dividends from capital surplus</p> <p>(b) Amendment to the Company's Articles of Incorporation.</p> <p>(c) Amendment to the "Procedures for the</p>
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	<p>19. The shareholders' proposals for the 2022 regular shareholders' meeting are hereby submitted for your discussion.</p>	<p>Acquisition or Disposal of Assets."</p> <p>(d) Amendment to the "Rules of Procedures for Shareholders' Meetings."</p> <p>(e) Amendment to the "Procedures for Election of Directors."</p> <p>(5) Period of suspension of stock transfer: From April 22, 2022 to June 20, 2022.</p> <p>Passed as proposed.</p> <p>The following are matters related to the handling of shareholders' written proposals, review criteria and operating process:</p> <p>(1) In accordance with Article 172-1 of the Company Act, shareholders holding at least one percent of the Company's outstanding shares may submit a written proposal to the Company for a regular shareholders' meeting. However, it is limited to one proposal within 300 words. The Company will accept proposals from shareholders for the regular shareholders' meeting from April 15, 2022 to April 25, 2022, from 9:00 a.m. to 5:00 p.m. daily [by post within the acceptance period, and please mark the envelope with the words "Proposal for Shareholders' Meeting" on the cover and send it by registered mail with the contact person and contact information]. If there is any proposal from shareholders during the above period, it will be submitted to the Board Meeting for discussion. The Company will notify the proposing shareholders of the results of the handling of the proposal before the date of the notice of the shareholders' meeting and will include the proposal that meets the requirements of Article 172-1 of the Company Act in the notice of the meeting.</p> <p>(2) The Company's review criteria for accepting shareholders' proposals:</p> <p>The Board Meeting shall classify a shareholder's proposal as a motion, except for one of the following circumstances:</p>
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2022.05.10	1. Discussion on overdue accounts receivable for Q1 of 2022.	<p>Passed as proposed.</p> <p>(1) According to Article 37 of the "FAQ about the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" amended and promulgated on July 24, 2020, as of Q3 2020, where the Company's "accounts receivable," "other receivables," "prepayments" and "refundable deposits", which are in significant amount or special in nature, are not recovered upon expiration of the three months, the normal time limit for credit extension, and where the payments are not subject to contractual relations, payments are not commensurate to the contractual obligation, or the causes for the payments already extinguish, the Board of Directors shall be proposed to resolve whether such payment should be stated as loaning of fund in nature. Unless the Company proves that it indeed has no intent to loan the fund (e.g., initiation of a legal action or proposition of feasible control measures), it shall be stated as loaning of fund in nature. Where said payments are identified as the loaning of fund in nature, it is necessary to disclose the same to the public and set forth the corrective action</p>

		<p>efficiency, the Company established its Regulations Governing Performance Appraisal on the Board of Directors in accordance with Article 37 of the Corporate Governance Best Practice Principles for TWSE/TPEx- Listed Companies and perform the appraisal in accordance with the Regulations. The appraisal has been completed in 2021.</p>
2022.08.09	<p>1. The Company's 2022 Q2 consolidated financial statements are submitted for review.</p> <p>2. Discussion on overdue accounts receivable for Q2 of 2022.</p>	<p>Passed as proposed.</p> <p>(1) The Company's 2022 Q2 consolidated financial statements have been prepared.</p> <p>(2) Said financial statements together with an Audit Report issued by Lin Tze-Shu CPA and Tien Chung-Yu, CPA of PwC Taiwan, respectively.</p> <p>(3) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) According to Article 37 of the "FAQ about the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" amended and promulgated on July 24, 2020, as of Q3 2020, where the Company's "accounts receivable," "other receivables," "prepayments" and "refundable deposits", which are in significant amount or special in nature, are not recovered upon expiration of the three months, the normal time limit for credit extension, and where the payments are not subject to contractual relations, payments are not commensurate to the contractual obligation, or the causes for the payments already extinguish, the Board of Directors shall be proposed to resolve whether such payment should be stated as loaning of fund in nature. Unless the Company proves that it indeed has no intent to loan the fund (e.g., initiation of a legal action or proposition of feasible control measures), it shall be stated as loaning of fund in nature. Where said payments are identified as the loaning of fund in nature, it is necessary to disclose the same to the public and set forth the corrective action plan to deal with the loan balance exceeding the limit in</p>

	<p>3. Discussion on the external auditor's professional fees 2022.</p> <p>4. Discussion on the Company's personnel appointment proposal.</p>	<p>accordance with the Regulations as of the date of the resolution made by the Board Meeting.</p> <p>(2) Until Q2 of 2022, the Company's accounts receivable overdue upon expiration of the three months have amounted to NT\$3,429 thousand, primarily because the Company continued to negotiate with the agents for the debt, which was already collected in July and the customers' financial condition became poor due to the impact posed by COVID-19. Notwithstanding, by August 9, 2022, the debt negotiations were still pending. Therefore, the Company does not have the intent to loan the fund. Given this, the amount unrecovered upon expiration of the three-month time limit for credit extension shall not be stated as loaning of fund in nature.</p> <p>(3) Definition of significant amount: 100% of the Company's paid-in capital.</p> <p>(4) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) The professional fees charged by PwC Taiwan, the external auditor retained by the Company, for the audit on the Company's financial statements and profit-seeking enterprise income tax return 2022 were NT\$7,865,000.</p> <p>(2) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) The former manager of General Manager Office and also 9th Sales Dept., Ms. Chin Nien-Ting, was promoted as the General Manager's Special Assistant and Assistant Vice President of Sales Division, concurrently.</p> <p>(2) The former senior manager of 1st Sales Dept., Ms. Liao Fang-Ying, was promoted as the Assistant Vice President of 1st Sales Dept..</p> <p>(3) The former senior manager of 6th Sales Dept. and also 3rd Sales Dept., Ms. Tung Yu-Ju, was promoted as the</p>
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	<p>5. Report on the Company's GHG accounting and verification status.</p> <p>6. Adoption of the Company's "Procedures for Handling Material Inside Information System."</p> <p>7. The 2022 mid-year performance bonus distribution plan is proposed for resolution.</p>	<p>Assistant Vice President of 6th Sales Dept. and 3rd Sales Dept., concurrently.</p> <p>Passed as proposed.</p> <p>(1) The Company should complete the GHG accounting and verification schedule planning of the "parent company" and submit it to the Board of Directors in accordance with the "Sustainable Development Roadmap" released by FSC in March 2022, by the end of Q2 of 2022, and control the same on a quarterly basis.</p> <p>(2) As a company with the paid-in capital less than NT\$5 billion, the Company shall complete the GHG accounting in 2026 and the verification in 2028. Meanwhile, the Company will continue controlling the GHG accounting and verification disclosure schedule status in accordance with the reference guidance and requirements issued by the competent authority.</p> <p>Passed as proposed.</p> <p>(1) In response to the FSC's "Capital Market Roadmap" aiming to improve the material information disclosure quality, the Company shall establish a fair material inside information system processing and disclosure mechanism by December 31, 2022.</p> <p>(2) The Company's dedicated unit handling material inside information consists of the "financial and HR units and General Manager Office."</p> <p>(3) The "Procedures for Handling Materials Inside Information System" was adopted.</p> <p>Passed as proposed.</p> <p>(1) The Company's 2022 mid-year performance bonus which may be distributed in accordance with the payment policy amounts to NT\$14,315,326 in total.</p> <p>(2) The proposal has been reviewed and passed by the Salary Compensation Committee.</p>
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2022.11.08	<p>1. The Company's 2022 Q3 consolidated financial statements are submitted for review.</p> <p>2. The proposal for assessment on independence of the CPA 2022 is submitted for discussion.</p> <p>3. The proposal for internal audit plan 2023.</p> <p>4. The Company's plan to acquire the land of TEGAL in Indonesia.</p>	<p>Passed as proposed.</p> <p>(1) The Company's 2022 Q3 consolidated financial statements have been prepared.</p> <p>(2) Said financial statements together with an Audit Report issued by Lin Tze-Yu, CPA and Tien Chung-Yu, CPA of PwC Taiwan, respectively.</p> <p>(3) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) According to Article 29 of the Corporate Governance Best Practice Principles for TWSE/TPEx-listed Companies, a TWSE/TPEx-listed company shall periodically (at least once per year) assess the independence of the CPA retained by it.</p> <p>(2) The Company's financial statements and profit-seeking enterprise income tax return were audited by PwC Taiwan retained by the Company.</p> <p>(3) The external auditors retained by the Company, namely Lin Tze-Yu, CPA and Tien Chung-Yu, CPA, have undergone the Company's assessment on independence and competence of the CPA as identified in the "External Auditor's Review Form."</p> <p>(4) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) According to the Regulations Governing Establishment of Internal Control Systems by Public Companies, the Company sets forth its internal audit plan 2023.</p> <p>(2) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Resolution: The proposal was approved by the whole directors present at the meeting unanimously. In principle, the Board of Directors was authorized to deal with it with full power, provided that the management team needed to provide the information about income analysis and cash flow analysis to the Chairman for resolution prior to the execution of the contract.</p>
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	<p>5. Proposal for record date set for cancellation of treasury shares.</p>	<p>(1) In response to the Company's long-term development and planning, the Company plans to acquire the land at the total price about NT\$77 million(US\$2.4 million, @32).</p> <p>(2) Land details: A. Address: X49V+VJC, Kajen, Kec. Lebaksiu, Kabupaten Tegal, Jawa Tengah B. Occupied areas: about 6 hectares</p> <p>(3) Upon approval resolved by the Board of Directors, the Company plans to authorize the Chairman to deal with the proposal with full power if the total transaction price is affected by changes in the market or any other factors, insofar as the actual transaction price is no more than 10% of said estimated acquisition price.</p> <p>(4) The Chairman is also authorized to deal with any other matters not covered in the proposal with full power.</p> <p>(5) The proposal has been reviewed and passed by the Audit Committee.</p> <p>Passed as proposed.</p> <p>(1) The Company bought back 1,000,000 shares for 8th time in order to transfer the same to its employees. So far, the remaining 1,000,000 shares have not yet transferred.</p> <p>(2) According to Article 28-2 of the Securities and Exchange Act, and Article 3 of the Company's "Regulations Governing Transfer of Repurchased Shares to Employees," the repurchased shares shall be transferred to employees within five years upon the date of repurchase; otherwise, the shares shall be deemed as the Company's unissued shares and registration of changes shall be completed.</p> <p>(3) The record date is set as May 22, 2023, on which an application shall be filed with Ministry of Economic Affairs to cancel said 1,000,000 common shares. After that, the Company's capital will amount to 146,153,534 shares at the par value of NT\$10 per share, i.e., NT\$1,461,535,340 in total.</p>
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	<p>6. Report on the Company's GHG accounting and verification status.</p> <p>7. Amendment to the "Rules of Procedures for Board of Directors Meetings."</p> <p>8. Amendments to the Company's "Risk Management Procedure and Policy."</p> <p>9. Amendments to the Company's "Procedures for Handling Materials Inside Information System."</p>	<p>Passed as proposed.</p> <p>(1) The Company should complete the GHG accounting and verification schedule planning of the "parent company" and submit it to the Board of Directors in accordance with the "Sustainable Development Roadmap" released by FSC in March 2022, by the end of Q2 of 2022, and also the GHG accounting and verification schedule planning of the "Group (including its subsidiaries) by Q1 of 2023 and control the same on a quarterly basis.</p> <p>(2) As a company with the paid-in capital less than NT\$5 billion, the Company shall complete the GHG accounting in 2026 and the verification in 2028. Meanwhile, the Company will continue controlling the GHG accounting and verification disclosure schedule status in accordance with the reference guidance and requirements issued by the competent authority.</p> <p>Passed as proposed.</p> <p>In response to FSC's amendments to the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" aiming to expressly govern the procedure for dismissal of the Chairman and achieve the sound corporate governance spirit, the Company plans to amend certain provisions of its "Rules of Procedures for Board of Directors Meetings."</p> <p>Passed as proposed.</p> <p>The "Risk Management Best Practice Principles for TWSE/TPEX-Listed Companies" adopted by the competent authority in August 2022 aims to help the TWSE/TPEX-listed companies establish the sound risk management system and robust operations.</p> <p>Passed as proposed.</p> <p>In response to the letter issued by TWSE under Tai-Zheng-Shang-1-Zi No. 1111804712 dated September 20, 2022, the Company improved the timeliness, accuracy</p>
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		and completeness of material information to protect investors' interests and rights. Proposed amendments to the Company's "Procedures for Handling Material Inside Information System."
March 21, 2023	<p>1. Report on the Company's 2022 Declaration for Statement of Internal Control.</p> <p>2. The 2022 remuneration to employees and directors is hereby submitted for your discussion.</p>	<p>Passed as proposed.</p> <p>(1) The Company performed the internal control self-assessment 2022 in accordance with its regulations governing internal control self-assessment. The Company adopted various internal control system criteria to assess the effectiveness of its internal control system design and execution.</p> <p>(2) Upon discussion on various units' self-assessment results and the internal audit unit's audit report, the Company hereby prepares the Declaration for Statement of Internal Control 2022.</p> <p>(3) The Declaration for Statement of Internal Control has been disclosed on the website designated by the FSC within 3 months at the end of the fiscal year as required, upon passing the latest Board of Directors meeting.</p> <p>(4) The proposal has been reviewed and passed by the Audit Committee, and was submitted to the Board of Directors for resolution pursuant to laws.</p> <p>Passed as proposed.</p> <p>(1) Pursuant to Article 31 of the Company's Articles of Incorporation, the Company shall distribute the profit sharing remuneration to employees at a rate of not less than 1% of the Company's profit for the year and the profit sharing remuneration to directors at a rate of not more than 5% of the Company's profit for the year.</p> <p>(2) The Company's 2022 pre-tax income before the distribution of employees' and directors' remuneration is NT\$322,405 thousand. The proposed cash distribution of employee remuneration in the amount of NT\$4,000,000 and director remuneration in the amount of NT\$6,600,000 is not different from the estimated employee remuneration of NT\$4,000,000 and director remuneration of NT\$6,600,000 in the accounts.</p>

	<p>3. The Company's 2022 business report, parent company only financial statements and consolidated financial statements are hereby submitted for your review.</p> <p>4. The Company's 2022 earnings distribution proposal is hereby submitted for your discussion.</p>	<p>(3) The distributed amount referred to in the preceding paragraph has been reviewed by the Salary Compensation Committee of the Company, which will be submitted to the annual general meeting for resolution upon approval by the Board Meeting.</p> <p>Passed as proposed.</p> <p>(1) The Company has prepared the 2022 business report, parent company only financial statements and consolidated financial statements. Said financial statements together with an Audit Report with unqualified opinion issued by Lin Tzu-Shu, CPA and TienChung-Yu, CPA of PwC Taiwan, respectively.</p> <p>(2) The motion has been reviewed by the Audit Committee of the Company, which will be submitted to the annual general meeting for resolution upon approval by the Board Meeting.</p> <p>Passed as proposed.</p> <p>(1) Cash dividends of NT\$1 per share are intended to be distributed, totaling NT\$146,153,534. If the number of outstanding shares is subsequently affected by the retirement of shares or the issuance of new shares due to the repurchase of the Company's shares or the exercise of employee stock options, please authorize the Chairperson to adjust the distribution rate based on the actual number of outstanding shares of the Company on the base date of dividends distribution in accordance with the total amount of earnings proposed to be distributed from the common stock resolved at the shareholders' meeting.</p> <p>(2) The cash dividends were calculated and rounded off to the nearest NTD at the distribution ratio. The fractional amount less than NTD1 was summed up and recognized by the Company as other revenue of the Company.</p> <p>(3) The cash dividend distribution referred to in the preceding paragraph is proposed to be approved by the shareholders at the 2023 annual general meeting of the</p>
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	<p>5. The Company's 2023 business plan.</p> <p>6. The discussion on shutdown of Factory No. 5 of the subsidiary, Tainan Enterprise (Cambodia) Co., Ltd.</p> <p>7. The appointment of the Company's General Manager.</p> <p>8. Proposal for the Company's personnel appointment.</p>	<p>Company and then to have the Chairman determine the dividends record date for the cash dividends distribution and date of payment.</p> <p>(4) The motion has been reviewed by the Audit Committee of the Company, which will be submitted to the annual general meeting for resolution upon approval by the Board Meeting.</p> <p>Passed as proposed.</p> <p>The Company's business plan 2023 has been discussed based on the various departments' business goals as well as the estimated income statement for the year.</p> <p>Passed as proposed.</p> <p>The proposal for windup of Factory 5 of the subsidiary, Tainan Enterprise (Cambodia) Co., Ltd. due to decrease in subsequent orders for reduction of the Company's losses is submitted for your discussion.</p> <p>Resolution: Except Director Hsieh Yiu-Chin, who recused herself for conflict of interest pursuant to laws, the motion was approved by the other present directors as proposed.</p> <p>(1) General Manager Yang Shun-Hui retired due to personal health problem on March 31, 2023. The Company plans to appoint Ms. Hsieh Yiu-Chin to serve as the General Manager from April 1, 2023.</p> <p>(2) The new General Manager has worked in the apparel industry for more than three decades, and held the position as the General Manager of MFG, Taiwan Branch for 8 years until it closed. She also worked as the management in trading companies, agencies and USA-based companies, and also the senior management at apparel factories and production locations. She is familiar with the Company's customers, such as Macy's.</p> <p>Resolution: All of the present directors resolved to appoint the General Manager to handle it with full power.</p>
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	<p>9. The appointment of personnel of the subsidiary Tainan Enterprises (Vietnam).</p> <p>10. Proposal for election of the Company's all directors.</p>	<p>The Company appointed Ms. Wang Yueh A to serve as the R&D Technology Director of the Technical Research Division in January 2023. The appointment is submitted to the Board of Directors meeting for resolution, in accordance with the requirements about the Company's management level of authority.</p> <p>Passed as proposed.</p> <p>The Company appointed Ms. Tsai Ching Chih to serve as the Chief Factory Director in February 2023. The appointment is submitted to the Board of Directors meeting for resolution, in accordance with the requirements about the Company's management level of authority.</p> <p>Passed as proposed.</p> <p>(1) The term of office of the current directors of the Company expires on June 14, 2023, and the re-election of directors shall be held at the 2023 annual general meeting in accordance with the law.</p> <p>(2) In accordance with Article 18 of the Company's Articles of Incorporation, the number of directors shall be seven to eleven. The number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directors. The Company adopts the candidates' nomination system for the election of the entire directors, shareholders elect directors from nominees list.</p> <p>(3) At this annual general meeting, 11 directors (including 3 independent directors) will be elected for a term of three years from June 21, 2023 to June 20, 2026 in accordance with the "Procedures for Election of Directors" of the Company, and the original directors will be discharged upon completion of the election at this annual general meeting.</p> <p>(4) The motion will be submitted to the 2023 annual general meeting for discussion upon approval of the Board of Directors.</p>
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	<p>11. Proposal to release new directors and their representatives from the non-competition restrictions.</p> <p>12. The proposal for increase in the limit of loans to others.</p> <p>13. Report on the Company's GHG accounting and verification status.</p>	<p>Passed as proposed.</p> <p>(1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.</p> <p>(2) If it is necessary for the Company's newly elected directors and their representatives to act for themselves or others in the Company's scope of business, relaxation of prohibition of competition imposed on such directors or their representatives shall be proposed to the shareholders' meeting for approval, provided that it is not detrimental to the interests of the Company.</p> <p>(3) The motion will be submitted to the shareholders' meeting for resolution upon approval of the Board of Directors.</p> <p>Passed as proposed.</p> <p>(1) In response to the subsidiaries' need for working capital, the Company increased the limit of fund loaned to its subsidiary, Tainan Enterprises (Vietnam) Co., Ltd. by USD4 million in accordance with the Company's "Operating Procedure for Loaning of Funds to Others."</p> <p>(2) The proposal has been reviewed and passed by the Audit Committee, and was submitted to the Board of Directors for resolution.</p> <p>Passed as proposed.</p> <p>(1) The Company should complete the GHG accounting and verification schedule planning of the parent company and the Group (including subsidiaries) and submit the same to the Board of Directors in accordance with the "Sustainable Development Roadmap for TWSE/TPEx Listed Companies" released by FSC, and control it on a quarterly basis.</p> <p>(2) As a company with the paid-in capital less than NT\$5 billion, the Company will continue controlling the GHG accounting and verification disclosure schedule</p>
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	<p>14. Land lease of Factory SOLO1 in Indonesia.</p> <p>15. Report on the Company's 2022 Board of Directors performance appraisal result.</p> <p>16. Amendments to the Company's "Corporate Governance Best Practice Principles."</p> <p>17. Amendments to the Company's "Operating Regulations Governing Transactions with Related Parties, Specific Companies and Group Enterprises."</p>	<p>status in accordance with the reference guidance and requirements issued by the competent authority.</p> <p>Passed as proposed.</p> <p>The land lease for SOLO1 in Indonesia is about to expire. The Company plans to renew the lease.</p> <p>Please discuss it accordingly.</p> <p>Passed as proposed.</p> <p>In order to practice the corporate governance, improve the Board of Directors' function and set the performance goals to strengthen the Board of Directors' operating efficiency, the Company established its Regulations Governing Performance Appraisal on the Board of Directors in accordance with Article 37 of the Corporate Governance Best Practice Principles for TWSE/TPEX-Listed Companies and perform the appraisal in accordance with the Regulations. The appraisal has been completed in 2022.</p> <p>Passed as proposed.</p> <p>In order to implement the enhancement of related party transaction management, encouragement of shareholders' participation in corporate governance and directors' continuing education planning under Corporate Governance 3.0 - Sustainable Development Roadmap, the Company amended its "Corporate Governance Best Practice Principles" in accordance with the letters under Tai-Zheng-Zhi-Li-Zi Nos. 1090002299 and 1110024366.</p> <p>Passed as proposed.</p> <p>In order to implement the enhancement of related party transaction management of Corporate Governance 3.0 - Sustainable Development Roadmap, the Company amended the "Operating Regulations Governing Transactions with Related Parties, Specific Companies and Group Enterprises" according to the letter under Tai-Zheng-Zhi-Li-Zi-No. 1110024366.</p>
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	<p>18. Amendment to the Company's "Procedures for the Acquisition or Disposal of Assets."</p> <p>19. Amendments to the Company's "Sustainable Development Best Practice Principles."</p> <p>20. Proposal for date, venue, manner and causes of convening of the 2023 annual general meeting.</p>	<p>Passed as proposed.</p> <p>In order to implement the enhancement of related party transaction management of Corporate Governance 3.0 - Sustainable Development Roadmap, the Company amended the "Regulations Governing the Acquisition and Disposal of Assets" according to the letter under Tai-Zheng-Zhi-Li-Zi-No. 1110024366. This case will be submitted to the shareholders' meeting for discussion after the approval of this Board meeting.</p> <p>Passed as proposed.</p> <p>In order to encourage enterprises to support art & cultural activities and promote the cultural sustainable development, the Company amended its "Sustainable Development Best Practice Principles" according to the letter under Tai-Zheng-Zhi-Li-Zi NO. 1110024366.</p> <p>Passed as proposed.</p> <p>Proposal for date, venue, manner and causes of convening of the 2023 annual general meeting: (1) Date: 9:00AM, June 21, 2023 (2) Venue: No. 320, Sec. 3, Zhongshan Rd., Guiren Dist., Tainan City (the conference room at the Head Office) (3) Manner: The annual general meeting will be convened in a physical manner. (4) Causes: A. Report: a. 2022 Business Report b. Audit Committee's Review Report c. Report on the 2022 remuneration to employees and directors and the distribution status d. Report on receipt status of directors' remuneration for 2022. e. Report on execution of the eighth buyback of the Company's treasury shares. B. Ratification: a. Ratify the Company's 2022 business report and</p>
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	<p>21. The shareholders' proposals for the 2023 annual general meeting are hereby submitted for your discussion.</p>	<p>financial statements.</p> <p>b. Ratify the Company's earnings distribution proposal for 2022.</p> <p>C. Discussion: Amendment to the Company's "Procedures for the Acquisition or Disposal of Assets."</p> <p>D. Election: Re-election of all the Company's directors.</p> <p>E. Other motions: Proposal to release new directors and their representatives from the non-competition restrictions.</p> <p>F. Extempore Motions</p> <p>(5) Period of suspension of stock transfer: From April 23, 2023 to June 21, 2023.</p> <p>Passed as proposed.</p> <p>(1) In accordance with Article 172-1 of the Company Act, shareholders holding at least one percent of the Company's outstanding shares may submit a written proposal to the Company for a regular shareholders' meeting. However, it is limited to one proposal within 300 words. The Company will accept proposals from shareholders for the regular shareholders' meeting from April 14, 2023 to April 24, 2023, from 9:00 a.m. to 5:00 p.m. daily [by post within the acceptance period, and please mark the envelope with the words "Proposal for Shareholders' Meeting" on the envelope and send it by registered mail with the contact person and contact information]. If there is any proposal from shareholders during the above period, it will be submitted to the Board Meeting for discussion. The Company will notify the proposing shareholders of the results of the handling of the proposal before the date of the notice of the shareholders' meeting and will include the proposal that meets the requirements of Article 172-1 of the Company Act in the notice of the meeting.</p> <p>(2) The Company's review criteria for accepting shareholders' proposals:</p> <p style="padding-left: 40px;">The Board Meeting shall classify a shareholder's proposal as a motion, except for one of the following</p>
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	<p>22. The proposal for inclusion of the shareholders' proposals for the 2023 annual general meeting into the roster of candidates is hereby submitted for your discussion.</p>	<p>circumstances:</p> <p>A. The motion is not supposed to be resolved at the shareholders' meeting.</p> <p>B. If the proposing shareholder holds less than one percent of the shares at the time of the suspension of stock transfer.</p> <p>C. The proposal is made outside the acceptance period as announced.</p> <p>D. The motion exceeds 300 words or there is more than one proposal.</p> <p>. The Board Meeting may still include the aforementioned shareholder's proposal in the motion if its purpose is to urge the Company to promote the public interest or fulfill its social responsibility.</p> <p>(3) Method and place of receiving shareholders' proposals: Please specify the "Proposal for Shareholders' Meeting" on the envelope, and send the same to the Company's Finance Department via registered mail. (Address: 18th Floor, No. 15-1, Section 1, Hangzhou South Road, Zhongzheng Dist., Taipei City Tel: 02- 23916421)</p> <p>Passed as proposed.</p> <p>The operating procedure for inclusion of accepted shareholders' nomination into the roster of candidates is specified as following:</p> <p>(1) According to Article 192-1 of the Company Act, any shareholder holding 1% or more of the total number of outstanding shares issued by the company may submit to the company in writing a roster of director/independent director candidates, provided that the total number of director/independent director candidates so nominated shall not exceed the quota of the directors/independent directors to be elected.</p> <p>(2) The annual general meeting shall elect 11 directors (including 3 independent directors). If any shareholder wishes to propose the roster of director/independent director candidates at the annual general meeting, the Company schedules to accept the</p>
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		<p>roster of director/independent director candidates as proposed from April 14, 2023 to April 24, 2023, from 9:00AM to 5:00PM [by post within the acceptance period, and please mark the envelope with the words "Proposal for nomination of director/independent director candidates" on the envelope and send it by registered mail with the contact person and contact information, send the same via registered mail, and specify the name and Tel. No. of the contact person]. The proposing shareholders shall specify the nominees' names, educational background and work experience.</p> <p>Notwithstanding, the independent director candidates shall submit the documents and other certificates pursuant to Paragraph 1 of Article 2, Article 3, and Article 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."</p> <p>(3) Criteria for inclusion of accepted shareholders' nomination into the roster of candidates: Unless in any of the following circumstances, the same shall be included into the roster of director/independent director candidates.</p> <p>A. The proposal is made outside the acceptance period as announced.</p> <p>B. If the proposing shareholder holds less than one percent of the shares at the time of the suspension of stock transfer.</p> <p>C. The number of candidates exceeds the quota.</p> <p>D. The proposing shareholder fails to specify the nominees' name, educational background and work experience.</p> <p>E. The nominee does not satisfy the statutory qualifications.</p> <p>(Juristic person without shareholdings, and the independent directors, fail to submit the related documents identified in said "Information to be attached.")</p> <p>(4) At the end of the time limit for acceptance of shareholders' nomination, the Company will ask the Board of Directors to review the candidates pursuant to laws and separately.</p> <p>(5) Place of receiving shareholders' nomination of director/independent director candidates: The Company's Finance Division (Address: 18th Floor, No. 15-1, Section 1, Hangzhou South Road, Zhongzheng Dist., Taipei City Tel: 02-23916421)</p>
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3. Important resolutions made by the special Board Meeting

Date of Meeting	Motion	Resolution and execution
2022.11.14	The Company plans to appoint the CFO, Wu Chien-Teh to hold the position as the deputy General Manager.	<p>Passed as proposed.</p> <p>(1) The Company's General Manager, Yang Shun-Hui, has applied for personal leave since November 2022 and therefore, it was impossible for him to exercise his power. The deputy General Manager is required to serve by Vice General Manager or above in accordance with the Company's internal operating procedure. Therefore, the CFO, Wu Chien-Tech, is appointed to serve as the deputy General Manager.</p> <p>(2) The agency period shall be effective immediately until February 2023. The proposal shall become effective immediately upon approval.</p>
2022.11.22	Appointment of supervisors at the Company's Vietnam Plant.	<p>Passed as proposed.</p> <p>In response to the Company's internal job rotation, Su Chiung-Chung was appointed to serve as the supreme management at the Vietnam factory premises. The term of office shall become effective immediately.</p>
2022.12.23	Establishment of a new company in Indonesia.	<p>Passed as proposed.</p> <p>(1) In response to the Company's operations and future business demand, the Company plans to expand the factory premises by establishing a new company in the central Java, Indonesia. The new company is named as PT.CAHAYA INDAH GLOBAL, with registered capital amounting to US\$10 million and responsible person Mr. Yang Ching-Hon.</p> <p>(2) The proposal has been reviewed and passed by the Audit Committee.</p>